



# Ind-Swift LABORATORIES LIMITED

(A Recognised Export House)

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CIN No. L24232CH1995PLC015553



Ref: ISLL:CH:2023

Date: 5<sup>th</sup> September, 2023

**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**

**ISIN: INE915B01019, INE915B07024  
BSE Scrip Code: 532305, 957989**

**NSE Symbol: INDSWFTLAB**

**Sub: Submission of Annual Report for the Financial Year 2022-23**

Dear Sir/Madam,

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 2022-23 along with the Notice convening the 28<sup>th</sup> Annual General Meeting of the Company Scheduled to be held on 30<sup>th</sup> day of September, 2023 at 11:00 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**



# RISING ABOVE CHALLENGES

Ind-Swift Laboratories Limited  
Annual Report 2023



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Adversity is life's greatest teachers. It taught us well.

We endured gusting headwinds. But every time we put one foot in front of the other.

We got knocked out more than once. On every occasion, we got up to fight back. It was our only choice.

We were bridled by tough times. We pushed back even harder to unshackle our prospects.

We faced hard time year after year. But we realised that nothing worth doing, was even going to be easy.

We created a battle-hardened organisation which served us well.

In FY23, we have bounced back with one of the best performances in recent times.

We rose above  
challenges.  
We did well!



## Statement from the Chairman's desk

### Dear shareholders,

I am delighted to piece this narrative as Ind-Swift reported one of its best performances in recent history. Undeterred by global uncertainties and elevated inflation, your Company registered a high double-digit topline growth. We reported the highest EBITDA in our history and a multi-fold growth at the bottomline. Our product, marketing, pricing and operational strategies synchronised well to script this momentous achievement. I am thrilled with the team's exemplary efforts in uplifting the Company a few notches higher.

The year's high point was that we were honoured with the "Asia's Best Company of the Year 2022 Award by Berkshire Media LLC, USA. It endorsed the relevance of our business strategies and their execution.

Coming off an exceptional year, we aim to carry the momentum ahead to sustain our value-creation commitment to our stakeholders.

### The evolving landscape

Globally, the pharmaceutical sector will continue to grow with region-specific aberrations. While the US markets are not as attractive as before owing to heightened competition, the RoW markets have emerged promising.

Globally, volume is projected to grow 1.6% in days of therapy through 2027, driven by Asia-Pacific, India, Latin America, Africa/Middle East, and China, all of which are expected to exceed global volume growth.

Having delivered vaccines to the world during the pandemic, India has further strengthened its position as the world's pharmacy. In the future, India's prominence in the global pharmaceutical space is only expected to amplify as the world is looking to India as an essential research hub supporting global innovation aspirations.



Hence, going forward, the key to success will depend on regulatory simplification, increased industry-academia collaboration, and a strengthening innovation mindset. This will pave the way for the industry to transition from 'Volume to Value' leadership in the coming years.

Unfortunately, India's march to global dominance in the pharmaceutical sector is thwarted by its significant dependence on API imports. The Government has and continues to play a defining role in shoring the nation's Atmanirbharta in the API space.

As one of India's leading API manufacturers, I believe Ind Swift has a vital role in shoring India's pharmaceutical strength. Moreover, as we export our products to more than 70 nations worldwide, we can also make an appreciable contribution to the healthcare system of these geographies.

#### **Our outline for the medium term**

Over the recent past, Ind-Swift has made significant strides in its transformation journey. We will focus on medium-term growth, the ultimate measure to generate value. To achieve this, we will invest in strengthening our competitive advantages; be disciplined in capital allocation and stay diligent in our pursuit of efficiencies.

**API business:** We will expand capacities for existing molecules which should make our products more competitive in the global landscape. We will enhance and widen our product basket by expanding our presence in several therapeutic areas, including anti-cancer

**"We will remain focused on medium-term growth, the ultimate measure to generate value. To achieve this, we will strengthen our competitive advantages, be disciplined in capital allocation and stay diligent in our pursuit of efficiencies."**

molecules. In addition, we will widen our presence across geographies even as we work towards growing our wallet share with existing customers.

We will work deliberately towards bringing in cost efficiencies by improving our processes and optimising our utility consumption. Further, we will be relentless in reducing our environmental footprint by optimising the consumption of natural resources, reducing our carbon footprint and increasing our solvent and catalyst recycling capabilities.

**CRAMs vertical:** Over the years, we have made appreciable progress in our CRAMs vertical. This is critical as it showcases the growing trust of international pharmaceutical customers on the Company's innovation expertise, operational efficiency and delivery commitment. Some of our CRAMs collaborations with overseas customers (for API and intermediates projects)

have reached to commercial stage and we expect to commence commercial despatches shortly. To expand our horizon in the CRAMs space, we have undertaken various material science (Non-pharma) stream projects ranging from initial process development to commercialisation. These new projects should start generating returns for the Company in the next 12-18 months.

**Forward integration:** We are moving up the pharmaceutical value chain – from APIs to Formulation. As a decisive step in this direction, we entered into two joint ventures in FY23 to launch finished dosages. This strategic initiative is shaping up quite well and should start delivering returns in the near term.

These efforts will make a positive impact on shoring the Company's bottomline.

I am very confident that as our business drivers take deeper root within, the quality of our business will evolve, translating into even better financial outcomes and stakeholder value.

In closing, I express my sincere gratitude to my fellow Directors for their commitment to the Company's progress. My deep appreciation to our shareholders for their continued confidence and support. My thanks to our suppliers and lenders, who continue to be our partners in growth. Lastly, our management team and staff for their valuable and ongoing dedication in contributing to Ind-Swift's growth.

Warm regards,

**N. R. Munjal**

*Chairman & Managing Director*

## About Us

We are headquartered in Chandigarh, India. Established in 1995, Ind-Swift enjoys a deep-rooted domestic and regulated markets presence.

Ind-Swift Laboratories Ltd today is a global manufacturer of APIs and advanced intermediates. We cater to the requirement of customers in 70 nations. 75% of our turnover comes from exports.

Spearheaded by Mr. NR Munjal as its Chairman and Managing Director, the Company's operations are managed by an experienced and professional team. The Company equity is listed on the BSE and the National Stock Exchange of India Limited.



### Vision

To significantly contribute in building a healthy world as a leading provider of quality pharmaceutical products across the globe



### Mission

We aim to be build a profitable, sustainable, system driven world class pharmaceutical organisation that deliver diverse range of quality pharmaceutical products for global markets by means of our loyal customer base, intellectual team, effective systems and latest technology.



### Values

Ind-Swift's culture is based upon our core values that provide equal opportunity to everyone for contributing towards achieving organisational and societal objectives. Our customers are our greatest teachers and our employees are our greatest assets. Our decision-making process in organisation is guided by a definitive value system we term as 'RIPCO' Value system.



## Key numbers that define us

3

Manufacturing units

1112.54

Capacity (TPA)

908.52

Production (tonnes)

753.02

Sales (tonnes)

115195.68

Revenue from operations (₹ lakh)

24986.42

EBITDA (₹ lakh)

4247.20

Net Profit (₹ lakh)

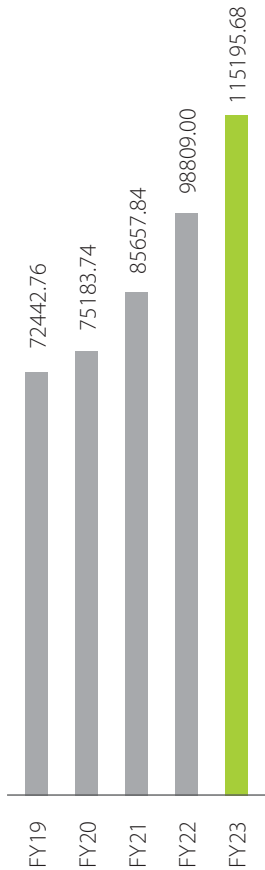


## Key performance indicators

Revenue from Operations  
(₹ in lakh)

# 16.58%

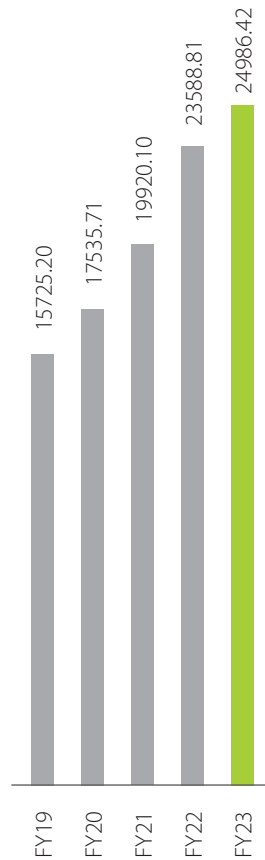
Y-o-Y growth – %



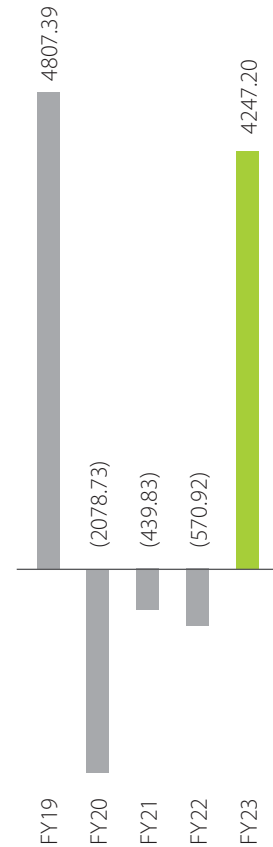
EBITDA  
(₹ in lakh)

# 5.92%

Y-o-Y growth – %



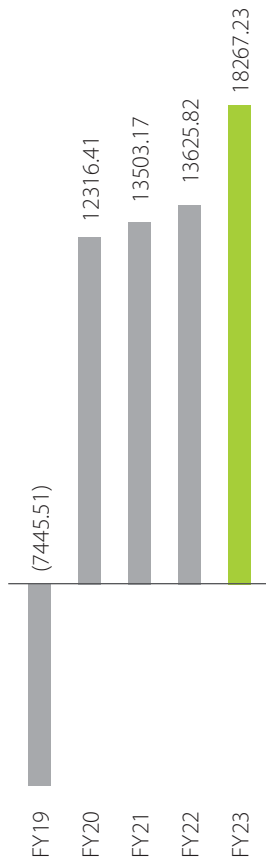
Net Profit/Loss  
(₹ in lakh)



Net Cash from operations  
(₹ in lakh)

**34.06%**

Y-o-Y growth – %



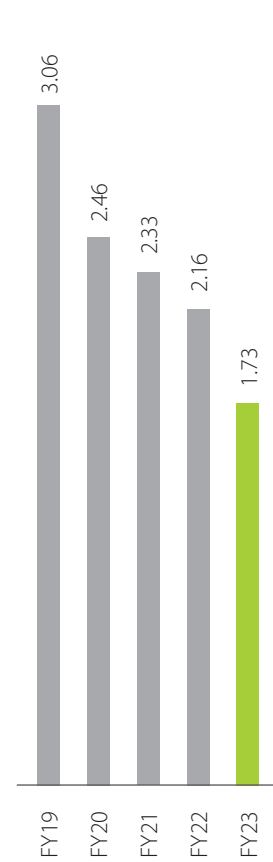
Networth  
(₹ in lakh)

**12.81%**

Y-o-Y growth – %



Debt-Equity  
(x)





## 10 Minutes with the Management

**“Our focus will be on delivering our targets and building the long-term framework for a better, stronger, and future-ready organisation.”**

### **In a year that experienced considerable global headwinds – inflation leading to possible recession – how would you rate the Company's performance?**

FY2023 was the best year recorded in the history of our Company's growth approx. 16.58% for top-line growth, and a lifetime highest EBIDTA. As on 31 March 2023, Ind-Swift Laboratories reported an annual turnover of ₹1,151.95 crores compared to ₹988.09 crores the previous year. Thanks to high-performing molecules like Clarithromycin, Clarithromycin granules, Fexofenadine, Ezetimibe, Quetiapine Fumarate, and Donepezil, the volumes on an overall basis also grew by more than 5%. Exports scaled up, from ₹745 crores to ₹886 crores growing by more than 19%.

Ind-Swift did manage to have an excellent year amidst all kinds of global headwinds.

### **That was indeed an excellent year. Did you receive any endorsements for your performance?**

Growth in our financials was, of course, our greatest achievement of the year for which we received several endorsements that boosted our confidence -- the company got the following accreditation ISO 9001, 14001, 45001, 27001 & 37001, was endowed with Bronze Medal from Eco Vadis, and last but not the least, was awarded "Asia's Best Company of the Year 2022" by Berkshire Media LLC, USA

### **What were the factors that facilitated the Company's robust financial growth in an otherwise dull global pharma ecosystem?**

Several, but we would like to highlight three key ones.

First, our growth is to be attributed not just to capturing the market share of our major selling products but also to building and making use of a mixed bag of opportunities comprising both international and domestic exposures made possible by smart pricing decisions and negotiations with big formulators and healthcare companies. These have resulted in fostering and securing long-term supplies; a case in point is the Korean market where, over the years, Ind-Swift has kept adding fresh products y-o-y basis supported by approvals from KDMF to maintain our lead in their market.

Second, ISLL's proactive and strategic utilisation of drug therapies for cardiovascular ailments has been rewarding; we priced competitively through alternate strategies that could counter the traditional market offerings. This is especially true for the European markets where drug therapies for cardiovascular diseases are rising and where we have forged strong relationships through our long-term supplies.

Third but not least, the remarkable financials owe their success to ISLL's mapping of customer bases considering

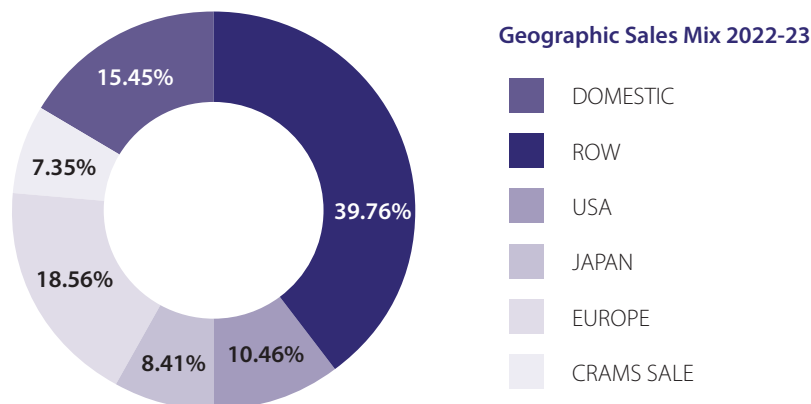
factors like epidemiological Insights, pharmacoeconomic variables, and areas where ISLL formulators have been attempting to penetrate larger populations and/or are also waived from patent protection, for instance, Africa and Middle East regions.

### **Could you provide details for some of the most essential highlights of the Company in FY23?**

Undoubtedly, the growth of our sales volume is the major highlight of the year. This growth trend is expected to continue as ISLL has planned strategies aligned with global business development as well as robust methodologies to win key bids for market penetration.

Another recent highlight that contributed to ISLL's overall success is the Company's new product development and continuous expansion into other therapeutic areas including anti-cancer. The year also witnessed the Company's commitment to establishing a framework for sustainable solutions that would integrate both product lines and services with the overall aim of reducing the aftermath of chemical waste.

Products such as Ezetimibe, Lisdexamfetamine, Ivabradine, and Ropinirole deserve special mention, as do their sales strategies that ensured high revenue from them. Due to our supply commitments, valuable customers both in the international and domestic markets, sales have significantly gone up;



a case in point is the EU market which has led to improved sales.

#### What are the key trends playing out in your business space?

For sure the rapid global growth of generic drugs replacing expired patents on branded drugs is the most noteworthy trend. Several countries that aim to reduce healthcare costs, especially those where chronic diseases prevail, support this growth through favourable policies. As the demand for cost-effective generic drugs continues to rise, price erosion is fast becoming a collateral trend occasioned and supported by smaller players that are resorting to lower prices and thinner margins to make their mark in an over-crowded market and ever-increasing competition. This trend has gained momentum as many healthcare systems have now resorted to this trend to recover from losses incurred during the COVID-19 pandemic.

This is not all. More trends will be identified as manufacturers continue to upgrade capacities and adjust capabilities to retain their relevance to a growing population with dynamic needs, and purchasing strategies that constantly keep the market under pressure. Products like Atorvastatin, Clarithromycin, Fexofenadine, and Clopidogrel have

already experienced increased and major price competition.

To keep up with these existing and emerging trends, early market entry with exclusive or low-competition launches is the way to go. FY23 has already been witness to an industry-wide challenge to its margins owing to higher input costs and more and more alternate players in the same product line.

#### How are you aligning your business with these trends?

Price erosion and its effects being the key trend, ISLL has adopted backward integration on several of its key molecules as well as non-infringing process developments to be able to match emerging market trends. Furthermore, since product recalls have become a recent trend, ISLL is getting more stringent towards quality assurance policies and risk management mechanisms.

Lastly, ISLL has been able to respond to the latest trends in the market through early adoption of screening and synthesising molecules and establishing environment-friendly processes in compliance with worldwide consumption. As we continue on this path of synthesising environmental

friendliness and economic values toward sustainable growth, our strategic priorities include:

- Diversifying portfolio.
- Expanding manufacturing scale for certain key products thereby enhancing our market presence.
- Continuous innovation for operational excellence and improving the costs of key molecules.

#### What are your plans for FY24?

For Capex, the Company plans for the capacity enhancements of key products such as Lisdexa LIS002 & LIS00, Atorvastatin, and Fexofenadine. The Company has earmarked ~₹20 crore towards capex in FY24.

The Company will continue to stay true to its commitment to environmental sustainability, evidenced by its planned improvements in solvent and catalyst recoveries, recycling of solvents, and energy consumption.

R&D, being the backbone of the Company, will be endowed with major renovations and resources to ensure the Company stays relevant in the market

# Molecules with considerable promise

\*Molecules at the plant scale

## Pazopanib

Global volumes above 4 MT

We have completed process validation and have started customer seeding and DMF filing

## Ibrutinib

Global volumes at about 10 MT

This molecule is under plant process validation and we have started customer seeding.

## Mirabegron

Global volumes ~ 46 MT

This new API process validation would be completed shortly.

## Bempedoic Acid

Global volumes of ~ 3.5 MT

This new API and development completed and now Technology is being transferred to plant.

The quality of ISLL's API has been ensured by using CAD, a high end data for impurity profiling.

## Eltrombopag Olamine

Global volumes ~ 1 MT

Few batches were manufactured demonstrating at plant demonstrating in house developed process technology is working meeting API quality and yield.

## Sitagliptin Phosphate Monohydrate

One of the promising molecules in anti-diabetic segment wherein product has been validated at plant scale and launched in Indian market in July 2022 after expiry of patent. Process validation at plant level is planned in FY24 for launch in regulatory markets post patent expires.

## Ivabradine Alpha Form

Process validation at laboratory 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 an alternate polymorph of Ivabradine has been developed to cater the requirements of a European customer wherein process validation at laboratory and plant scale has been completed.

## Lisdexamfetamine Dibesylate

A salt differentiated product has been developed to launch in certain EU countries wherein process validation at laboratory and plant scale has been completed.

## Donepezil Base

– Process validation at both lab. scale and plant scale has been completed. This product has got niche usage in the form of transdermal patches.

\* **Disclaimer:** Products subject to patent protection are not offered or supplied for commercial purpose in countries where this constitutes infringement of patent rights. Products under patent production are available pursuant to section 107A(a) of Indian Patent Act, 1970.

### \*Molecules at the Laboratory stage

#### Ivacaftor

New API currently under lab. development.

#### Tegoprazan

New API currently under lab. development for Korean market.

#### Cenobamate

New API currently under lab. development.

#### Clopidogrel Besylate/ Clopidogrel HS (Form-II)

Both APIs are developed to cater specific requirement of chiral impurity (R-isomer) below 0.15%.

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# Management Discussion & Analysis

## An economic overview

**Global Economy:** Weak economic growth, persistent inflation, and rising interest rates in the major developed economies have cast a pall over the global economy's near-term prospects. Recovery is still being impeded by the pandemic's lasting consequences, the protracted conflict in Ukraine, and the aggravating effects of climate change. It is anticipated that global headline inflation will decrease from 8.7% in 2022 to 6.8% in 2023 and 5.2% in 2024.

The 10-year economic prognosis suggests that firms will face ongoing challenges and uncertainty, but there will also be opportunities. Over the next ten years, mature markets will contribute less to the global GDP as global growth resumes its decreasing trend.

Additionally, despite the instability in the world's supply chains and the high cost of commodities, world trade reached a record high in CY22. Likewise, by the end of 2022, inflation had decreased to a modest level as a result of policy rate tightening. Furthermore, a rise in overall trade volumes suggests that customer demand is resilient.

**Indian Economy:** The Indian economy has bounced back since the COVID-19 pandemic. The continued momentum indicates India's buoyancy and ability to recover from the hindrances caused by the global health crisis.

India's economy expanded by 6.1% in the Q4 of the fiscal year 2022-23, leading to an annual growth rate of 7.2% as compared to the growth rate of 9.2% in 2021-22. Although the figures show a negative result, India has grown significantly compared to the world economic growth rate.

India is now the fifth-largest economy in the world due to its strong economic foundations, thriving domestic demand, careful financial management, high saving rates, and favourable demographic trends. The country's major economic contributors are traditional and

modern agriculture, technology services, the handicraft industry, and business outsourcing.

A noteworthy factor in India's growth is the increase in imports of capital goods, which surged by almost 20% in FY23 compared to the previous year. This indicates improved private sector capital formation and instills confidence in the country's economic prospects. India's overall exports in April 2023 were estimated at US\$ 65.02 billion, a positive growth of 2%.

With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025.

GST registrations have grown across states, leading to greater formalization of India's economy and resulting in higher revenues. GST revenues have grown from ₹8.76 trillion in 2018-19 to ₹13.25 trillion in 2022-23 at a compounded annual growth rate of nearly 11 percent.

The country's retail inflation slipped to a more than two-year low of 4.25% in May 2023. CPI hit the highest of 7.79% in Apr. 2022, and the lowest of 4.06% in Jan 2021. The wholesale price inflation declined to -0.92% in Apr. 2023, from 1.34% in March. The RBI had declared a rate of 6.5% against the tolerance limit of 6% to curb inflation, primarily caused by external factors such as the Russia-Ukraine conflict.

For fiscal 2022-23, the growth in IIP works out to be 5.1%, down from 11.4% in the preceding year.

The Indian economy is set for real GDP growth of about 6 -6.5% in FY 2023-24, which compares favourably with emerging market peers amid a broad global slowdown. Consumer activity would be the lead driver of growth and the financial sector would be resilient amidst global challenges.





## The Pharmaceutical Sector

Today, medicine is expected to cure every ailment. Pharmaceuticals have contributed to improvements in the life expectancy and quality of life of many. It is driving medical progress by researching, developing, and bringing new medicines that improve health and quality of life for patients around the world, being a key asset to the global economy.

### Global Pharma Market:

Uncertainties of the global pandemic have created opportunities for the healthcare system across the world. The COVID-19 pandemic continues to impact pharmaceutical markets globally and is estimated to expand the net cumulative pharmaceutical market by US\$ 500 billion from 2020 through 2027.

The pharmaceutical industry is responsible for the research, development, production, and distribution of medications. The market

has experienced significant growth during the past two decades, and pharma revenue worldwide totalled US\$ 1.48 trillion in 2022. Pharma heavily relies on R&D, investing over 20% of sales in it.

The U.S. market, on a net price basis, is forecast to grow -1 to 2% CAGR over the next five years, down from 4% CAGR for the past five years. Spending on medicines in the U.S. at invoice prices is expected to increase by US\$ 134 billion through 2027, slower than the US\$164 billion increase over the past five years. Overall medicine spending at invoice prices is expected to reach US\$ 763 billion by 2027 and net spending increases by only US\$ 18 billion over five years.

Spending in Europe is expected to increase by US\$ 59 billion through 2027, with a focus on generics and biosimilars, and escalating pressures on the value and negotiated prices of novel medicines. Generics, including biosimilars, are expected to add US\$12 billion in growth over the next five years, about the same as in the past five years. Over the next five years, more than 200 new active substances (NASs) are expected to launch in the leading European countries and new products in aggregate are likely to contribute US\$ 45 billion in spending.

Latin America and Eastern Europe represent two of the fastest-growing regions in terms of medicine spending globally. Latin America's growth is led by Brazil and Mexico at 9–12% and 7.5–10.5% respectively, and together they represent two-thirds of the spending in the region overall. In Eastern Europe, growth is led by Russia, which is projected to grow 6–9% CAGR through 2027.

The impact of the pandemic on medicine

spending growth has been significant in some markets across the Asia-Pacific region, but these are expected to moderate and return to 5.5–8.5% growth through 2027. Key countries in the region include two higher-income developed markets — South Korea with a growth of 4.5–7.5% and Australia growing at 2–5% before discounts and rebates.

Japan's medicine spending growth is projected at -1 to 2% through 2027 as robust brand growth is offset by a shift in annual price cuts and ongoing moves to generics. Spending growth in China is expected to slow, with positives driven by greater uptake and use of new original medicines and offset due to pressures on off-patent and generic pricing.

The total spending and global demand for medicines will increase over the next five years to approximately US\$1.9 trillion by 2027. The underlying growth rate of 3-6% in spending will be driven by new drug launches and wider use of recently launched brands despite efforts by payers to constrain their budgets coupled with the impact of lower-cost options.

Demand for innovative drugs will drive oncology spending to approximately US\$ 370 billion by 2027, almost double the current level. Biotech medicines will represent 35% of spending globally in 2027 and will include both breakthrough cell and gene therapies, as well as a maturing biosimilar segment.

Specialty medicines will represent about 43% of global spending in 2027 and 56% of total spending in developed markets.

Global spending on cancer drugs is expected to reach US\$ 370 billion by

2027, with growth accelerating from the launch and use of novel drugs and limited new biosimilar impact. Immunology spending growth will slow to 3-6% through 2027 from price reductions associated with biosimilar competition as volume growth continues at 12% annually.

Treatments for autoimmune disorders are forecast to reach US\$ 177 billion globally by 2027, driven by steadily increasing numbers of treated patients and new products, and the offset after 2023 due to biosimilars. New therapies for rare neurological disorders, Alzheimer's, and migraines are expected to drive spending growth in neurology.

**Indian Pharma Market:** The Pharmaceutical industry in India is the 3rd largest in the world in terms of volume, and 14th largest in terms of value. The Pharma sector currently contributes to around 1.32% of the country's GDP. India being the largest supplier of generic medicines, it manufactures about 60,000 different generic brands across 60 therapeutic categories accounting for 20% of the global supply of generics.

Indian medicines are preferred worldwide, thereby rightly making the country the "Pharmacy of the World". The sector this year was marked by a greater degree of collaboration between the government and industry, with both playing a pivotal role in helping the sector further strengthen its position in the global market.

Indian Pharmaceutical Industry plays a major role to supply affordable generic medicine in the world at a very affordable price and of reliable quality. India is the

number one exporter of generic medicine (>20 percent) and the value of export of medicine from the Indian market is around US\$ 14 billion with a growth of 30% yearly. Currently, drugs manufactured in India are being exported to more than 200 countries, and the United States is one of its biggest markets. India is the largest contributor to UNESC with over 50-60% share.

The sector also faced challenges this year, however, as the industry expands its footprint around the world, it will need to continuously invest in upgrading manufacturing standards to keep its promise of being a high-quality, reliable supplier of medicines to the world.

**Performance in FY23:** The current market size of the medical devices sector in India is estimated to be US\$ 11 billion and its share in the global medical device market is estimated to be 1.5 percent. The Indian medical device market share in the global market is estimated to be 1.65 percent. According to Economic Survey 2023, the turnover in the domestic pharmaceutical market was estimated to be US\$ 41 billion. India's pharmaceutical export revenue was US\$ 25.3 billion in fiscal year 2022–23.

**Outlook:** The year 2023 holds a positive outlook for India's pharmaceutical industry, with a deeper focus on quality manufacturing, affordability of drugs, and adoption of innovation and technology, experts have said. The Indian pharmaceutical industry includes a network of 3,000 drug companies and 10,500 manufacturing units. It is projected to reach a value of US\$ 130 billion by 2030.

## Active Pharmaceutical Ingredient (API)

Active Pharmaceutical Ingredient (or API) is a crucial segment of the pharma industry, contributing to around 35% of the market. Active pharmaceutical ingredients (APIs) are the active components in a pharmaceutical drug that produce the required effect on the body to treat a condition. API is a chemical compound that is the most important raw material to produce a finished medicine.

Despite high manufacturing expenses, strict regulatory policies, and policies in controlling drug prices in many countries, attractive opportunities have emerged in the API market due to growing cases of chronic diseases, including diabetes, asthma, and cancer.

The active pharmaceutical ingredient (API) market is expected to reach US\$ 369.56 million by 2030, which is US\$ 223.3 million in 2022, and is expected to undergo a CAGR of 6.50% during the forecast period 2023 to 2030.

The growth can be attributed to the advancements in active pharmaceutical ingredient (API) manufacturing and the rising prevalence of chronic diseases, such as cardiovascular diseases and cancer. Favourable government policies for API production, along with changes in geopolitical situations, are boosting the market growth. The API market is undergoing immense changes due to supply chain disruption by COVID-19.

Countries such as India are being preferred over China for the export of API owing to geopolitical situations and

the demand to reduce dependence on China for API products. Furthermore, governments of many countries have formulated plans and granted incentives to promote the production of API.

Innovative APIs held the largest share of 47.07% in 2022. This growth is attributed to increasing R&D initiatives for novel drug development and favourable government regulations. As a result of extensive research in this field, several innovative products are now in development and are expected to launch in the forecast period. New entrants in this segment are expected to drive market growth.

India has embarked on an ambitious plan to cut dependence on China for key raw materials as it seeks to become self-sufficient in its quest to be the 'pharmacy of the world'.

Already the world's third-largest manufacturer of medicine by volume, India has one of the lowest manufacturing costs globally. About one in three pills consumed in the U.S. and one in four in the U.K. are made in India.

However, India's US\$ 42 billion pharmaceutical sector is heavily dependent on China for key active pharmaceutical ingredients or API — chemicals that are responsible for the therapeutic effect of drugs.

According to a government report, India imports about 68% of its APIs from China as it's a cheaper option than manufacturing them domestically.

That may be starting to change. Under a government scheme launched two years ago, 35 APIs began to be produced at 32 plants across India in March. This is expected to reduce dependence on China by up to 35% before the end of the decade.

The Indian API market is anticipated to increase at a CAGR of 13.7% during the first four years – about 8% higher than the generic API industry. The Indian API space has become lucrative for several investors and venture capitalists. India's robust domestic market, advanced chemical industry, skilled workforce, stringent quality and manufacturing standards, and low costs (about 40% less than that in the West) for setting up and operating a modern plant give an added advantage.

The prevailing political pressures between the West and China has also pushed the global pharma majors to source from countries other than China. India's emergence as the alternate source of bulk drugs has been quite remarkable.







## About Ind-Swift Laboratories

Ind-Swift Laboratories Ltd. is a global manufacturer of APIs, Intermediates, and formulations (through group collaboration). Headquartered in Chandigarh, India, Ind-Swift Laboratories Ltd. has two state-of-the-art manufacturing facilities at Derabassi and Jammu, which comply with global operating standards. It also holds a global leadership position in the Macrolide Antibiotic segment. With leading global pharmaceutical formulators across the world, the Company's products find global acceptance.

Through a series of forward and backward integrations, today the company manufactures all stages of drug substance/product including new chemical/molecular research to formulation development. Their targeted domains lie at the interaction of Technology and Business, at a point where maximum value can be obtained for the organization as well as society.



## Research & Development

Located in Mohali, Ind-Swift has a state-of-art DSIR certified Research and Development Centre. It forms the backbone of the organization and, along with the Process Development Laboratories & Support Centre located at the Derabassi manufacturing site, it is involved in the following three broad areas of research:

- New API Development
- Process Improvement of existing commercial APIs for leadership positions in quality, cost, and capacity
- Contract Research /Manufacturing Services (CRAMS) of API / Intermediate and Material science (Non – Pharma) stream

Having achieved ISO certifications i.e., ISO 14001:2015 and ISO 45001:2018 after successful compliance and audit process in April 2022. Being a research driven centre, R&D is in a state of compliance of Quality Management System and good laboratory practices.

Ind-Swift Laboratories Limited has a broad pipeline of new APIs covering all therapeutic segments. Some of these APIs are currently in the development stage at R&D while others are at the commercialization stage. Customer seeding has been initiated to promote the API business. A cursory overview of these new APIs and their current status reveals:

- 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, process validation at the plant level is planned in Q3 FY2023-24 for launch in regulatory markets.

- **Pazopanib\*** – Process validation at both laboratory scale and plant scale has been completed. ODMF is available and customer seeding efforts are ongoing.
- **Ibrutinib\*** – Validation at the laboratory scale has already been done; process validation in the plant is planned to start in Q2 2023-24.
- **Ivabradine Alpha Form\*** – Process validation at both laboratory 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 an alternative polymorph of Ivabradine HCL developed to cater to the requirements of a European customer; process validation at both laboratories, scale and plant scale has been completed.
- **Lisdexamfetamine Dibesylate\*** – A salt-differentiated product has been developed by ISLL to launch in certain EU countries; process validation at both laboratory scale and plant scale has been completed.
- **Donepezil Base\*** – Process validation at both laboratory scale and plant scale has been completed. This product has got niche usage in the form of transdermal patches.
- **Mirabegron\*** – A new API wherein validation at the laboratory . scale has been completed, and process validation in the plant is ongoing.
- **Bempedoic Acid\*** – Process development of this new API is completed and validated at the laboratory scale. Process validation in the plant is scheduled to be performed in FY2023-24.
- **Eltrombopag Olamine\*** – Process development of this new API is completed and validation at the laboratory scale is ongoing. Process validation in the plant is planned in FY2023-24.
- **Ivacaftor\*** – New API is currently under laboratories development.

• **Tegoprazan\*** – New API is currently under laboratory development for the Korean market.

• **Cenobamate\*** – New API is currently under laboratory development.

As part of the continuous improvement approach and promoting green chemistry, the organisation has started investing in emerging areas of process technology such as Biotransformation. Here enzymatic technologies are being used to substitute chemical processes with enzymatic processes for competitive advantage.

Similar process technologies are integrated into the vertical integration of starting materials and intermediates of commercialised APIs.

PD Labs' work is based on the concept of Kaizen wherein process and operational improvements are underway in the existing commercial products like Atorvastatin Calcium, Fexofenadine Hydrochloride, Ezetimibe, Clopidogrel Hydrogen Sulfate, Ropinirole Hydrochloride, and Lisdexamfetamine Dimesylate. These continuous improvement initiatives have played a significant role to enhance the quality attributes of APIs, as well as bring down the cost of manufacturing in order to remain competitive in global markets. PD lab also extends support on a day-to-day basis to the commercial projects running in the plant.

CRAMS (Contract Research and Manufacturing Services) is another vertical where R&D offers services like Process Development / Research Services Custom Chemical Synthesis (CCS), Contract Manufacturing, and Full-time Equivalents (FTEs) for Chemistry expertise in the area of API / Intermediate and Material science (Non – Pharma) stream.

Under CRAMS vertical, the organisation has also undertaken some projects related to the material science (non-nuclear applications) stream involving Deuterated chemistry in which the C-H bond is being replaced with a C-D bond.

There is a resurgent application of Deuterium chemistry in material science as well as in the Pharma sector. R&D is developing the expertise and capability to handle deuterium chemistry for material science and the same capability will be extended to deuterium labelled APIs to enter into a new frontier of pharmaceutical research.

Under CRAMS, Ind-Swift collaborates with various overseas customers because of which some of the API and intermediates projects have reached the commercial stage. Various projects related to the material science (Non-pharma) stream, ranging from initial process development to commercialisation, have been undertaken in the FY 2022-23.. Through its innovative work, CRAMS vertical thus also supports revenue generation for the organization.

The research team of the organization is also involved in creating intangible wealth for the organization through innovation and protects them by filling patent applications. In FY2022-23, the organization filed four process patents and one product patent.

\*Products subject to patent protection are not offered or supplied for commercial purpose in countries where this constitutes infringement of patent rights. Products under patent production are available pursuant to section 107A(a) of Indian Patent Act, 1970.





## Our Global Presence

The global generic drugs market reached US\$ 313 billion in 2022. If the market crosses over US\$ 500 billion through 2023-2030, as expected, it will exhibit a CAGR of 8.3% during the period.

Revenue split				
	FY22		FY23	
	Amount (₹ lakh)	% of total	Amount (₹ lakh)	% of total
Europe	18101.11	18%	23596.29	20%
India	18467.36	19%	18822.88	16%
Japan	12750.63	13%	11848.72	10%
ROW	26062.69	26%	35196.37	31%
South Korea	8348.82	8%	9806.30	9%
USA	15078.38	15%	15925.12	14%

Pie charts

## 1) Regulated Markets



### The US

Clocking a value of US\$ 435 billion in 2022, the North American generic drug market is anticipated to reach US\$ 721 billion by 2032. One primary reason for the substantial rise in production in the US is that generic drugs are more cost-effective than branded drugs; extensive research and testing are not prerequisites. In addition, the use of generic drugs has enhanced the social benefits of the American healthcare system by providing equitable access across classes and generating savings for taxpayers, employers, and insurance providers.

The US generic drug market is experiencing continuous growth owing to the rising prevalence of chronic diseases like cardiovascular diseases, diabetes, Alzheimer's disease, and Parkinson's disease.

The recent implementation of the Drug Completion Action Plan of the FDA, aiming to eliminate impediments faced by generic drug manufacturers, has led to a rise in the number of generic drug approvals. This is coupled with the US Food and Drug Administration (USFDA) reauthorising the Generic Drug User Fee Amendments in 2017.

The GDUFAII allows the flow of financial resources (collected through user fees) from generic drug manufacturers to the FDA to empower the latter with more generic-drug reviews and approvals. The US Government has further encouraged the promotion of generic substitution by introducing several targeted schemes alongside incentivising physicians and pharmacists.

#### Ind-Swift in the US

Ind Swift is one of India's leading API suppliers to the US generic industry. The Company continued commercialising multiple APIs to the US generic market during the year. Consistent with its agreements with North American pharmaceutical companies, the Company has been timely executing its manufacturing and supply commitments. The Company continues to brace its CRAMS portfolio with commercial supplies of various new and current products to a renowned US organisation



### Europe

The API market was valued at US\$ 56.75 billion in 2022 and is expected to reach US\$ 105.20 billion by 2030, at a CAGR of 8.02% from 2023 to 2030. The rising incidence of chronic diseases has boosted the market; according to the International Diabetes Federation, approximately 463 million people worldwide were diagnosed with diabetes in 2019 alone.

Furthermore, the annual number of prospective cancer cases is likely to reach 23.6 million by 2030. Many other diseases are also rising, leading to an increased sourcing trend from quality-based manufacturers based out of India and China.

#### Ind-Swift in Europe

The Company has devised a comprehensive plan to foster productive collaborations with prominent pharmaceutical companies in Spain, Turkey, Italy, Greece, France, and Germany. While the utilisation of drug therapies for cardiovascular ailments continues to grow, ISLL has focused on establishing long-term supply agreements with relevant clients throughout the European market. Europe is the second most profitable market for ISLL, with Atorvastatin, Ezetimibe, Ivabradine, and Lisdexamphetamine being the key growth drivers and revenue generators. Additionally, recognising the potential in the field of anticancer treatments, ISLL intends to introduce its products promptly to reinforce its presence in the region.





## Japan

Having secured a position among the top ten markets for generic drugs, Japan's API market, in particular, is expected to experience a growth rate of approximately 7.0% until 2025, followed by further anticipated increases. Japan's sizeable expenditure on healthcare research and development of pharmaceutical drugs and the presence of API manufacturers contribute to the country's market expansion.

Additionally, the consistent rise in chronic diseases like cancer and cardiovascular diseases (CVDs) has created room/carved out a space for drug manufacturing in Japan targeted specifically toward these health conditions. However, historical data reveals that the penetration of generic drugs in Japan is still lower than in other developed markets like the United States and Europe. Several factors, for instance, higher costs associated with branded formulations, are responsible for this slackened penetration.

Due to the rising expenditure on public healthcare resulting in price fluctuations, the government is now forced to adopt a biannual drug price revision strategy to promote the distribution of generics in the market actively. Generics account for approximately 47% of sales in volume, but the government aims to raise this share to 80%. These initiatives have made possible robust growth in the penetration of generics in recent years.

### Ind-Swift in Japan

ISLL is one of the leading market share holders in exporting generic APIs to Japan. In addition to the ample commercial volume supplies of over four products, ISLL continues implementing its business strategy of adding a drug substance (final product or intermediate) each year. ISLL's expansion of its product portfolio with new developments for existing APIs and new APIs at sizeable numbers is anticipated to be completed by the end of March 2024.

## 2)The Asia Market



### India

The Indian pharmaceutical industry has been soaring high over the past few decades, contributing around 1.72% of the nation's GDP. India is also the 3rd largest producer of API, accounting for an 8% share of the Global API Industry. 500+ APIs are manufactured in India, contributing 57% of APIs to the prequalified list of WHO.

The Indian API market is anticipated to increase at a CAGR of 13.7% during the first four years – about 8% higher than the generic API industry. The Indian API space has become lucrative for several investors and venture capitalists. A robust domestic market, advanced chemical industry, skilled workforce, stringent quality, manufacturing standards, and low establishment and operation costs of a modern plant give the Indian API space an extra advantage.

This growth of India's API market can be attributed to the increasing geriatric

population in India, which now tops the world. In 2022, India's pharmaceutical business transformed remarkably, transitioning from a volume producer to a valued supplier. Post-COVID-19, the Indian pharma sector has gained momentum as a critical player in the global markets.

The Department of Pharmaceuticals has also given "in-principle" approval to proposals from Himachal Pradesh, Gujarat, and Andhra Pradesh under the "Promotion of Bulk Drug Parks" scheme. This is a crucial initiative to support bulk drug manufacturing in India. The scheme, with a budget of ₹3000 crores, provides financial aid to these three states for the creation of bulk drug parks to reduce the cost of manufacturing bulk drugs by establishing world-class common infrastructure facilities and increasing the competitiveness of the domestic bulk drug industry.

On the other hand, the Government of Assam has also proposed a Pharmaceutical park in Chaygaon,

Kamrup Rural, on a land area of 100 acres with an estimated project cost of ₹153.64 crores. Furthermore, various measures have been proposed to encourage innovation within the industry, such as raising the limit for foreign direct investment (up to 100%, FDI has been allowed through an automatic route for Greenfield pharmaceuticals projects) and implementing a new strategy for protecting intellectual property rights.

### Ind-Swift in India

Ind Swift Labs Limited, a leading manufacturer of APIs, has commanded a powerful position in the domestic segment, offering products across multiple (20) therapeutic segments, including niche and chronic segments like Oncology, Cardiology, Antibiotic, and Anti Allergic.

Throughout the financial year, leading formulation manufacturing companies continued to appreciate our API products' quality and regulatory support.



Key products such as Clopidogrel, Clarithromycin, Atorvastatin, Fexofenadine, and Ivabradine continue to sustain market share and profitability. Clopidogrel and Ivabradine maintained the lead as the highest-growing products on a YOY basis.

The Company maintained the lead in Clarithromycin powder and Granules despite pressure on disseminating intermediate and Chinese products. The last financial year saw healthy growth for Pentazocine, which gained 90% of the market share. Newly introduced Lisdexamphetamine Dimesylate, which is used to treat attention deficit hyperactivity disorder (ADHD) and binge eating disorder, is being offered for development purposes only and has received positive responses from various leading Indian manufacturers for launch in domestic and EU/UK/ROW markets for formulation.

Business association on newly introduced molecules, Eltrombopag Olamine,

Mirabegron, and Acamprosate, are taking a holistic shape and is expected to be a good revenue generator in the near future. Specialty and Niche Oncology molecules, Ibrutinib and Pazopanib HCl have already begun penetrating various companies.

On the development front, significant revenue is expected post-patent launch in the domestic market and through the formulation introduction by business partners in EU/ROW.

Our direct business association with partners and prestigious Indian companies and MNCs like Sun Pharma, Cipla, Lupin Limited, Micro Labs, Abbott Ltd., Intas, Torrent Pharma, etc., and other leading formulators (FDF) have been gateways to success.

As the leading blockbuster Ivabradine manufacturer, we offer this superior product through our associate Company on P2P to cater to the super specialty cardiac segment. Ivabradine is used for

specific symptomatic management of stable angina pectoris.

We associate with prestigious Indian companies and MNCs like Lupin Limited, Abbott Ltd, and Torrent Pharma. The business of Ivabradine formulation has seen stupendous success in India since its launch in 2009.

Our new add-on business has also achieved commendable success as we associated with pharma giants such as Ajanta Pharma, Macleods Pharma, Mankind Pharma, Madras Pharma, Medreich Ltd., and many European-based companies for domestic and joint development in ROW markets.

Growth on the API front has been stable, and with the new business developments, tapping new companies and adding on trade verticals will ensure a healthy financial year ahead



## South Korea

South Korea's pharmaceutical value of export drug products nearly amounted to 601.9 million US dollars in the month of May 2022, and India's export of pharmaceuticals to South Korea touched US 166.94 million during the financial year 2022-23, growing by 34% over the financial year.

According to a recent report from Fitch Solutions, despite persisting concerns surrounding the lag in drug approvals in the country, the pharmaceutical sector remains strong. The report further added that high per-capita pharmaceutical expenditure and the country's highly innovative research and development (R&D) environment will ensure that the pharmaceutical market continues to be lucrative.

### Ind-Swift in South Korea

ISLL has met its objective of registering one new product to the already approved 10 KDMFs. ISLL has also devised a strategy of targeting nearly off-patent complex molecules, hence providing an early market opportunity. Since 2020, several key developments to forge new products have been underway to further increase our market share in this region, with new molecules already identified to add to the current portfolio.



## China

China has the highest proportion of the Active Pharmaceutical Ingredients (API) market in the Asia Pacific. Although a significant portion is due to exports, China's import of APIs has slightly risen due to the government easing restrictions as global economies adjust and resume functions following the COVID-19 pandemic.

According to a recent article, digestive and metabolic drugs and systemic anti-infective drugs account for nearly 14% of the Chinese pharmaceutical market. Cardiovascular and central nervous system drugs each account for slightly less at 13%, while patent and generic drugs account for relatively similar market shares at 56% and 44%, respectively.

### Ind-Swift in China

Ind-Swift's business anticipation of China has been on volume sales with price sensitivity due to several emerging markets that have gained pace post the COVID-19 pandemic leak.

Additionally, Ind-Swift has obtained five IDLs with one product at the commercial stage and four product approvals for which the commencement of supply of developmental quantities has been initiated. In continuation, two more products have also been filed in conjunction with the current guidelines/CTDs and are under review and awaiting final approval.

Additionally, market development activity for those products is also underway alongside fresh filings. At present, China holds a pipeline of over 700 molecules, and ISLL's regulatory and marketing strategies for quick approval of products have given it an advantage over many other suppliers in this region, thereby registering good growth.



## Bangladesh

In Bangladesh, the pharmaceutical sector has seen stable progress as far as revenue generation is concerned. Apart from meeting the domestic demands of pharma formulations, the pharma industry also earns enormous foreign exchange from its exports.

With an existing market value of about US\$ 3 billion, the Bangladesh pharma manufacturing industry is progressing rapidly with great potential, as 98% of the country's total demand for medicine is being met by nearly 300 domestic manufacturers. However, it relies heavily on imports until its local industry is equipped with pace and technology.

The anticipated market size of the Bangladesh pharmaceutical industry is expected to grow to more than US\$ 6 billion by 2025, post registering an absolute growth of 114% from 2019. The country currently offers more than 450 generic drugs, and the local market has a continuous upward trend. In the recent past, however, market instability due to a shortage of raw materials, transport cost hikes, and the dollar crisis has greatly impacted several exporters from India.

### Ind-Swift in Bangladesh

With its long-established supply relationship, Ind-Swift has been able to withstand this impact and keep its business presence stable in this region. Significant exports of APIs such as Nitazoxanide and Clopidogrel have kept the momentum going. However, there has been a struggling demand to match the price expectations of several formulators, with the competition from within India rising at an alarming rate.

Considering future business growth, factors such as early entry as a preferable source for new products in cardiovascular and cancer therapeutic areas would further increase ISLL's share in the market it already dominates.



## Pakistan

Pakistan's pharmaceutical market has shown a downward trend since mid-2022 due to its rupee devaluation following the recent government reforms and the after-effects of the Russia-Ukraine war.

### Ind-Swift in Pakistan

Despite the country's unstable economy and some of the lowest dollar reserves, with several banks failing to establish Letters of Credit (LCs), ISLL has maintained a fair supply in this region. Ind-Swift's key developments from the earlier years have continued to yield for Ind-Swift in this country.





### 3) Latin American Market (LATAM)

The LATAM region is expected to post a CAGR of 9.7% over 2022–2026, although the impact of the COVID-19 pandemic and the ongoing Ukraine- Russia war have brought severe disruptions in the pricing.

The active pharmaceutical market in the LATAM region has been shaped by factors such as population growth, higher healthcare spending, increased research and development investments in the pharmaceutical industry, and the rise in chronic illnesses similar to the Asia Pacific region.

ISLL is still trying to retain its position in a volatile situation by placing its range of products to most of the geographical boundaries of this region, namely Brazil, Mexico, Argentina, Colombia, Peru, Chile, Uruguay, Paraguay, El Salvador, Costa Rica, Guatemala, Dominican Republic, and Honduras.



#### **Brazil**

It is the largest country in Latin America, with a population of over 212 million, and consequently has the biggest pharmaceutical market in the region. Their focus remains on its domestic industry and reduced reliance on imports and branded pharmaceuticals.

##### **Ind-Swift in Brazil**

Ind-Swift enjoys goods market share in Brazil by catering to almost all the local manufacturers with all the product ranges. A few products are going off the patent in 2024, which will further increase our strength in this market in terms of the new launches made by generic players. It is also to be noted that the number of diseases, including diabetes, CNS-related disorders, and respiratory diseases, is rising, which will spur demand for more complex medical treatments and increased demand for drug substances.



#### **Mexico**

It is the second-largest pharmaceutical market in Latin America, sharing its border and free-trade agreement with the United States. It is to be noted that Mexico has been bolstering its pharmaceutical industry with the indication of a rising trend in low-cost generics for numerous diseases, which has contributed to the country's economy. Despite the market challenges posed by inflation and rising energy costs, Mexico's reliance on government-based tenders has been a hurdle to overcome.

##### **Ind-Swift in Mexico**

ISLL has retained its market share through non-tender and tender business associations. Furthermore, ISLL is actively involved in several new developments to reinforce the Company's presence in the country.



## Argentina

The pharmaceutical sector in Argentina is presently ranked as the third largest market in the LATAM region in terms of volume consumption. This market is characterised by a high degree of concentration, with 20 laboratories accounting for 70% of the market.

The healthcare network is also operated through PROGRAMA DE ATENCIÓN MÉDICA INTEGRAL (PAMI), a comprehensive medical care program that consumes more than 40% of the total medicine requirement in the country and offers access to subsidies for aged groups.

### Ind-Swift in Argentina

Despite facing challenges related to economic instability, such as the devaluation of the local currency over the past few years, ISLL has still been able to maintain a strong presence and market penetration through regular supplies of existing products and the development of new APIs.



## Colombia

This nation is a burgeoning healthcare market driven mainly by public funding. The country's healthcare infrastructure heavily depends on imports of active pharmaceutical ingredients.

The transformation of the Colombian healthcare system, including the formation of laws put forward by Colombia's National Food and Drug Surveillance Institute (INVIMA), has considerably impacted the growth of the healthcare industry in a positive direction.

### Ind-Swift in Colombia

The overall market share is not as large as the other markets in the LATAM region; nonetheless, it yields positive results, and competitive price offerings are key to winning with ever-rising competition.



## 4) MENA Region

The pharmaceutical market in the Middle East and Africa (MEA) has surpassed US\$ 25 billion in value, exhibiting an impressive compound annual growth rate (CAGR) of 8%. This growth rate surpasses the expected global CAGR of 5.27%.

The driving numbers are primarily attributed to the strategic intent to further consolidate or diversify the portfolio based on various factors like epidemiological insights and pharmacoeconomic factors and to reach a larger target population across different countries within Africa and the Middle East. Middle East and Africa offer unique business opportunities because GCC countries make a sizeable contribution to the value market, have patent protection, and the business is driven by high-value branded and branded generic products.

While Africa significantly contributes to the volume business as most African countries are waived from Patent Protection, medicines as generic products are sold at a much lower price to improve access to medicine.

ISLL has successfully implemented penetration strategies, empowering the Company to secure a significant portion of the market share. This is attributed to the reliance of many local consumers on government tenders and the allocation of critical life-saving drugs.



### Kingdom of Saudi Arabia (KSA)

The market size of the pharmaceuticals industry in Saudi Arabia reached close to US\$ 8.6 billion in 2022, the largest in the region, accounting for more than 30% of the Middle East market, according to the Ministry of Industry and Mineral Resources.

There are approximately 50 registered pharmaceutical factories in the Kingdom with a coverage of 28% in terms of value and 42% in terms of volume, and exports amounting to Saudi Riyal 1.5 million.

#### Ind-Swift in Saudi Arabia

Considering this favorable circumstance, ISLL has experienced substantial growth in this region through a relentless supply of its products. Significant collaborations with prominent manufacturers like Tabuk and several developments with SPIMACO, Jamjoom, and SAJA will augment ISLL's market share.



### Egypt

Egypt has continued its acceleration in terms of expansions and consumption in the pharmaceutical space. Boasting a revitalised and more robust institutional and regulatory framework, the pharma market in this region is growing at three times the regional average, stands second only to Saudi Arabia in terms of value within the Middle East & Africa (MEA) region, and takes top spot-on volume.

By leveraging "new technologies, implementing innovative marketing strategies, and revising existing regulations, Egypt can significantly increase the value of pharmaceutical exports to a projected US\$ 5 billion by 2030," with imports majorly from India and China.

#### Ind-Swift in Egypt

ISLL's presence in this region includes several key supply contracts and development programs following Ind-Swift's new product pipeline.



## Jordan

The pharmaceutical and healthcare sector is experiencing rapid growth, emerging as one of the fastest-growing industries in the country. This is attributed to its highly skilled and internationally certified workforce, advanced medical technology, and outstanding medical facilities.

The pharmaceutical industry alone contributes around 4% to the nation's GDP. With more than 80% of the total pharmaceutical production being exported, it is the second-largest industry in Jordan.

### Ind-Swift in Jordan

As the export sales of pharmaceuticals gradually recover following the pandemic-related restrictions, this market remains crucial for ISLL to expand its presence further.



## Iran

Over the years, Iran has witnessed steady growth in the local manufacturing of pharmaceutical products. However, the share of the local manufacturers in the overall market value remains low due to the reliance on imported raw materials for medicine production.

### Ind-Swift in Iran

In this region, ISLL primarily operates by exporting intermediates and active pharmaceutical ingredients (APIs).

Due to strict sanctions, business is presently slow. Although this market has excellent potential, scarcity of currency and routing payment through different channels have made the business challenging. Currently, efforts are being made to implement effective policies to mitigate the adverse impact of economic sanctions.

However, ISLL's business presence has been significantly hindered, and strategies to address this challenge are currently being evaluated.

## Other markets

ISLL maintains its dominant position in other markets like Oman, UAE, Lebanon, Tunisia, Algeria, and Morocco, heavily relying on imported drug substances. The Company's success stems from its dependable supply chain and a comprehensive customer-specific strategy. ISLL focuses on developing and obtaining approval for new products as part of its long-term business strategy, ensuring future growth and profitability.



## Human Resources

Ind-Swift as an organisation is constantly inspired by the contributions made by our employees.

It's our people who make our organisation what it is. Competent, talented, and empowered people of Ind-Swift have always played an important role in defining our path to success. We strongly believe that inspired and motivated people with a diverse set of skills when come together towards a common purpose, can make miracles happen.

Ind-Swift Group offers a conducive environment where people can learn and grow as well as explore opportunities. We focus not only on the professional development of our people, but we also invest in raising their social consciousness. We offer an environment in which our employees can holistically develop

themselves and aim for the one-of-a-kind opportunities available within the organisation.

We are one of the very few organisations where people have progressed from freshers to leadership positions all the while working with us. We are proud of our culture that fosters internal opportunities and are constantly welcoming anyone to join us and make a difference by virtue of their skills, abilities, and knowledge.

From time to time we upgrade our procedures, technologies, policies, and systems to match the competencies brought by new entrants in the organisation while simultaneously providing equal opportunities to them all to learn new skills. This keeps the organisation young, vibrant, energetic, and experienced at the same time.

HR policies, procedures, and protocols at Ind-Swift Laboratories Ltd are designed to acquire, maintain, and develop the best possible talent in the best possible way. Our policies are designed most scientifically after carefully reviewing the internal and external environment of the organisation. Our policies aim to establish the most modern HR practices in the workplace.

That's why we are awarded "North India's Best Employer" by the World HRD Congress in their 16th Annual Employer Branding Awards.

We strive to maintain our position of the best employer, best supplier, and best manufacturer of pharmaceutical products, now and always.

## Financial Performance

*(based on Consolidated Financials)*

Ind-Swift reported a good holistic performance registering a strong growth at the topline and robust improvement in profits and profitability.

The uptick in sales volumes from domestic and international clients resulted in a 16.23% growth in Revenue from Operation from ₹1038.73 crore in FY22 to ₹1207.31 crore in FY23. The topline spurt was accompanied by an increase in EBITDA from ₹238.22 crore to ₹256.97 crore over the same period.

While the interest liability for the year dropped marginally from ₹95.55 crore in FY22 to ₹92.17 crore in FY23, the provision for depreciation dropped considerably from ₹131.04 crore to ₹57.36 over the same period.

The Profit after Tax increased from ₹ (2.15) crore in FY22 to ₹47.60 crore in FY23 after expensing off an exceptional loss of ₹26.65 crore in FY23. Net Cash Flow from Operations also increased from ₹150.27 crore in FY22 to ₹194.62 crore in FY23.

Shareholders' Fund increased from ₹404.48 crore as on March 31, 2022 to ₹498.52 crore owing to addition of business surplus to the General Reserve. Total debt dropped from ₹952.48 crore as on March 31, 2022 to ₹861.54 crore as on March 31, 2023. The net debt-equity strengthened from 2.35 to 1.73

The Company expects to sustain its momentum in the current year with a focus on enhancing business profitability and strengthening liquidity to further deleverage the organization.

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	2022-23	2021-22	Change	Reason for change
Debtors Turnover Ratio	2.51	2.34	7.40%	N.A.
Inventory Turnover Ratio	2.78	2.89	3.69%	N.A.
Interest Coverage Ratio	2.97	2.60	14.19%	N.A.
Current Ratio	3.14	3.22	2.39%	N.A.
Debt-Equity Ratio	1.73	2.35	26.61%	Due to increase in profit and decrease in debt this year as compared with the last year
Operating Profit Margin (%)	0.21	0.23	7.19%	N.A.
Net Profit Margin (%)	3.94	-0.21	NA	Due to profit in this year as compared to loss in last year
Return on Net Worth (%)	9.55	-0.53	NA	N.A.



## Internal control & its adequacy

At Ind-Swift, we are cognizant of any risk arising out of internal and external factors. On account of a sound internal control system, we are vigilant regarding the evaluation of risks and hindrances in achieving our business goals. There are adequate checks and balances inbuilt in the processes along with diligent financial and operational reporting. In order to strengthen the Internal Control architecture, the Company is using ERP (Enterprise Resource Planning) packages with built-in controls. 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 mechanism, 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

Numerous opportunities and hazards are presented by the external environment in which Ind-Swift operates, which the Company is ready to manage proactively.

The Board and leadership team of Ind-Swift put forth substantial effort to reduce risks that can interfere with the smooth operation of the business. This explains why a strong framework for risk management was developed to address strategic, financial, operational, and environmental risks.

The Company's risk management framework establishes standards to guarantee the Business Model's sustainability. Its strong risk governance framework examines risk types as well as their likelihood and importance on the run. The risk management committee closely coordinates the development of plans for risk mitigation for potential business impacts.

### 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 could influence the Company's operations such as Government policies, tax laws, and political and economic development.





# Corporate Social Responsibility

One of the foundational principles of our growth journey has been our unwavering focus on "Sustainability". This means that our growth objectives are consciously aligned with the development of our surroundings, ensuring that every component of life can exist and proliferate together on the planet.

Ind-Swift's Mission Statement puts special attention on "Sustainable Development", which establishes the organisation's intentions for creating a Corporate that, along with the profits, is equally committed to its Social as well as Environmental Responsibilities.

Our Sustainability model is 3-Dimensional, which focuses on-

1. Sustainable Development of Society
2. Sustainable Development of Environment
3. Sustainable Development of Individuals

Our CSR initiatives directly derive from our focus on the sustainable development of Society which makes us a socially responsible and accountable corporate constantly seeking opportunities to work for the welfare of society.

## Sustainable Development of Society (CSR)

Some key CSR programs of organisation are shown below

### 1) Employability among Rural Youth

Corporate Social Responsibility is one of the core values that are embedded in Ind-Swift's structural design that makes our actions always conscious and aligned towards the needs of society. While keeping viability and profitability in focus, we are a proud socially responsible corporate that adheres to the ethical principles of integrity, compliance, and reliability.





At present, one of the major social needs in India is the generation of “ample employment opportunities” so that the country’s educated youth can find employment in Industries, which will not only help them meet their family’s livelihood requirements, but which also keep the overall economic cycle of the country at swing.

Ind-Swift is a proud contributor towards serving this very important societal requirement that directly contributes to the development of the entire society. Towards this end, every year, Ind-Swift generates new employment opportunities in large quantities that help in the development of society at large. It is our organisation’s core value to offer “employment opportunities” to a significant number of “Freshers” who have no prior industrial experience. These fresh undergraduates, graduates, and postgraduates, after initiating their employment with us, begin their hands-on learning of complicated industrial skills through On-Job Training.

This activity not only generates a source of income for many unemployed youths, but it also creates a skilled, well-trained pool of employees for the society. This does help the nation to develop a pool of qualified, competent, and experienced workforce in the society which is ready to significantly contribute to the relentless project of nation-building.

At Ind-Swift we take this career as well as individual personality development activity as our “Corporate Social Responsibility” and, therefore, it remains our constant effort to engage Fresh employees in our operations and make them learn and hone their individual competencies and capacities. Usually this process incurs substantial costs and hence companies tend to hire experienced employees only instead of investing resources in freshers every year, which in turn stops the cycle of new employment generation in society.

But Ind-Swift’s commitment towards society forces as well as motivates us to find a pathway through which the above-mentioned contradiction can be resolved in a win-win manner for society, for individuals, and for the organisation as well. This takes us to our employment-related CSR program known as NALANDA.

NALANDA skill development program is our indigenously introduced program that runs in the organisation from 1st January 2020 onwards.

It is designed for realising the organisation’s commitment to generating employment opportunities for rural youth by training them on practical skills, that directly increase their chances of employability in industries.

In this program, the organisation identifies and attracts the youth from rural areas to apply for the organisation’s

NALANDA skill development program. On application, the trainee is engaged with the organisation for a fixed tenure (based on his/her academics, interest, and competencies) through the Government of India’s NAPS & NATS (National Apprenticeship Promotion/Training Scheme) program.

During this tenure, trainees acquire practical On-job Skills from us and simultaneously complete their formal certification/diploma/graduation in the area of selection from Govt’s recognised program facilitators.

Ind-Swift pays stipends to these trainees through engaged facilitators and bears all associated training & education costs incurred in that one year of training.

On completion of Training and Education, these trainees are more employable in Industries including Ind-Swift which too may absorb them in various roles according to their training and new expertise.

For this cause, Ind-Swift trains 200+ under-educated and un-skilled rural youth (10th and 12th Pass) every year and also takes care of their education (up till Graduation level) whilst preparing them with real-world skills required to work in Industry.

Ind-Swift thus has demonstrated a focused commitment in generating employment opportunities for the rural youth by first investing in developing

their skills and then making them ready for any Industry anywhere.

Other arms of Social Welfare Policies like organising “common kitchen events at government hospitals” and “distribution of warm clothes” have benefited more than 1500 underprivileged people.

Apart from the above, the organisation has launched various CSR events in the last year. One of the major focus areas of Ind-Swift’s CSR activities is women empowerment for which female employees of the organisation take a constructive role in the form of the “Women Welfare Committee” (WWC)

WWC operates at all locations of the organisation and pays required attention to matters related to women members of the organisation. WWC also focuses on the development of communication and leadership skills of women at work through interventions like presentations, public speaking activities, etc.

8th March of every year is “International Women’s Day”. The day is a symbolic means to recognise, celebrate and appreciate the contributions made by Women in various domains of modern civilisation. It’s not only at work where women make equal contributions as men, but the competence with which women handle household responsibilities has been eternally providing the necessary nourishment to a capitalist economy.

Ind-Swift Celebrates the contribution of Women to society every year by celebrating Women’s Day in a “society-friendly” manner. Ind-Swift organises Charity drive, every year on Women’s Day (8th March) and ensures that the organisation is meeting its objective of women’s empowerment at the organisational as well as social level. On this day, the organisation conducts CSR drives outside civil hospitals where the free distribution of meals, snacks, and clothes is provided to underprivileged patients. Similar events are organised on Mother’s Day, where the distribution of sweets, blankets, and items of necessity for elderly people living in old-age homes is organised.

Our other important CSR initiatives include the construction of cremation sheds (in service of the villages surrounding our factories), organising sports tournaments for villages, donation of fans to government schools of the area, etc.

Year after year, Ind-Swift expands its scope of CSR initiatives that are aimed towards serving large sections of society.

## 2) Education

Educating tomorrow’s bright youngsters is a social duty that Ind-Swift takes very seriously. Corporate social responsibility in education has always taken the lion’s share of the total funding.

Towards this direction, toilets were constructed in a local school in Samba Jammu. This was important as Schools need clean toilets to promote cleanliness among students and further teach them the importance of maintaining personal hygiene. This had a positive effect, especially on girl students as hygiene knowledge in a way incentivised their admissions and eventual education.

Ind-Swift also runs a formal scholarship program for meritorious children of our employees. Through this scholarship, the organisation finances up to 75% of the fee for these children and also takes care of their successive academic journey.

## 3) Free Vaccination Camps

Coronavirus (COVID-19) disrupted the normalcy across the entire world and has created an unprecedented epoch like no other. At a global level, with mandatory lockdowns of varying degrees, people have been greatly affected by the virus onslaught as enforced stay-at-home restrictions and social distancing measures were the order of the day. Ind-Swift at this time came forward and designed a CSR activity where we set up Covid-19 vaccination camps for the nearby villagers.

Jabs of covid-19 vaccination were given to the villagers so that we may add a valuable step to the fight against this global pandemic.



Ind-Swift

## Sustainable Development of Environment

Ind-Swift is an organisation that is spearheading a cluster of industries for developing a widespread CETP in the Derabassi Belt to minimise the environmental impact of Industries operating in the region.

We are one of those industries that have the largest ETP setups installed in Derabassi Belt that is in a constant state of upgradation and inspections for adherence to all regulations of state and national level environment regulation bodies.


The organisation invests in training its Environment staff on the latest technologies and inventions happening in the area of "Industrial Effluent Management" so that our knowledge base of this segment enables us to make proactive actions towards global standards. Moving forward, the organisation aims to become an entity with a minimal carbon footprint.

## Sustainable Development of Individuals

Our organisation believes that safe and healthy lives should be an uncompromising prerogative of every individual.

Towards this, the organisation has applied several measures, policies, procedures, and protocols to ensure the best standards of health and safety for not just our employees, but also for all our internal and external stakeholders including visitors, surrounding villages, suppliers, customers, vendors, etc.

Apart from Health and Safety measures, the organisation has applied widely diverse Social Accountability policies to cover areas of Anti-Discrimination, Anti-Corruption, Anti-bribery, and Anti-Sexual Harassment, to fix the accountabilities of not just individuals but also of the organisation as a whole and its systems to provide a socially fair, accountable and transparent working conditions to everyone involved with operations of the organisation.



## Employee Welfare, Employee Engagement, and Employee Empowerment

The organisation has a very elaborate "Employee Welfare, Employee Engagement, and Employee Empowerment" Program that ensures our employees are not just happy and engaged but are also being properly taken care of in their hours of crisis. We believe that such an investment in our workforce makes them proactively engaged with the organisation's commitments, not just toward profits but also toward the society and the environment.

Though all these initiatives are primarily targeted towards our employees, in the event of the pandemic, some arms of this initiative were developed in a manner that turned out to be of great social value.

For example, the organisation provides death coverage to all their employees to ensure that their families remain protected in hours of bereavement and uncertainty.

The organisation assisted families of our deceased employees with the financial assistance of ₹20 Lacs in each case.

Some families received compensation worth 8-10 years of salary of their lost beloved if they were a single-earning member of the family.

Nothing can take away the pain of bereavement, but in hours of grave crisis, when every plan of a safe and healthy future was shattered, this financial assistance (of considerable value) helped their families to recoil back.

The organisation also reviewed to take care of employment to eligible family members of our employees who have expired while in service of the organisation.



# Corporate INFORMATION

## Board of Directors

### Name

Navrattan Munjal  
Himanshu Jain  
Rishav Mehta  
Sahil Munjal  
S P Sharma  
Neerja Chathley  
Dr. Ashwani Kumar Vig  
Rajinder Kumar Gupta

### Category of Director

Chairman & Managing Director  
Jt. Managing Director  
Executive Director  
Executive Director  
Independent Director  
Independent Woman Director  
Independent Director  
Independent Director

## Chief Executive Officer

Sunil Deshmukh

## Chief Financial Officer

Gagan Aggarwal

## Chief Accounts Officer

Lovekesh Mahajan

## Compliance Officer

Pardeep Verma  
VP-Corp. Affairs & Company Secretary

## Senior Management Team

Vikas Narendra	President – US operations
Vijay Singla	Dy. Chief Operating Officer (Dy. COO)
Atul Chaubey	Group HR Head
Sandeep Singh	Sr. Vice President (Supply Chain)
Saranjai Tyagi	Sr. Vice President (QA)
Rakesh Bahuguna	Sr. Vice President (QC)
Anurag Chaturvedi	Sr. Vice President (Marketing)
Dr. Ashok Prasad	Sr. Vice President (R & D)

## Statutory Auditors

M/s. Avishkar Singhal & Associates  
Chartered Accountants  
SCO 2413-14, IIInd Floor,  
Sector 22-C, Chandigarh - 160 022

## Secretarial Auditors

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

## Manufacturing Facilities

**Unit-1:** Village Bhagwanpur,  
Barwala Road, Derabassi-Punjab

**Unit-2:** Industrial Growth Centre  
SIDCO, Phase-1, Samba (J & K)

## Research and Development Centre

Plot No. E-5, Industrial Area. Phase-II,  
(Near Swaraj Tractors), Mohali, Punjab

## Solicitors/Legal Advisors/Tax Consultants

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

## Bankers

### Bank of India

SCO: 81-83, Sector 17B, Chandigarh 160017

### Industrial Development Bank of India

SCO 72-73, Sector-17B, Chandigarh

### Edelweiss Alternative Asset Advisors Ltd

Edelweiss House, Off. CST Road,  
Kalina, Mumbai-400098

## 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  
Website: 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  
Website: www.alankit.com

## Debenture Trustee

Vistra ITCL (India) Limited  
The IL&FS Financial Center,  
Plot C-22, G-Block, 7<sup>th</sup> Floor  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051  
Tel: +91 2226593219  
www.vistraitcl.com

# DIRECTORS'

## Report

### Dear Shareowners,

Your Directors have great pleasure in presenting the 28th Annual Report together with audited statement of accounts for the year ended 31st March, 2023.

### FINANCIAL RESULTS

The Audited Financial Statements of your Company as on 31st March, 2023 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, 2023. The Notes to the Financial Statements adequately cover the Audited Statements and form an integral part of this report.

The summarized financial highlights for the financial year 2022-23 are depicted below:

(₹ in Millions)

PARTICULARS	Standalone		Consolidated	
	Year Ending 31 <sup>st</sup> March 2023	Year Ending 31 <sup>st</sup> March 2022	Year Ending 31 <sup>st</sup> March 2023	Year Ending 31 <sup>st</sup> March 2022
<b>Sales (net of excise) and other income</b>	11,852.39	10,305.87	12,408.10	10,822.29
<b>Less Expenses:</b>				
Cost of Materials Consumed	6,187.20	5,365.67	6,574.63	5,758.40
Purchase of Stock in Trade	104.63	10.56	104.63	10.56
Change in Inventories of FG/WIP/Stock in trade	(123.42)	(394.66)	(123.42)	(394.67)
Employee Benefit Expense	1,326.97	1,246.17	1,358.39	1,270.92
Other Expenses	1,803.27	1,716.12	1,866.89	178.59
<b>Total Expenses</b>	<b>9,298.65</b>	<b>7,943.85</b>	<b>9,781.11</b>	<b>8,431.13</b>
<b>Profit before Interest, Depreciation, Tax &amp; Amortisation</b>	<b>2,553.74</b>	<b>2,362.02</b>	<b>2,626.98</b>	<b>2,391.16</b>
Less: - Interest	921.66	955.45	921.66	955.46
- Depreciation	573.62	1,309.70	573.62	1,310.39
- Extra Ordinary Item	266.48	16.92	266.48	
<b>Profit/(Loss) before Tax</b>	<b>791.98</b>	<b>79.96</b>	<b>865.21</b>	<b>125.32</b>
Less: - Provision for Deferred Tax	233.62	(109.17)	233.62	(109.17)
- Income tax adjustment of previous year	2.16	7.83	2.16	7.83
- Current Tax /MAT credit utilisation	131.48	238.39	151.13	248.15
<b>Profit/(Loss) After Tax (A)</b>	<b>424.72</b>	<b>(57.09)</b>	<b>478.30</b>	<b>(21.49)</b>
Amount B/F from previous year (B)	(801.59)	(744.50)	(780.51)	(773.65)
<b>Profit/ (Loss) after tax available for appropriations</b>	<b>424.72</b>	<b>(57.09)</b>	<b>478.30</b>	<b>(6.85)</b>
<b>Pursuant to sale of controlling interest</b>			11.23	0.00
<b>Share of profit (loss) in joint venture</b>			(2.34)	0.00
<b>Balance of Retained Earnings</b>	<b>(376.87)</b>	<b>(801.59)</b>	<b>(293.31)</b>	<b>(780.51)</b>

### Notes:

- There are no material changes or commitments affecting the financial position of your Company which have occurred between the end of the financial year and the date of this report.
- Further, there has been no change in the nature of business of your Company.

## OPERATIONS AND BUSINESS PERFORMANCE

During the financial year 2022-23, your Company has achieved a turnover of ₹11852.39 million against the turnover of ₹10305.87 million during the financial year 2021-22. The Company has achieved Net profit of ₹424.72 million in 2022-23 against Net loss of ₹57.09 million in 2021-22. The Company's exports have increased to ₹8859.28 million in 2022-23 as compared to ₹7454.00 million in 2021-22. There has been no change in the nature of business of the Company during the year under review. Kindly also refer to the Management Discussion & Analysis Report & Corporate Governance Report which forms part of this report and gives a detailed account of the activities carried out during the year under review.

## CONSOLIDATED FINANCIAL PERFORMANCE

Your company recorded a consolidated turnover of ₹12408.10 million during 2022-23 against the turnover of ₹10822.2942 million during 2021-22. In consolidated terms, the Company earned a Net profit of ₹478.30 million during 2022-23, against profit of ₹115.17 million in 2021-22. The Consolidated financial figures include the respective financial figures of the company's subsidiaries & joint ventures. 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.

## STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the Company is presented as part of the Management Discussion & Analysis Report in a separate section forming part of this report, as required under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

## OUTLOOK

The main business of your Company is manufacturing Pharmaceutical Products especially Active Pharmaceutical Ingredients (APIs) & Advanced Intermediates. We are presently in both the domestic and export market. In view of the scenario described in the management discussions & analysis report your Company is expected to grow with a wide range of products and manufacturing expertise barring unforeseen circumstances.

## 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

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 31st March, 2023, 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.

### 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 viz are:

- 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 and
- g) Mr. Lovekesh Mahajan, Chief Accounts Officer
- h) Mr. Pardeep Verma: VP-Corporate Affairs & Company Secretary.

There has been no change in the key managerial personnel during the year under review.

### 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) (iii) 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, Sh. Himanshu Jain, Joint Managing Director (DIN: 00014533) 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 first tenure of Mrs. Neerja Chathley (DIN: 08448077) Independent Director of 5 years will be completed on 9th May, 2024 therefore, the Board upon the recommendation of the Nomination and Remuneration Committee proposes her re-appointment for the second term of 5 (Five) years w.e.f. 10th May, 2024. Your Board recommends passing a special resolution as per the Companies Act, 2013 & SEBI (LODR) Regulation, 2015 as set out in notice of the AGM.

Details and brief resume of the Directors seeking reappointment/appointments 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) Non-Executive Director (Independent Director) seeking ratification of appointment on attaining the age of 75 years during the term of his original appointment:**

As per Regulation 17(1A) of SEBI (LODR) Regulation, 2015 in case of listed entities, the Company should not appoint or continue the appointment of any person as a Non-Executive Director (NED) who has attained the age of 75 years unless Special Resolution is passed, to that effect. Mr. Ashwani Kumar Vig (DIN: 07080817), Non-Executive Independent Director shall attain the age of 75 years on 5th October, 2023, during his term which is up to 12th February, 2025. In view thereof, the Board and Nomination and Remuneration Committee has considered and recommended ratifying his appointment for the remaining period of his term, to be eligible to continue

as the Non-Executive Director upon attaining age of 75 years. Therefore, your Board of Directors recommends passing of necessary special resolution to that effect as set out in the notice of the AGM.

**f) 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.

**g) Number of Meetings of the Board**

During the year, Six Board meetings were held on 28/05/2022, 10/08/2022, 27/09/2022, 08/11/2022, 14/02/2023 & 30/03/2023. The details regarding the meetings are given in the Corporate Governance Report.

**h) 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 & 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.

**i) 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:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2023; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) 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, 2023 and of the profit of the Company for the year ended on that date;
- c) 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;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) 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 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. 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 31.03.2023, your Company had 3 Subsidiaries and a Joint Venture i.e., Ind-Swift Laboratories Inc. (US Subsidiary), Fortune (India) Constructions Limited (Indian Subsidiary), MJM Remedies Private Limited (Indian Subsidiary-Joint Venture) and Indis Healthcare LLP (Indian JV).

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 Annual Financial Statements and related detailed information about the subsidiary companies shall be made available to the shareholders 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-subsidiaries/>

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 ₹1,80,87,09,539 equivalent to USD 2,28,04,034 and recorded a net Profit of ₹5,96,81,847 equivalent to USD 7,41,597 as on 31.03.2023.
- Fortune (India) Constructions Limited achieved total revenue of ₹3,92,19,748 and recorded a net loss of ₹78,25,904 as on 31.03.2023.
- The Company's Subsidiary-Joint Venture MJM Remedies Private Limited did not start any operation till 31st March, 2023.
- The Company's Joint Venture M/s. Indis Healthcare LLP achieved total revenue of ₹10,16,85,690 and recorded a net loss of ₹46,45,164 as on 31.03.2023.

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. The Company has framed a policy for determining material subsidiaries, which has been uploaded on the Company's website [www.indswiflabs.com](http://www.indswiflabs.com).

### **NAME OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATES.**

During the Year, Halcyon Life Sciences Private Limited ceased to be the wholly owned subsidiary of the Company with effect from 30th March, 2023, consequent to its sale to M/s. RN Chemicals & Pharmaceutical Private Limited.

### **DIVIDEND**

To conserve resources, your directors do not recommend any dividend for the Financial Year 2022-23 (Previous Year 2021-22: Nil) and propose to retain the profits for the future requirements of the Company.

There is no unpaid dividend outstanding as on 31.03.2023.

### **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 30th March, 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 ₹14,88,250/-.

During the year under review, your Company has not accepted any fresh 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 [www.indswiftlabs.com](http://www.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.

Further, Your Company has obtained prior approval of shareholders for material transactions with its related parties as per Regulation 23 in the 27th Annual General Meeting held on 30th September, 2022.

## 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.

As on 31st March 2023, M/s Essix Biosciences Limited and M/s Ind Swift Limited, being the Promoter entities, are holding 21.71% and 16.08 % respectively, of total equity of the Company. The details of all the transactions with Essix Biosciences Limited and Ind Swift Limited are already given 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 risks and managing those risks 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 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 2022-23, 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)

## Business Responsibility and Sustainability Report (BRSR)

In terms of Regulation 34 of the Listing Regulations, the company does not fall in the category of top 1000 companies based on market capitalization as on 31st march, 2023. Hence the requirement to provide the Business Responsibility and Sustainability Report is not applicable on the company.

## CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The paid-up Equity Share Capital of the Company as on March 31, 2023 was ₹59,08,68,600. The Company's shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited 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.

### a) Employee Stock Option Scheme

During the financial year 2022-23, 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 SEBI (Share Based Employee Benefits) Regulations, 2014.

During the financial there has been no material changes in the scheme and options movement during 2022-23 and during 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.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the SEBI (LODR) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

## 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.

## ANNUAL RETURN

Pursuant to the provisions of Section 134(3) (a) of the Act, the draft annual return as on 31st March, 2023 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 2021-22 of the Company is [https://www.indswiftlabs.com/wp-content/uploads/2023/03/Form\\_MGT-7\\_31032022.pdf](https://www.indswiftlabs.com/wp-content/uploads/2023/03/Form_MGT-7_31032022.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, 2022-23, the credit rating of the Company was revised from 'CARE B' to 'CARE BB-' (Double B Minus) by CARE which denotes-Stable Ranking.

## 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 endeavor 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 of ₹31.80 Lakhs 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 27th Annual General Meeting of the Company held on 30th September, 2022, till the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2027. The Statutory Auditors have however confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of your Company.

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 2022-23 does not contain any qualification, reservation, or adverse remark. Regarding emphasis of matter as contained in the Auditors' Report, the management's comments (in italics) are as follows: -

- a) We draw attention to Note no. II of the accompanying standalone financial statements, which states that, during the year, company has sold investment in M/s Halcyon Lifesciences Private Limited (HLSPL) at an exceptional loss which is charged to P&L as exceptional item. The HLSPL ceased to be the subsidiary of the company as on 31-03-2023.

- *The said Subsidiary was in-operational for some time and the only Land parcel which it owned, was sold to meet the SIDCO Jammu's directions to either operate or vacate the land, thus, making the subsidiary unviable to operate.*

- b) We draw attention to Note no. X of the accompanying standalone financial statements, which states that, during the year, the company extended a further loan to Ind Swift Limited (Related Party) at a 10% rate of interest.

- *The loan has been advanced to group company as per the provisions of Companies Act, 2013 after seeking due consents of the Audit Committee, Board of Directors and Shareholders in compliance to the LODR Regulations also.*

## 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, 2024.

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, 2024.

The Cost Audit Reports for the financial year 2012-22 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 2022-23 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, Practicing Company Secretary was appointed as Secretarial Auditors of the Company for the financial year 2022-23 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 2022-23. There are a few observations by the Secretarial Auditors which the Board considers to be 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 2022-23. The Board has approved the re-appointment of M/s Jain & Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2023-24 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.

## INTERNAL COMPLAINTS COMMITTEE

The Company has complied with all the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

During the year, the Committee has not received any complaint related to Sexual harassment.

## 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

Your Company is of the firm opinion that efficiency of its employees plays a key role in achieving set goals and building a competitive work environment. The Company regularly conducts various programs at different levels to ensure that a vibrant and motivated workforce leads to achievement of the defined goals. Employee relations continued to the harmonious and cordial at all levels and in all the units of the Company.

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and in its full compliance, the Company has constituted "Internal Complaints Committee" for prevention of sexual harassment of its women employees. During the year, the Committee has not received any complaint related to Sexual harassment.

## 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.

Details of employees who received remuneration in excess of ₹102 lakh p.a. or ₹8.5 Lakhs p.m.:

- a) During the year, none of the employees received remuneration in excess of ₹102.00 Lakh or more per annum or ₹8.50 per month for part of the year. In accordance with the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore there is no information available to disclose.
- b) During the year, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole-time director and none of the employees held two percent of the equity shares of the Company.

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

During the Financial Year 2022-23, 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.

## KEY FINANCIAL RATIOS

The Key financial ratios for the financial year ended 31st March, 2023 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 Sh. Navrattan Munjal, Chairman and Sh. Gagan Aggarwal, Chief

Place: Chandigarh

Date: 31.08.2023

Financial Officer (CFO) of the Company was placed before the Board of Directors along with the annual financial statements for the year ended on 31st March, 2023, at its meeting held on 29th May, 2023.

## 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 the 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.

Sd/-

**Navrattan Munjal**

Chairman & Managing Director

DIN: 00015096

## 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

(Amount In ₹)

S. No.	Name of the subsidiary	1	2
		Ind Swift Laboratories Inc.	Fortune (India) Constructions Limited
1.	The date since when subsidiary was acquired	02.01.2004	30.03.2021
2.	Reporting period of the Subsidiary concerned, if different from the holding company's reporting period	31.12.2022	31.03.2023
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
4.	Share Capital	5,40,59,600	73,54,00,00
5.	Reserves and surplus	13,50,66,190	(3,45,50,148)
6.	Total Assets	67,69,01,087	78,84,38,969
7.	Total Liabilities	48,77,75,297	8,75,88,712
8.	Investments	-	-
9.	Turnover	1,808,709,539	3,92,19,748
10.	Profit before taxation	7,93,28,128	(79,89,089)
11.	Provision for taxation	1,96,46,282	NIL
12.	Profit after taxation	5,96,81,847	(79,89,089)
13.	Proposed Dividend	NIL	NIL
14.	Extent of shareholding (In %)	100%	100%

Note: During the FY 2022-23, the company has sold its entire shareholding in M/s. Halcyon Life Sciences Private Limited ("HLSPL") (Wholly Owned Subsidiary in India). Thus, HLSPL has ceased to be the WOS of the Company. The company incurred the loss of ₹2664.78 Lakhs on sale of the subsidiary.





## 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	MJM Remedies Private Limited
1. Latest audited Balance Sheet Date*	31.03.2023	31.03.2023
2. Date on which the Joint Venture was associated or acquired	14.01.2022	21.06.2022
3. Shares of Associate or Joint Ventures held by the company on the year end.	50%	75%
No.	-	7,500 Shares
Amount of Investment in Associates or Joint Venture	150.00 Lakhs	0.75 Lakhs
Extent of Holding (in percentage)	50%	75%
4. Description of how there is significant influence	Joint Venture	Joint Venture
5. Reason why the associate/Joint venture is not consolidated.	Consolidated	Consolidated
6. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-
7. Profit or Loss for the year	-46,45,164	-26,244
i. Considered in Consolidation	-23,22,582 (50%)	-19,683(75%)
ii. Not Considered in Consolidation	-23,22,582 (50%)	-6,561 (25%)

\* As on the date of this report details provided for the joint ventures are based on the audited Financial Statements of the company and unaudited Financial Statements of Indis Healthcare LLP and MJM Remedies Private Limited.

**Notes:** There were 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: 31.08.2023

**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, 2023, which were not at arm's length basis.
- Details of material contracts or arrangements or transactions at arm's length basis:

<b>S. No</b>	<b>Particulars</b>	<b>Details</b>		
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. ₹55,56,49,934	Based on transfer pricing guidelines. ₹54,00,89,681	Based on transfer pricing guidelines - Nil
e)	Date of approval by the Audit Committee/Board	28.05.2022	28.05.2022	28.05.2022
f)	Amount paid as advances, if any (₹)	Nil	Nil	Nil

Place: Chandigarh

Date: 31.08.2023

Sd/-

**Navrattan Munjal**

Chairman & Managing Director

DIN: 00015096

### Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2022-23

#### 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

#### 3. 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)

#### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

**Not Applicable.**

#### 5. a) Average net profit of the Company as per section 135(5)

**₹1501.04 Lakhs**

#### b) Two percent of average net profit of the company as per section 135 (5)

**₹30.02 Lakhs**

#### c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years

**NIL**

#### d) Amount required to be set off for the financial year, if any

**NIL**

#### e) Total CSR obligation for the financial year (b+c+d)

**₹30.02 Lakhs**

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):  
**₹30.02 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)]: **₹30.02 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
₹31.80 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	30.02
ii.	Total amount spent for the Financial year 2022-23	31.80
iii.	Excess amount spent for the financial year [(ii)-(i)]	1.78
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)]	1.78

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 2021-22						
2.	FY 2020-21				NIL		
3.	FY 2019-20						

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

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

Place: Chandigarh  
Date: 31.08.2023

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, 2014

#### A. CONSERVATION OF ENERGY

Steps taken for conservation of Energy with their impact/steps taken for utilizing alternate sources of energy /Capital investment in energy saving equipments

STEP TAKEN FOR CONSERVATION OF ENERGY	IMPROVEMENT ACHIEVED
<b>POWER PLANT</b>	
1 Modification in turbine for improve the main steam inlet qty., increase in Bleed qty., & power generation by 150 KW	Benefit in reduction of 1 TPH steam, from condensing.
2 Power plant scrubber pump VFD installed. Pump 30 KW motor	Power saving 5 KWH.
3 Cooling tower chemical treatment changed, as per revised scheme, 40 kl raw water is used instead of soft water.	Reduction in 2KLD HTDS water.
4 Increase the condensate recovery from plant 3 & 19.	1.7 KLD condensate recovery increased.
<b>ELECTRICAL</b>	
1 MEE two pump motor replaced from 18 KW to 15 KW	Energy saving is 1.5 KWH
2 ETP Roots Blower speed optimization with VFD installation & operation	Energy saving is 2 KWH
<b>UTILITY</b>	
1 VAM-4 machine cleaning planned with online cleaning. With this cleaning system the machine produce 400 TR on continuous basis. Gain in machine capacity 40 TR. With same power consumption.	System is received & under installation. Expected gain in machine capacity 40 TR with same power consumption.
2 SRP cooling tower CT Pump planned to operate on VFD. Now existing motor 45 KW. Planning to operate on 37 KW.	Power saving 13.8 KW
<b>MECHANICAL</b>	
1 Replacement of Agitator in 2 nos. SRP reactors to energy efficient hydrofoil agitators	Energy saving of 2 & 3 KW is achieved in the Reactor Agitators

#### Planning for 2023-2024:

1. Power Plant Boiler feed water pump MRC valve will be planned to replace with ARC valve.
2. Sanitization period of DM water to be revised from 15 days to 28 days, to save Steam for sanitization, DM Water.
3. Natural draft cooling tower for Plant-8 & 9 and HCl gas generator shall be replaced with induced draft cooling tower for better cooling and efficient operations.
4. Installation of MGF for maintaining clean Cooling Water.
5. Isolation of Process cooling tower to improve water quality.

#### B. TECHNOLOGY ABSORPTION

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

- To continue developing innovative and commercially viable process know-how for:

##### Research & Development (R&D)

ISLL R & D is basically focused on the development and improvements of technologies of API's for several years. The developed technologies have been commercialized for both regulated and semi regulated markets.

In addition, ISLL has made forays in to the Custom Research and Manufacturing services (CRAMS) wherein it has initiated R & D and manufacturing of very high purity specialty chemicals that are precursors to the synthesis of ORGANIC LIGHT EMITTING DIODE (OLED) compounds which are used for preparing Advanced Optical Display Instruments and are extensively applied in Artificial Intelligence studies and software development.

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

- Cost reduction, quality improvement.
- No. of products commercialized have been increased.
- R&D Centre is recognized by DSIR, New Delhi.

**iii. Information in case of imported technology (imports during last five years).**

During the year FY 2022-23, the Company did not import any specific technology. The Company developed technology through efforts of its in-house Research & Development.

**iv. Expenditure on R & D during the year 2022-23**

	(₹ in Lakhs)	
	2022-23	2021-22
a. Capital	195.15	103.66
b. Revenue	4,257.38	3,271.62
<b>Total</b>	<b>4,452.53</b>	<b>3,375.88</b>
c. Total R&D expenditure as percentage of total turnover	3.87	3.42
d. Turnover	1,15,195.68	98,809.00

**C. Foreign Exchange Earnings & Outgo**

During the year foreign exchange outgo was ₹2,849.49 Lakhs and the earnings in Foreign Exchange were ₹88,592.72 Lakhs. The details have been given in Note XXXIV of Notes to Accounts.

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023

[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**  
SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA  
CHANDIGARH, 160101

We 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 our 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by IND SWIFT LABORATORIES LIMITED ("the Company") for the financial year ended on 31st March, 2023 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

We 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 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 we have the following observations:

1. The Registrar of Companies 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.





#### **We 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.
- We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with 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.

**(Vishal Arora)**

Company Secretary

Fcs No. 4566

Cp No.3645

Udin: F004566e000890715

Place: Chandigarh

Date: 31.08.2023

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## **ANNEXURE A**

TO

THE MEMBERS,

**IND SWIFT LABORATORIES LIMITED**

Our 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. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We 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. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Whenever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws. Rules, regulations, standards are the responsibility of the management. Our 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.

**(Vishal Arora)**

Company Secretary

Fcs No. 4566

Cp No.3645

Udin: F004566e000890715

Place: Chandigarh

Date: 31.08.2023

# 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 31st March 2023.

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

## 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 (UPSI) 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/>.

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. The Board of Directors of the Company consists of 4 Promoter Executive Directors and 4 Independent Directors. As on 31st March, 2023, 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**

Six (6) Board Meetings were held during the financial year ended 31st March, 2023 on 28/05/2022, 10/08/2022, 27/09/2022, 08/11/2022, 14/02/2023 & 30/03/2023. 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	6 out of 6	Yes	920724
Mr. Himanshu Jain	Executive Promoter Director	6 out of 6	Yes	406961
Mr. Rishav Mehta	Executive Promoter Director	5 out of 6	Yes	454545
Mr. Sahil Munjal	Executive Promoter Director	6 out of 6	Yes	6766
Mr. Sri Prakash Sharma	Independent Director	6 out of 6	Yes	Nil
Ms. Neerja Chathley	Independent Women Director	6 out of 6	Yes	Nil
Dr. Ashwani Kumar Vig	Independent Director	6 out of 6	Yes	Nil
Mr. Rajinder Kumar Gupta	Independent Director	6 out of 6	Yes	Nil

\* The Company has not issued any convertible instruments.

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

**Notes: -**

- 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 31.03.2023, there is no director above the age of 75 years. However, Sh. Ashwani Kumar Vig will attain the age of 75 years on 5th October 2023, i.e., during his tenure as an Independent Director. Accordingly, members' consent is sought for his continuation to hold the office as director after he attains the age of 75 years, in the upcoming AGM.
- 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)	2	Nil	Nil
Mr. Himanshu Jain	Ind Swift Limited (Non-Executive Director)	3	2	Nil
Mr. Rishav Mehta	Ind Swift Limited (Non-Executive Director)	3	Nil	Nil

Name of Director	Membership in other Listed Entities*	No. of Directorship**	Committees***	
			Member	Chairman
Mr. Sahil Munjal	NIL	2	Nil	Nil
Mr. Sri Prakash Sharma	Ind Swift Limited (Independent Director)	1	1	Nil
Ms. Neerja Chathley	NIL	Nil	Nil	Nil
Dr. Ashwani Kumar Vig	NIL	Nil	Nil	Nil
Mr. Rajinder Kumar Gupta	NIL	Nil	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	√			√	√		√
Mrs. Neerja Chathley		√		√		√	√

## 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**

Sh. N.R. Munjal & Sh. 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 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 4th March, 2023 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.

All the 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 majority consists of Independent and 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.

Five meetings of the audit committee were held during the period starting from 1st April 2022 to 31st March 2023 on 28.05.2022, 10.08.2022, 08.11.2022, 14.02.2023, and 03.03.2023. 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 30th September, 2022.

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

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No of Meetings Attended</b>
Mr. Sri Prakash Sharma	Chairman	Non-Executive, Independent	5 out of 5
Mr. Navrattan Munjal	Member	Executive, Promoter	5 out of 5
Mr. Rajinder Kumar Gupta	Member	Non-Executive, Independent	5 out of 5

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, CEO, Chief Accounts Officer, 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:

- i. 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.
- ii. 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.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions; 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 30th September, 2022. The Committee met once during the Financial Year 2022-23 i.e. on 10.08.2022.

### I. Constitution and Attendance of the Committee

Name	Designation	Category	No of Meetings Attended
Dr. Ashwani Vig	Chairman	Non-Executive, Independent	1 out of 1
Mr. Sri Prakash Sharma	Member	Non-Executive, Independent	1 out of 1
Mrs. Neerja Chathley	Member	Non-Executive, Independent	1 out of 1

Sh. 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.indswiflabs.com](http://www.indswiflabs.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 is 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 2022-23 is given below:

(₹ In Lakhs)

Director	Designation	Remuneration for the year ended 31 <sup>st</sup> March, 2023			
		Salary *	Contribution to Provident Fund	Perquisites	Total
Mr. Navrattan Munjal	Chairman & MD	361.31	0.22	Nil	361.53
Mr. Himanshu Jain	Jt. MD	289.08	0.22	Nil	289.3
Mr. Rishav Mehta	Executive Director	144.54	0.22	Nil	144.76
Mr. Sahil Munjal	Executive Director	173.69	0.22	Nil	173.91

The Contribution to Gratuity Fund has not been shown in the above table in respect of Managing Directors & 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 2022-23 is as follows:

S. No.	Director	Designation	Sitting Fees	Other Expenses	Total
1.	Sh. S P Sharma	Independent Director	132500	-	132500
2.	Mrs. Neerja Chathley	Independent Director	65000	-	65000
3.	Dr. Ashwani Kumar Vig	Independent Director	92500	-	92500
4.	Mr. Rajinder Kumar Gupta	Independent Director	95000	-	95000

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 2022-23 i.e., on 04.03.2023.

## 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 2022-23, the Company has not received any Complaints from its Shareholders. Although Company did receive few Complaints from its FD holders as detailed below:

Particulars	No. of Complaints
No. of FD complaints pending at the beginning of the Financial Year	0
No. of FD complaints received during the Financial Year	14
No. of FD complaints disposed off during the Financial Year	14
No. of FD complaints unresolved at the end of the Financial Year	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 30th 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 Assessment Committee, comprising of 3 Directors. The Committee met two times during the Financial Year 2022-23 i.e., on 15.09.2022 and 04.03.2023. 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

### 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 03.02.2023, 28.12.2022, 02.12.2022, 17.11.2022, 12.08.2022, 20.06.2022, 30.05.2022, 02.05.2022 and 18.04.2022.

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 2022-23 i.e. on 04.03.2023. 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

### 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.

SCORES (SEBI Complaints Redressal System): SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge a complaint against a company for his/her grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

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

## H. Senior Management.

Sr. No	Name	Current Designation	Department
1.	Sunil Deshmukh	CEO	Executive Board
2.	Vijay Kumar	Dy COO	Manufacturing
3.	Gagan Agarwal	CFO	Finance
4.	Lovekesh Mahajan	CAO	Accounts
5.	Pardeep Verma	Vice- President Corporate Affairs & Company Secretary - Compliance Officer	Secretarial & Compliance
6.	Anurag Chaturvedi	Sr-Vice-President	Marketing
7.	Ashok Prasad	Sr-Vice-President	R&D
8.	Rakesh Bahuguna	Sr-Vice-President	Quality Control
9.	Sandeep Singh	Sr-Vice-President	Supply Chain
10.	Saranjai Tyagi	Sr-Vice-President	Quality Assurance
11.	Vishal Vasudeva	Vice-President	Marketing
12.	Atul Kumar Chaubey	Vice-President	Human Resources
13.	Arun Chakraverty	Sr-General-Manager	Marketing
14.	Satish Sharma	Sr-General-Manager	Manufacturing
15.	Bharti Sharma	Sr-General-Manager	Supply Chain
16.	Gajendra Singh	Sr-General-Manager	Pd Lab
17.	Rakesh Bansal	Sr-General-Manager	PPIC
18.	Yogesh Kumar Goel	Advisor-Corporate-Affairs	Director Staff
19.	Shashi Kant Tiwari	General-Manager	CRD
20.	Ravi Rapolu	General-Manager	Analytical R&D
21.	Het Ram Rana	General-Manager	Quality Control
22.	Monika Aggarwal	General-Manager	Quality Assurance
23.	Gopinath Palla	General-Manager	Engineering
24.	Navdeep Singh Dhanoa	General-Manager	Engineering
25.	Rajesh Nag	General-Manager	Commercial
26.	Pradeep Goel	General-Manager	Business Development
27.	Parteek Kumar	General-Manager	Information Technology
28.	Sujeet Kumar Shrivastava	General-Manager	Analytical R&D

## GENERAL BODY MEETINGS FOR LAST THREE YEARS

The Location and the time of the Annual General Meetings held during the last three years are as under:

Date	Financial Year	Category	Venue	Time	Special Resolutions
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 Sh. N.R. Munjal as Chairman & Managing Director, Re-appointment of Sh. Himanshu Jain designated as Joint Managing Director, Re-appointment of Sh. Rishav Mehta as Whole-Time Director, Approval of remuneration of Executive Director Sh. 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 Sh. Navrattan Munjal (DIN: 00015096) Who attained the age of 70(Seventy) years on 09.02.2022
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
29 <sup>th</sup> September, 2020	2020-21	25 <sup>th</sup> AGM	Video Conferencing or other Audio-Visual Means	11:30 A.M.	Seven Special Resolution w.r.t. Appointment of Dr. Ashwani Kumar Vig (DIN: 07080817) as Independent Director of the Company, Re-Appointment of Mr. S.P. Sharma (DIN: 00475413) as an Independent Director of the Company, Appointment of Mr. Sahil Munjal (DIN: 00015407) as Whole time Director designated as President & C.E.O, Approve the Managerial Remuneration of Sh. Sahil Munjal, Executive Director (DIN: 00015407) of the Company for a period of three years, Approval the Managerial remuneration of Executive Directors i.e. Mr. N.R. Munjal, Mr. Himanshu Jain and Mr. Rishav Mehta for a further period of two years

**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.indswiftlabs.com](http://www.indswiftlabs.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 Saturday, 30.09.2023 through Video Conferencing or other Audio Visual Means at 11.00 A.M
<b>Next Financial year of the Company</b>	April, 2023 to March, 2024
<b>Quarterly Results Calendar</b>	<ul style="list-style-type: none"> <li>i. First Quarter Results- By 14<sup>th</sup> August, 2023</li> <li>ii. Half-yearly Results- By 14<sup>th</sup> November, 2023</li> <li>iii. Third Quarter Results- By 14<sup>th</sup> February, 2024</li> <li>iv. Results for the year ending 31<sup>st</sup> March, 2024- By 30<sup>th</sup> May, 2024</li> </ul>
<b>Date of Book Closure</b>	25 <sup>th</sup> September, 2023 to 30 <sup>th</sup> September, 2023 (both days inclusive).
<b>Dividend Payment</b>	The Board has not proposed any dividend for the Year ended 31 <sup>st</sup> March, 2023.
<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>NSD ISIN</b>	INE915B07024

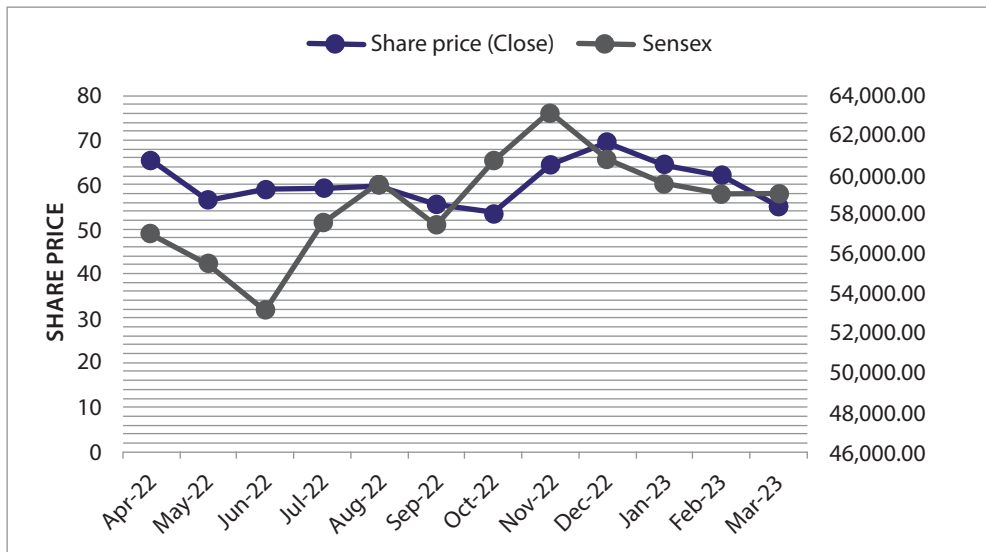
### Monthly Share Price Movement during 2022-23 at BSE & NSE

Month	BSE (Source: www.bseindia.com)			NSE (Source: www.nseindia.com)		
	High (₹)	Low (₹)	Volume (In Lakhs)	High (₹)	Low (₹)	Volume (In Lakhs)
April-22	77.00	65.10	2.84	78.65	65.10	19.72
May-22	67.30	51.10	1.23	67.45	53.00	10.76
June-22	65.95	57.10	1.47	65.60	55.95	12.93
July-22	63.50	56.25	0.51	63.55	57.90	5.33
August-22	63.80	57.55	0.96	64.00	58.50	7.59
September-22	61.75	54.30	0.65	61.05	54.55	6.69
October-22	58.75	53.00	0.48	58.70	52.65	3.14
November-22	68.70	53.10	2.35	67.50	53.10	25.73
December-22	74.00	62.45	4.71	74.35	62.50	35.80
January-23	70.40	63.35	1.26	70.55	63.00	10.24
February-23	69.10	61.00	0.93	69.50	61.25	9.05
March-23	64.37	54.03	0.87	64.65	53.95	6.77

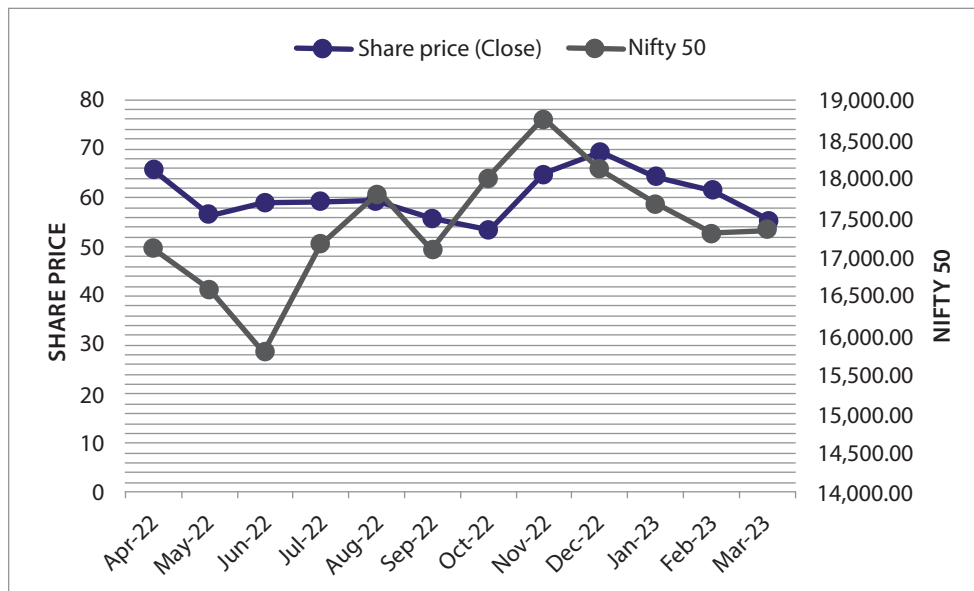
On 31st March, 2023, the closing price of the shares of the Company on BSE was ₹55.24 and on NSE was ₹55.20



### STOCK PRICE MOVEMENT IN COMPARISON WITH BSE SENSEX



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



### 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  
 Website: www.alankit.com

## SHARE TRANSFER SYSTEM

- The Share Transfer/shareholders Grievance Committee approves the transfer and transmission of shares, issue of duplicate share certificates and related matters. The transfers received are processed within 15 days of the receipt of the same subject to the transfer document being complete and valid in all respects. The Committee also monitors the redressal of Investor's grievances. As on 31st March, 2023, there were no shares pending for transfer.
- 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.
- During the year, 2022-23, the Company has received not received any Complaints from its Shareholders. Although Company do receive few Complaints from its FD holders which has been resolved timely.

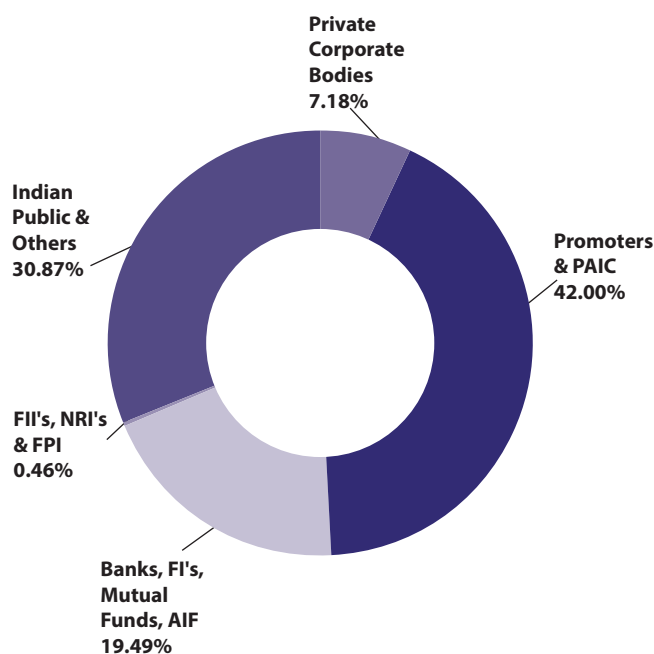
## SECRETARIAL AUDIT

Mr. Vishal Arora, Practicing Company Secretary, has conducted a Secretarial Audit of the Company for the financial year 2022-23. 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.

## DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2023

Category	No. of Shares Held	%age of Shareholding
Promoters & PAIC	2,48,18,783	42.00
Banks, FI's, Mutual Funds, AIF	1,15,17,670	19.49
FII's, NRI's & FPI	2,41,235	0.41
Private Corporate Bodies	42,06,737	7.12
Indian Public & Others	1,83,02,435	30.98
<b>Total</b>	<b>5,90,86,860</b>	<b>100.00</b>

## SHAREHOLDING PATTERN AS ON MARCH 31, 2023



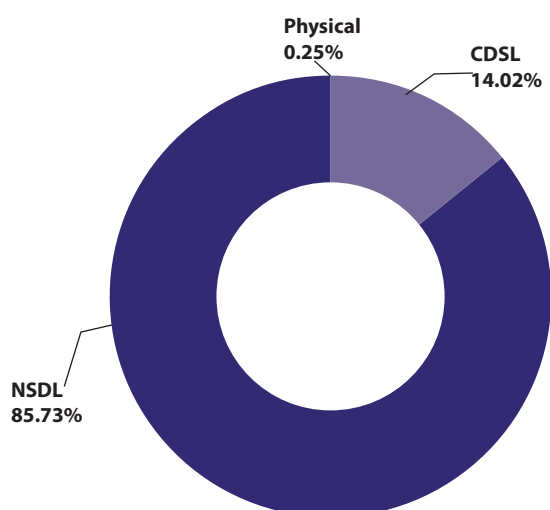
## DISTRIBUTION SCHEDULE AS ON 31ST MARCH 2023

No. of shares held	No. of Share Holders	% age of Total Holders	No. of Shares	% age of Total Equity
1-100	12,274	52.46	6,22,331	1.05
101-500	7,478	31.96	20,75,220	3.51
501-1000	1,858	7.94	15,27,483	2.59
1001-5000	1,391	5.95	30,85,476	5.22
5001-10000	175	0.75	13,12,666	2.22
10001-20000	95	0.41	13,68,655	2.32
20001-30000	35	0.15	8,93,636	1.51
30001-40000	16	0.07	5,63,820	0.95
40001-50000	8	0.03	3,62,534	0.61
50001-100000	27	0.12	19,21,986	3.25
100001-500000	30	0.13	65,64,205	11.11
500001- and above	10	0.04	3,87,88,848	65.65
<b>Total</b>	<b>23,397</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	146278	0.25
CDSL	8285709	15.78
NSDL	50654873	83.97
<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 25,00,000 Global Depository Receipts (GDRs) to FII on 12th August, 2005 after getting the previous approval from the shareholders in the Extra-Ordinary general Meeting held on 27th April, 2005. These GDRs were listed at the Luxemburg Stock Exchange. As on 31/03/2023 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 2022-23.

## 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 form 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  
Fax: - +91-172-2730504, 2736294

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

## PLANT LOCATIONS

1. Village Bhagwanpura, Barwala Road, Near Derabassi, Distt. Patiala, Punjab.
2. SIDCO, Industrial Growth Centre, Jammu (J & K).

## RESEARCH AND DEVELOPMENT FACILITY

Plot No. E-5, Industrial Area, Phase –II, Mohali (Punjab)

## 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

## 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, 2022-23, the credit rating of the Company was revised from 'CARE B' to 'CARE BB-' (Double B Minus) by CARE which denotes-Stable Ranking.

## 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 31st March, 2023 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 Transac- tion	Name of the Firm/ Company in which Directors are interested	Amount outstand- ing as on 31.03.2023 (₹ in Lakhs)
1	Ind- Swift Laboratories Limited	Loan & Advances	Ind -Swift Limited	9521.01
2	Ind- Swift Laboratories Limited	Loan & Advances	Mohali Green Environment Private Limited	141.16

**(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. As on 31.03.2023 there were eight NCD Holders namely Edelweiss Tokio Life Insurance Company Limited, DB International (Asia) Ltd, Edelweiss India Special Situations Fund, EC Special Situations Fund, Bank of America Singapore

Limited, Zuno General Insurance Limited, Edelweiss India Special Situations Fund and Edelweiss Tokio Life Insurance Company Limited. These NCDs are redeemable in 2024.

**(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.

**(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 2022-23 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.	0.91
	<b>Total</b>	<b>5.91</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 2022-23, the Board has accepted all the recommendations/submission of its' Committees.

**DEBENTURE TRUSTEE**

Vistra ITCL (India Limited)

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

**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, 2023.

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

[https://www.indswiflabs.com/wp-content/uploads/2018/07/Policy\\_for\\_determining\\_Material\\_Subsidiaries.pdf](https://www.indswiflabs.com/wp-content/uploads/2018/07/Policy_for_determining_Material_Subsidiaries.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: 31.08.2023

#### Market Capitalisation and Price-Earnings Ratio:

Particulars	As on 31.03.2023	As on 31.03.2022
a. Closing Price (BSE) (₹).	55.24	66.40
b. Market Capitalization (₹ In Crores)	326.4	392.34
c. Price-Earnings Ratio	7.68	(68.45)

#### 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 31st March, 2023.

**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) 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 31st March, 2023 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.

**Vishal Arora**

Company Secretary

FCS No. 4566

CP No. 3645

UDIN: F004566E000890748

Place: Chandigarh

Date: 31.08.2023





## 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 2022-23.

**For Ind-Swift Laboratories Limited**

Sd/-

**Sunil Deshmukh**

Chief Executive Officer

Place: Chandigarh

Date: 31.08.2023

## 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, 2023. 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, 2023, 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.

Place: Chandigarh

Date: 31.08.2023

**For Avishkar Singhal & Associates**

Chartered Accountants

FRN: 017362N

**(CA Avishkar Singhal)**

Partner

Membership No. 098689

UDIN: 23098689BGWWPJ6490

## 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	102.26:1
		b	Mr. Himanshu Jain, Jt Managing Director	81.81:1
		c	Mr. Rishav Mehta, Executive Director	40.90:1
		d	Mr. Sahil Munjal, Executive Director	48.39:1
(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	NIL
		b	Mr. Himanshu Jain, Jt Managing Director	NIL
		c	Mr. Rishav Mehta, Executive Director	NIL
		d	Mr. Sahil Munjal, Executive Director	NIL
		e	Mr. Gagan Aggarwal, Chief Financial Officer	22%
		f	Mr. Pardeep Verma, Company Secretary	4%
		g	Mr. Sunil Deshmukh, Chief Executive officer	10%
(iii)	The percentage increase in the median remuneration of employees in the financial year		10.00%	
(iv)	The number of permanent employees on the rolls of the company as on 31 <sup>st</sup> March, 2023.		1496	
(v)	Average percentiles 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 8.5% increase in the salaries of employees as compared to the previous financial year, Due to the annual increment cycle of the company. There is no increase in managerial remuneration.		
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.			



# 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, 2023, 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, 2023, 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 ("SAs"),

as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone 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. 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 31/03/2023 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) We draw attention to Note no. II of the accompanying standalone financial statements, which states that, during the year, company has sold investment in M/s Halcyon Lifesciences Private Limited (HLSPL) at a loss of ₹2664.78 Lakh. The HLSPL ceased to be subsidiary of the company as on 31-03-2023.
- b) We draw attention to Note no. X of the accompanying standalone financial statements, which states that, during the year, the company extended a further loan of ₹40.34 Crore to Ind Swift Limited (Related Party) at 10% rate of interest.

“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 2022-23 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, 2023 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, 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, 2023 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) 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: 23098689BGWWPJ6490

Place of Signature: Chandigarh  
Date: 29.05.2023



## 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.
- (a) (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 - Flat No. 304 offices no. 102 & 103	333.74	Sh. N.R. MUNJAL	Managing Director	Flat 304 : 29/ March/2004 Office 102 & 103 04/March/2011	The Flats No. 304 in Andheri West in Mumbai was initially purchased by Sh. N.R. Munjal, Managing Director and availed a loan of the same in its own name. During the currency of the loan the flat was taken over by the company and the same could not be transferred in the name of the Company till the tenure of the loan. Since the loan has been repaid so Company will initiate the process of transfer of the Flat. 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 lakhs)	Balance Outstand- ing (in Lakhs)
Loan	Ind Swift Limited	10000	9521.015
Guarantee	Essix BioSciences		495.44

(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 ₹42.13 Lakhs. 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 30th 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	238.35	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
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)

- (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 2022-23 and in the immediately preceding financial year 2021-22.

(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

Place of Signature: Chandigarh

Date: 29.05.2023

Membership No.: 098689

UDIN:



## 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, 2023 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, 2023, 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

Place of Signature: Chandigarh  
Date: 29.05.2023

Membership No.: 098689  
UDIN:



# Standalone Balance Sheet

As on 31<sup>st</sup> March, 2023

(₹ in Lacs)

PARTICULARS	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>ASSETS</b>			
<b>Non-current assets :</b>			
Property, Plant and Equipment	I	58,315.11	62,491.62
Right of Use - Land		185.05	187.37
Capital work-in progress		770.77	930.89
Investment property	I	242.48	270.71
Intangible assets under development		-	100.00
<b>Financial Assets</b>			
a) Investments	II		
- In subsidiaries and associates		7,792.50	10,498.88
- In Others		719.55	568.80
b) Other Non-current Financial Assets	III	314.28	283.91
Deferred tax assets (net)	IV	2,985.09	5,038.20
Other non-current assets	V	95.60	104.95
<b>TOTAL NON-CURRENT ASSETS</b>		<b>71,420.44</b>	<b>80,475.33</b>
<b>Current Assets</b>			
Inventories	VI	42,754.39	41,399.51
<b>Financial Assets</b>			
(a) Trade receivables	VII	46,949.30	42,835.15
(b) Cash and cash equivalents	VIII	995.71	937.98
(c) Other current financial Assets	IX	2,696.96	4,908.91
Other current assets	X	13,871.01	9,533.58
Assets held-for-sale		139.51	200.95
<b>TOTAL CURRENT ASSETS</b>		<b>107,406.87</b>	<b>99,816.09</b>
<b>GRAND TOTAL</b>		<b>178,827.31</b>	<b>180,291.42</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	XI	5,980.58	5,980.58
(b) Other Equity	XII	61,554.20	57,275.06
<b>TOTAL EQUITY</b>		<b>67,534.78</b>	<b>63,255.64</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(a) Borrowings	XIII	74,443.34	83,906.73
(b) Lease Liabilities		53.25	50.62
Non- Current Provisions		1,778.88	1,702.89
Other Non current Liabilities		12.34	14.87
<b>TOTAL NON- CURRENT LIABILITIES</b>		<b>76,287.82</b>	<b>85,675.11</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
(a) Borrowings	XIV	10,878.69	10,452.81
(b) Trade payables	XV		
MSME		189.62	186.83
Others		19,123.04	16,144.72
(c) Other Financial Liabilities	XVI	498.14	1,191.70
Current Provisions		1,187.35	496.11
Other current liabilities	XVII	3,127.88	2,888.49
<b>TOTAL CURRENT LIABILITIES</b>		<b>35,004.72</b>	<b>31,360.67</b>
<b>GRAND TOTAL</b>		<b>178,827.31</b>	<b>180,291.42</b>
Significant Accounting Policies	XLI		

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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjal**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

(₹ in Lacs)

	Note No.	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Revenue from Operation	XVIII	115,195.68	98,809.00
Other Income	XIX	3,328.22	4,249.69
<b>Total Income</b>		<b>118,523.90</b>	<b>103,058.69</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	XX	61,872.05	53,656.65
Purchase of Stock-in-trade		1,046.32	105.56
Change in Inventories of FG/WIP/Stock in trade	XXI	(1,234.24)	(3,946.65)
Employee benefits expense	XXII	13,269.71	12,461.69
Financial Cost	XXIII	9,216.63	9,554.50
Depreciation & amortisation expenses	XXIV	5,736.22	13,096.95
Other Expenses	XXV	18,032.65	17,161.20
<b>TOTAL-B</b>		<b>107,939.35</b>	<b>102,089.90</b>
<b>Profit/(Loss) before exceptional items &amp; Tax</b>		<b>10,584.56</b>	<b>968.79</b>
<b>Exceptional items</b>			
Exceptional Item Loss (Profit)-Refer Note no II		2,664.78	169.24
<b>Profit/(Loss) before Tax</b>		<b>7,919.78</b>	<b>799.55</b>
<b>TAX EXPENSE:</b>			
Current Tax		1,612.35	496.11
Mat credit Utilisation\Expire		(297.53)	1,887.76
Deferred Tax (Liability)/(Assets)	IV	2,336.16	(1,091.69)
Income Tax Adjustment of Previous Years		21.59	78.30
<b>Total Tax expense</b>		<b>3,672.57</b>	<b>1,370.48</b>
<b>Profit/ (Loss) for the period from continuing Operation</b>		<b>4,247.20</b>	<b>(570.92)</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		(46.42)	61.83
Tax on Actuarial (Gain)/loss on remeasurements of employee benefits		14.48	(19.29)
<b>Other Comprehensive (Income)/Loss for the period, net of Tax</b>		<b>(31.94)</b>	<b>42.54</b>
<b>Total Comprehensive Income/(Loss) for the Period</b>		<b>4,279.14</b>	<b>(613.46)</b>
<b>Earning per equity share:</b>			
(1) Basic		7.19	(0.97)
(2) Diluted		7.19	(0.97)

Significant Accounting Policies

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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjaj**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

(₹ in Lacs)

	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extra-Ordinary Items	10,584.56	968.79
<b>ADJUSTMENTS FOR:</b>		
i) Depreciation	5,736.22	13,096.95
ii) Exchange (profit)/loss	(306.55)	375.44
iii) Interest on Term loans, NCDS & FD	8,351.90	8,853.75
iv) Interest received	(587.20)	(56.21)
v) Loss/(Profit) on sale of fixed assets	106.13	1,366.63
vi) Income tax adj of previous years	(21.59)	(9.02)
vii) Amortisation of Subsidy	(1.27)	(2.53)
viii) Profit on sale of Subsidiary	-	(1,066.12)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>23,862.19</b>	<b>23,527.67</b>
<b>ADJUSTMENTS FOR:</b>		
i) Trade & Other Receivables	(3,728.71)	(3,198.53)
ii) Inventories	(1,354.88)	(5,958.36)
iii) Other assets	(2,305.94)	(4,319.73)
iv) Current Liabilities	3,264.02	3,706.95
v) Working Capital Borrowing	(1,469.45)	(132.17)
	<b>(5,594.96)</b>	<b>(9,901.85)</b>
<b>Net Cash flow from operating Activities</b>	<b>18,267.23</b>	<b>13,625.82</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
i) Purchase of fixed Assets Tangible	(1,326.95)	(1,837.88)
ii) Sale of fixed assets	14.47	549.81
iii) (Purchase)/ Sale of Investments	(109.15)	1,507.80
iv) Interest Received	53.09	56.21
<b>Net Cash from investing activities</b>	<b>(1,368.54)</b>	<b>275.94</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(3,067.55)	(3,472.51)
ii) Interest paid on Term Loans & FD	(12,852.30)	(10,486.51)
III) Payment of Income Tax	(921.11)	-
<b>Net Cash flow from Financing Activities</b>	<b>(16,840.97)</b>	<b>(13,959.02)</b>
<b>Net increase in Cash or Cash Equivalents</b>	<b>57.72</b>	<b>(57.26)</b>
Opening Cash & Cash Equivalents	937.98	995.24
Closing Cash & Cash Equivalents	995.71	937.98
Add; unrealised Gain/(loss) in FCTR	-	-
<b>Closing Cash &amp; Cash Equivalents after FCTR</b>	<b>995.71</b>	<b>937.98</b>

Significant Accounting Policies

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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjal**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**Pardeep Verma**

VP - Compliance & CS

**Himanshu Jain**

Joint Managing Director

DIN-00014533

**Gagan Aggarwal**

Chief Financial Officer

# Standalone *Statement of Changes in Equity*

For the year ended 31<sup>st</sup> March, 2023

## 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 01.04.2021</b>	<b>59086865</b>	<b>5,908.69</b>	<b>71.90</b>	<b>5,980.58</b>
Issued in FY 21-22	0	-	-	-
<b>Balance as on 31.03.2022</b>	<b>59086865</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>59086865</b>	<b>5,908.69</b>	<b>71.90</b>	<b>5,980.58</b>

## B Other Equity [Refer note XII]

Particulars	Reserves and Surplus					Items of Other Comprehensive Income	Total other Equity
	Capital Redemption Reserve	Securities Premium	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit- liabilities /(assets)	
<b>Balance as at 01.04.2021</b>	<b>0.02</b>	<b>30,731.01</b>	<b>21,075.12</b>	<b>13,758.78</b>	<b>(7,444.99)</b>	<b>(231.42)</b>	<b>57,888.52</b>
Profit (Loss) for the Year	-	-	-	-	(570.92)	-	(570.92)
Other comprehensive income for the year (net of tax)	-	-	-	-	-	(42.54)	(42.54)
<b>Total comprehensive income for FY 21-22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(570.92)</b>	<b>(42.54)</b>	<b>(613.46)</b>
Issue Share for OCD	-	-	-	-	-	-	-
Depreciation on revalued assets	-	-	(1,425.91)	1,425.91	-	-	0.00
<b>Balance as at 31.03.2022</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>-</b>	<b>-</b>	<b>-</b>	<b>-</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>

### 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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjaj**

Chairman and Managing Director  
DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

## Note No. : I FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	AS ON 1 <sup>ST</sup> APRIL, 2022	ADDITION	SALE/ TRANSFER	CLASSIFIED AS ASSET HELD FOR SALE/ AMORTISATION	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 1 <sup>ST</sup> APRIL, 2022	DURING THE PERIOD	WRITE BACK/ CLASSIFIED AS ASSET HELD FOR SALE	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 31 <sup>ST</sup> MARCH, 2022
<b>TANGIBLE ASSETS:</b>											
LAND FREE HOLD	5,393.93	-	-	-	5,393.93	-	-	-	5,393.93	5,393.93	5,393.93
FACTORY BUILDINGS	23,974.96	147.02	-	-	24,121.98	8,010.43	751.56	-	15,359.99	15,964.53	15,964.53
OFFICE BUILDINGS	282.99	-	-	-	282.99	89.33	4.43	-	189.22	193.65	193.65
R&D BUILDINGS	2,391.47	-	-	-	2,391.47	998.59	75.42	-	1,317.47	1,392.88	1,392.88
BUILDING - PILOT PLANT	170.22	-	-	-	170.22	90.64	5.26	-	74.31	79.57	79.57
PLANT&MACHINERY	84,042.92	1,005.77	-	-	85,048.69	48,655.03	4,211.57	-	32,182.09	35,387.89	35,387.89
R&D MACHINERY	7,708.54	180.50	-	-	7,889.05	5,565.40	270.29	-	2,053.37	2,143.15	2,143.15
PLANT & MACHINERY - PILOT PLANT	392.34	-	-	-	392.34	313.00	17.10	-	62.24	79.34	79.34
ELECTRIC INSTALLATIONS	4,712.75	55.50	-	-	4,768.25	3,605.94	214.26	-	948.05	1,106.80	1,106.80
FURNITURE & FIXTURES	564.77	23.04	-	-	587.81	461.93	13.35	-	112.53	102.84	102.84
OFFICE EQUIPMENTS	412.32	12.62	-	-	424.94	336.69	19.97	-	68.28	75.63	75.63
COMPUTER & PERIPHERALS	479.21	53.77	-	-	532.98	376.77	47.85	-	108.36	102.43	102.43
VEHICLES	804.86	71.55	(53.21)	-	823.20	335.90	74.63	(32.61)	445.28	468.96	468.96
<b>TOTAL (A)</b>	<b>131,331.27</b>	<b>1,549.77</b>	<b>(53.21)</b>	<b>-</b>	<b>132,827.83</b>	<b>68,839.65</b>	<b>5,705.68</b>	<b>(32.61)</b>	<b>74,512.72</b>	<b>58,315.11</b>	<b>62,491.62</b>
<b>INVESTMENT PROPERTY</b>											
FLATS & OFFICE	333.74	-	-	-	333.74	63.03	28.23	-	242.48	270.71	270.71
<b>TOTAL (B)</b>	<b>333.74</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>333.74</b>	<b>63.03</b>	<b>28.23</b>	<b>-</b>	<b>91.26</b>	<b>242.48</b>	<b>270.71</b>
<b>TOTAL(A+B)</b>	<b>131,665.01</b>	<b>1,549.77</b>	<b>(53.21)</b>	<b>-</b>	<b>133,161.58</b>	<b>68,902.68</b>	<b>5,733.91</b>	<b>(32.61)</b>	<b>74,603.98</b>	<b>58,557.60</b>	<b>62,762.34</b>
<b>PREVIOUS YEAR</b>	<b>131,410.70</b>	<b>2,012.38</b>	<b>(1,652.02)</b>	<b>(106.05)</b>	<b>131,665.01</b>	<b>56,359.75</b>	<b>13,094.64</b>	<b>(551.71)</b>	<b>68,902.68</b>	<b>62,762.34</b>	<b>75,050.95</b>

i) Depreciation on revalued assets amounting to ₹1308.40 Lacs [P.Y. ₹1425.91] 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 ₹333.74 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 Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

Title deeds of Immovable Property not held in name of the Company							(₹ In Lakhs)
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	Flat No 304 offices no 102 & 103	333.74	N.R. MUNJAL	Managing Director	Flat 304 : 29/ March/2004 Office 102 & 103 04/ March/2011	The Flats No. 304 in Andheri West in Mumbai was initially purchased by Sh. N.R.Munjhal, Managing Director and availed a loan of the same in its own name. During the currency of the loan the flat was taken over by the company and the same could not be transferred in the name of the Company till the tenure of the loan. Since the loan has been repaid so Company will initiate the process of transfer of the Flat. The Offices No. 102 &103 were purchased in the name of Sh.N.R. Munjal 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 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	Closing Balance
PLANT&MACHINERY	749.94	861.32	974.45	636.81
ELECTRIC INSTALATIONS	47.64	81.14	55.50	73.28
FACTORY BUILDINGS	130.43	76.61	147.02	60.01
FREIGHT	2.87	0.98	3.20	0.66
<b>Total</b>	<b>930.89</b>	<b>1,020.05</b>	<b>1,180.17</b>	<b>770.77</b>

### (vi) CWIP AGEING : TANGIBLE (₹ in Lacs)

CWIP	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	579.39	131.07	40.75	19.55	770.77
Projects temporarily suspended	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>579.39</b>	<b>131.07</b>	<b>40.75</b>	<b>19.55</b>	<b>770.77</b>

No CWIP project is overdue or has exceeded its cost compared to its original plan.

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## (vii) Capital Work In Process (Intangible)

(₹ in Lacs)

DESCRIPTION	Opening Balance	Addition	Written off	Closing Balance
Software in Progress	100.00	0.00	100.00	0.00

## (vi) 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, 2023	As at 31 <sup>st</sup> March, 2022
<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		
7,35,00,000 (PY 1,01,00,000) Equity Share of ₹10/- each fully paid up.	7,248.40	7,248.40
iii) Investment in Halcyon Life Sciences Pvt Ltd*		
4,56,38,260 Equity Share of ₹10/- each fully paid up.	-	2,706.38
<b>TOTAL</b>	<b>7,792.50</b>	<b>10,498.88</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) Ltd		
1,40,625 Equity Share of ₹10/- each fully paid	14.06	14.06
iii) Investment in Mohali green investment Pvt. Ltd		
1,85,000 shares of ₹10/- each	18.50	18.50
iv) Investment in Indis Healthcare		
Share Capital	150.00	-
v) Investment in MJM Remedies Private Ltd		
Share Capital	0.75	-
<b>TOTAL</b>	<b>719.55</b>	<b>568.80</b>
<b>GRAND TOTAL</b>	<b>8,512.05</b>	<b>11,067.68</b>

\*During FY 2022-23, The Company Has Sold Its Entire Shareholding In M/S Halcyon Life Sciences Private Limited (HLSPL) To M/S Rn Chemicals & Pharmaceutical Private Limited, at an exceptional loss of ₹2664.78 lakhs. HLSPL Ceased To Be The Wholly Owned Subsidiary Of The Company As On 31.03.2023.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : III

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Non-Current Financial Assets</b>		
(a) Security Deposits	314.28	283.91
	<b>314.28</b>	<b>283.91</b>
*Includes securities deposits to Related Parties	6.50	6.50

### Note No. : IV

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Deferred Tax:</b>		
The Break Up of Deferred Tax Liabilities/(Assets) as at March 31, 2023 is as under:		
<b>Deferred Tax Liabilities</b>		
Taxable Temporary Difference on account of :		
Depreciation	4,428.15	4,926.72
<b>Total</b>	<b>4,428.15</b>	<b>4,926.72</b>
<b>Deferred Tax Assets</b>		
<b>Taxable Temporary Difference on account of :</b>		
Provision for Gratuity/EL Encashment/commission	717.45	666.51
Investment at FVTOCI	72.15	72.15
NCD valuation difference as per IND AS	3,233.45	6,133.59
<b>Total Deferred Tax Assets</b>	<b>4,023.05</b>	<b>6,872.25</b>
MAT Credit entitlement	3,390.19	3,092.67
<b>Deferred Tax Assets/(Liability) net</b>	<b>2,985.09</b>	<b>5,038.20</b>
<b>Deferred Tax Assets/(Liabilities) Charged to OCI</b>	<b>14.48</b>	<b>(19.29)</b>
<b>Deferred Tax Assets/(Liabilities) Charged to P&amp;L A/c</b>	<b>2,336.16</b>	<b>(1,091.69)</b>

### Note No. : V

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Non - Current Assets</b>		
<b>(Unsecured but Considered Good)</b>		
Capital Advances		
Others	95.60	104.95
<b>Total</b>	<b>95.60</b>	<b>104.95</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : VI

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) INVENTORIES</b>		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	9,128.57	8,928.77
Work in Process	18,928.33	19,142.25
Finished Goods*	11,712.91	10,264.75
Goods-in-Transit (Raw material)	1,693.97	1,920.46
Stores & Consumables	1,290.61	1,143.29
<b>Total</b>	<b>42,754.39</b>	<b>41,399.51</b>

\*Finished Goods inventory includes material lying at port

## Note No. : VII

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Trade Receivables</b>		
- Unsecured Considered good*	46,949.30	42,835.15
<b>Total</b>	<b>46,949.30</b>	<b>42,835.15</b>

\*Includes Amounts due from Related Parties

27,506.02

26,251.85

### Outstanding for following periods from due date of payment/Transaction

FY 2022-23

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	27,135.83	563.06	21.27	0.48	19,228.66	46,949.30
(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

### Outstanding for following periods from due date of payment/Transaction

FY 2021-22

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	22,637.60	884.55	84.33	0.00	19,228.66	42,835.15
(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, 2023

### Note No. : VIII

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Cash and Cash equivalents</b>		
Cash balance in hand	59.82	1.96
<b>Bank balances with Scheduled Banks :</b>		
Fixed Deposits With Banks*	911.54	908.16
Interest accrued	15.42	15.55
Current Accounts	8.92	12.31
<b>Total</b>	<b>995.71</b>	<b>937.98</b>

\*Fixed Deposits With banks include margin monies against LC

### Note No. : IX

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other current Financial assets</b>		
(a) Advance Custom Duty Paid /Export Incentive Scheme/RoDTEP	446.22	661.97
(b) GST refund receivable	1,755.29	3,057.94
(c) Financial Guarantee to related party	495.44	1,189.00
<b>Total</b>	<b>2,696.96</b>	<b>4,908.91</b>

### Note No. : X

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Current Assets</b>		
<b>(a) Loans and advances (Unsecured but considered good)</b>		
-Related Parties	9,680.65	5,276.80
-Others Advances to Creditors	2,684.92	2,699.49
<b>(b) Others</b>		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	564.00	575.39
-Advance Tax/TDS	483.21	440.56
-Prepaid Expenses	406.91	502.82
-Advances recoverable in cash or in kind or value to be received	51.33	38.52
<b>Total</b>	<b>13,871.01</b>	<b>9,533.58</b>

\* Loans/advances represents advances to related parties for business purpose only.

\* In the month of March 2023, company has provided another ₹40.34 crores loan to its group company Ind-swift Ltd at 10% Rate of interest.



# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XI

### SHARE CAPITAL

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<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	63.23
Equity Share Forfeited Account (175900 shares)	8.67	8.67
	<b>71.90</b>	<b>71.90</b>
<b>TOTAL</b>	<b>5,980.58</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	1,28,27,787	21.71	0.00%
IND SWIFT LTD.	94,99,720	16.08	0.00%
<b>Total</b>	<b>2,48,18,783</b>	<b>42.00</b>	<b>0.00%</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

During the Financial year 2022-23 there is no change of the promoters holding

## e) List of Shareholders holding more than 5 % shares

Name	No. of shares	No. of shares
	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Ind Swift Ltd	9,499,720	9,499,720
	16.08%	16.08%
Essix Biosciences Ltd	12,827,787	12,827,787
	21.71%	21.71%
EC Special Situations Fund	4,031,184	4,031,184
	6.82%	6.82%
Edelweiss India Special Situations Fund II	6,160,802	6,160,802
	10.43%	10.43%

## Note No. : XII

### Other Equity

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(A) Reserves &amp; surplus</b>		
<b>(a) Capital Redemption Reserve</b>	0.02	0.02
<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	19,649.21	21,075.12
Addition (decrease) during the year	-	-
Less: Depreciation charges on revalued assets trf to General reserve	1,308.40	1,425.91
	<b>18,340.81</b>	<b>19,649.21</b>
<b>(d) General Reserve</b>		
As per Last Balance Sheet	15,184.69	13,758.78
Add: Trf from ESOP	-	-
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,308.40	1,425.91
	<b>16,493.09</b>	<b>15,184.69</b>
<b>(e) Retained Earnings</b>		
As per Last Balance Sheet	(8,015.91)	(7,444.99)
Add: Profit(Loss) for the year closing	4,247.20	(570.92)
<b>Closing</b>	<b>(3,768.71)</b>	<b>(8,015.91)</b>
<b>TOTAL (A)</b>	<b>61,796.22</b>	<b>57,549.02</b>
<b>(B) Items of other Comprehensive Income</b>		
<b>(a) Remeasurement of the defined benefits liabilities /(assets)</b>		
Opening balance	(273.96)	(231.42)
Add/(Less): Movement during the year(net of Tax)	31.94	(42.54)
<b>Closing Balance</b>	(242.02)	(273.96)
<b>TOTAL (B)</b>	<b>(242.02)</b>	<b>(273.96)</b>
<b>TOTAL OTHER EQUITY(A+B)</b>	<b>61,554.20</b>	<b>57,275.06</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## 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.

**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

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non-current liabilities</b>		
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
Secured Loans		
a) Debentures		
(i) Non Convertible debenture*	74,334.45	78,792.73
b) Term Loans		
(i) From ARCs	-	4,986.92
c) Vehicle Loans	108.89	127.09
<b>TOTAL</b>	<b>74,443.34</b>	<b>83,906.73</b>
*NCDs of ₹743.34 crore is depicting the fair value of debentures in accordance with accounting standards whereas the actual liability payable as on 31-March-2023 is ₹667.96 crores		
<b>(b) Other Non Current Financial Liabilities</b>		
(i) Land Lease liability	53.25	50.62
	<b>53.25</b>	<b>50.62</b>
<b>Provisions</b>		
(i) Gratuity Payable	1,484.42	1,400.49
(ii) Compensated absences	294.46	302.40
<b>TOTAL</b>	<b>1,778.88</b>	<b>1,702.89</b>
<b>Other Non current Liabilities</b>		
(i) Deferred Income - Capital Subsidy	12.34	14.87
<b>TOTAL</b>	<b>12.34</b>	<b>14.87</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XIV

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Current Liabilities</b>		
<b>(a) Financial Liabilities</b>		
<b>Borrowings</b>		
<b>Secured Loan</b>		
(i) Borrowings for working capital.	4,479.13	5,948.59
(ii) Current Maturity of Term Loans from Banks/FI	5,018.96	3,067.25
<b>Unsecured Loan &amp; others</b>		
(i) Public Deposits	422.76	437.01
(ii) Interest accrued on bank borrowing & Others	957.83	999.97
<b>TOTAL</b>	<b>10,878.69</b>	<b>10,452.81</b>

### (a) Maturity profile of term Loans:-

Secured loan from Banks/ARC outstanding as on 31.03.2023

Particulars & Interest Rate	Amount (in Lacs)	Instalment Due F.Y 2023-24	After F.Y 2023-24
NCD (Edelweiss)	74,334.45	-	74,334.45
Edelweiss Asset Reconstruction Company Ltd (Trustee)	4,999.00	4,999.00	-
Vehicle Loans	108.89	19.96	88.93
<b>Total</b>	<b>79,442.34</b>	<b>5,018.96</b>	<b>74,423.38</b>

- (b) The NCDS amounting to ₹424.50 crores raised through private placement of 10 % Secured Listed Rated Redeemable. It consists of 4245 Numbers of Non- Convertible Debentures @ ₹10 Lacs each redeemable at premium at the end of 6 years so that the total IRR on the amount so raised shall be 20 %.
- (c) Edelweiss Assets Reconstruction Company Limited (EARCL) Term loan of ₹132 Crores @ 9% p.a payable in 23 quarterly instalments starting from 30.09.18. The current outstanding amount is ₹49.99 crores
- (d) During the year under review the Company has made re-payment of Fixed Deposits amounting to ₹42.13 Lakhs. 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 repayments due to which the amount due to them remain unclaimed as at the year end. The Company is committed to make those repayments as and when the valid claim for the same is filed by the respective Deposit holder.

### e) DETAIL OF CHARGES ON ASSETS

- (1) The Non Convertible Debenture (NCD) of ₹424.50 crores ; Edelweiss Assets Reconstruction Company limited debt of ₹49.99 crores (P.Y ₹74.99 crores) is secured as under :
- a first ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of "Security trustee 1" for the benefit of the respective lenders and
  - a second ranking pari passu charge over the entire current assets on the borrower in favour of "Security trustee 2" for the benefit of the respective lenders and
  - unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security Trustee 1" for benefit of the respective lenders and

## Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

- (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and
- (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

Note: The Company has appointed M/s Vistra (ITCL) Limited as Debenture Trustee for the benefit of the NCDs & M/s IDBI Trusteeship Services limited as the Security Trustee to hold the Security on behalf of all the lenders including the NCD holders.

- 2) Bank borrowings for working capital ₹44.79 crores (P.Y. ₹59.49 Crores) from Bank of India & I.D.B.I., are secured by :-
  - (i) a first ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee " for the benefit of the respective lenders and
  - (ii) a second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of "Security trustee" for the benefit of the respective lenders and
  - (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee in the favour of the " Security Trustee " for benefit of the respective lenders and
  - (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee" in the favour of the "Security Trustee " for the benefit of the respective lenders and
  - (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

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:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) MSME	189.62	186.83
(ii) Other Creditors	19,123.04	16,144.72
<b>Total</b>	<b>19,312.67</b>	<b>16,331.56</b>

\*Includes Amounts due to Related Parties

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, 2023. 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.

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

PARTICULARS	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
(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	186.83
- 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.		

### Outstanding for following periods from due date of payment/Transaction

FY 2022-23

S. No.	Particulars	less than 1 year	1 - 2 years	2 - 3 year	More than 3 years	Total
1	MSME	189.62	0.00	0.00	0.00	189.62
2	Others	18,508.71	425.17	185.41	3.75	19,123.04
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>18,698.34</b>	<b>425.17</b>	<b>185.41</b>	<b>3.75</b>	<b>19,312.67</b>

### Outstanding for following periods from due date of payment/Transaction

FY 2021-22

S. No.	Particulars	less than 1 year	1 - 2 years	2 - 3 year	More than 3 years	Total
1	MSME	186.83	0.00	0.00	0.00	186.83
2	Others	15,869.95	251.50	18.12	5.16	16,144.72
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>16,056.78</b>	<b>251.50</b>	<b>18.12</b>	<b>5.16</b>	<b>16,331.56</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XVI

### Other Financial Liabilities

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Land Lease	2.70	2.70
(ii) Financial Guarantee to Related party	495.44	1,189.00
	<b>498.14</b>	<b>1,191.70</b>
<b>Current Provisions</b>		
(i) Income Tax	1,187.35	496.11
<b>TOTAL</b>	<b>1,187.35</b>	<b>496.11</b>

## Note No. : XVII

### Other Current Liabilities:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Advances from Customers	1,058.99	1,058.08
(ii) Statutory Liabilities	595.94	575.87
(iii) Expenses Payable	1,470.41	1,252.01
(iv) Current Maturity of Government Grants	2.53	2.53
<b>TOTAL</b>	<b>3,127.88</b>	<b>2,888.49</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:

	Year Ended 31 <sup>st</sup> March, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
<b>Type of goods or service</b>		
<b>Sales of APIs</b>		
Sale of manufactured Products	114,754.16	98,684.94
Sale of Services	4.61	14.27
Sale of traded Products	436.91	109.78
<b>Total</b>	<b>115,195.68</b>	<b>98,809.00</b>
Revenue within India	26,602.96	24,268.99
Revenue Outside India	88,592.73	74,540.01
<b>Total</b>	<b>115,195.68</b>	<b>98,809.00</b>
Timing of revenue recognition		
Goods transferred at a point in time	115,195.68	98,809.00
<b>Total</b>	<b>115,195.68</b>	<b>98,809.00</b>

## Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

### 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, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
<b>Contract Assets</b>		
Trade receivables	46,949.30	42835.15
<b>Contract liabilities</b>		
Advances from customers	1,058.99	1058.08

### 3) Reconciling the amount of revenue recognised in the statement of P&L with the contracted price

	Year Ended 31 <sup>st</sup> March, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
Revenue as per contracted price	1,15,717.30	99,758.64
<b>Adjustments</b>		
Sales return	521.62	949.64
<b>NET TOTAL</b>	<b>1,15,195.68</b>	<b>98,809.00</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, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
Advances from customers	1,058.99	1,058.08
<b>TOTAL</b>	<b>1,058.99</b>	<b>1,058.08</b>

### Note No. : XIX

#### OTHER INCOME

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Export Incentive & other Operating Income	862.41	1,417.39
Forex Fluctuations-Gain (Expenses)	1,808.68	1,435.46
Interest Income	587.20	56.21
Other Non operating Income	69.92	1,340.63
<b>Total</b>	<b>3,328.22</b>	<b>4,249.69</b>





# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XX

### EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>COST OF MATERIAL CONSUMED/SOLD</b>		
Opening Stock	10,849.22	9,065.41
Add :-		
Purchases	62,891.69	55,546.02
	<b>73,740.91</b>	<b>64,611.43</b>
Less: Closing Stock	10,822.54	10,849.22
<b>TOTAL</b>	<b>62,918.37</b>	<b>53,762.21</b>

## Note No. : XXI

### INCREASE /DECREASE IN INVENTORY

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Opening Stock		
Work in Process	19,142.25	16,565.42
Finished Goods	10,264.75	8,894.93
	<b>29,407.00</b>	<b>25,460.35</b>
Closing Stock		
Work in Process	18,928.33	19,142.25
Finished Goods/Stock in Trade	11,712.91	10,264.75
	<b>30,641.24</b>	<b>29,407.00</b>
<b>TOTAL</b>	<b>(1,234.24)</b>	<b>(3,946.65)</b>

## Note No. : XXII

### EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Directors Remuneration		
--Salary & Allowances	965.97	968.68
--Contribution to P.F.	0.86	0.86
Salary & Allowance	1,587.33	1,936.06
Salary & Wages	9,972.57	8,858.28
P.F. & Other Funds	364.30	352.48
Staff Welfare Expenses	129.62	129.92
Recruitment Expenses	2.78	2.30
Gratuity Premium	245.53	212.33
Training & Development Expenses	0.74	0.79
<b>TOTAL</b>	<b>13,269.71</b>	<b>12,461.69</b>

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXIII

#### FINANCE COST

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Interest on Term Loans	639.84	883.06
Interest on Debentures	7,712.06	7,970.69
Interest on Working Capital	287.38	291.53
Bank Charges & Others	577.36	409.22
<b>TOTAL</b>	<b>9,216.63</b>	<b>9,554.50</b>

### Note No. : XXIV

#### DEPRECIATION & AMORTISATION EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Depreciation	5,736.22	13,096.95
<b>TOTAL</b>	<b>5,736.22</b>	<b>13,096.95</b>

### Note No. : XXV

#### OTHER EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>MANUFACTURING EXPENSES</b>		
Job Work Charges	727.34	612.91
Power, Fuel & Water Charges	7,606.77	5,839.87
Stores & Spares	1,842.65	1,839.62
<b>Repair &amp; Maint. :</b>		
Plant & Machinery	394.85	352.07
Buildings	205.07	194.96
Electrical	176.89	181.07
Other Manufacturing Expenses	174.33	143.08
<b>TOTAL</b>	<b>11,127.91</b>	<b>9,163.59</b>
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Travelling & Conveyance	131.43	44.47
Auditors Remuneration :		
--Audit Fees	4.00	4.00
--Certification Fees	1.00	1.00
--Out of Pocket Exp.	0.91	0.65
Lease Rent - Short term	74.51	51.30
Rate fee & Taxes	213.20	174.65

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Insurance Charges	489.53	439.22
Legal & Professional Charges	468.17	434.61
Printing & Stationary	115.22	110.34
Vehicle Running & Maint.	242.96	263.86
Telephone & Postage	50.05	48.22
Office Expenses	88.31	80.38
Charity & Donation	4.31	3.77
Listing Fees	6.88	5.70
Books & Periodicals	1.38	3.45
Meeting, Membership & Subscription Fees	133.02	73.11
Security Expenses	147.41	133.75
Repair & Maintenance-General	331.42	327.70
Corporate Social Responsibility Expenses, (Refer note no XXXV)	31.80	22.27
Other Expenses	19.94	24.02
<b>TOTAL</b>	<b>2,555.46</b>	<b>2,246.49</b>
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity	4.37	0.98
Business Promotion	190.44	26.73
Commission on Sales	2,250.56	2,110.79
Packing Material	577.30	497.14
Freight Outward	1,095.94	1,614.77
Insurance Charges	91.46	92.14
ECCG Premium	20.13	6.08
Other expenses	12.97	35.86
<b>TOTAL</b>	<b>4,243.15</b>	<b>4,384.49</b>
Loss/(Profit) on Sale of Fixed Assets	6.13	656.55
Intangible Assets Written off	100.00	710.08
<b>TOTAL</b>	<b>106.13</b>	<b>1,366.63</b>
<b>Grand Total-Note No XXV</b>	<b>18,032.65</b>	<b>17,161.20</b>

## Note No. : XXVI

### Contingent liabilities and Commitments not provided for:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<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

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>B. Guarantees</b>		
-Performance Guarantee		
Export obligation in respect of custom duty :	81.73	77.73
Others	4.25	4.25
- Outstanding Guarantee furnished to banks in respect Letter of Credit	710.53	3485.62
<b>C. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	598.00	374.63

### 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.

### Note No. : XXVIII

Other expenses under head administrative expenses includes ₹3,85,000.00 (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, 2023	As at 31 <sup>st</sup> March, 2022
<b>Profit available for Basic EPS (A)</b>	<b>4,247.20</b>	<b>(570.92)</b>
Adjustment related to DEPS	0.00	0.00
<b>Profit available for Diluted EPS (A+B)</b>	<b>4,247.20</b>	<b>(570.92)</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>	7.19	(0.97)
<b>Diluted</b>	7.19	(0.97)

### 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.
<b>Joint ventures</b>	Indis Healthcare LLP
	MJM Remedies Ltd

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

<b>Key Management personnel/Directors</b>	Sh. N.R. Munjal, Chairman and Managing Director
	Sh. Himanshu Jain, Jt. Managing Director
	Sh. Rishav Mehta, Director
	Sh. Sahil Munjal, Director
	Sh. Sunil Deshmukh, CEO
	Sh. Gagan Aggarwal, Chief Financial Officer
	Sh. Pardeep Verma, AVP- Compliance & CS
<b>Others (Entities in which KMP or their relative is a Director or KMP or their relative exercises control)</b>	Dashmesh Medicare Private Limited
	Essix Biosciences Limited;
	Ind Swift Limited
	Nimbua Green Field (Punjab) Limited
	Mohali Green Environment Private Limited
	Punjab Renewable Energy Pvt Ltd.
	Saidpura Envirotech Private Limited
	Swift Fundamental Research & Education Society
	Sislax Pharma Pvt. Ltd.
	Vibrant Agro Industries Limited

(₹ in Lacs)

Particulars	Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control)		Subsidiary		Joint Ventures	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>Nature of Transactions</b>						
<b>1) Transactions during the year</b>						
Purchase	5,409.65	5,922.05	-	5.25	-	-
Sales	5,547.83	5,966.80	12,939.51	11,544.48	-	-
Salary	1,176.42	1,167.27				
Expenses	702.37	598.06				
<b>2) Outstanding Balances</b>						
Investment	568.80	568.80	7,792.50	10,498.88	150.75	-
Loan & Advances Given	9,680.65	5,276.80	-	-	-	-
Security Deposits	6.50	6.50	-	-	-	-
Debtors	24,183.90	22,811.83	3,322.12	3,440.01	-	-
Creditors	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 Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### 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	18.47	0.19%
Related Parties	9,662.18	99.81%
<b>Total</b>	<b>9,680.65</b>	<b>100%</b>

### Note No. : XXXI

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.

### Note No. : XXXII

Detail of Auditor's Remuneration (i.e. payment to Auditors)

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Statutory Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
<b>TOTAL</b>	<b>5,00,000</b>	<b>5,00,000</b>

### Note No. : XXXIII

#### Other Current Assets include due from KMPs

(₹ in Lacs)

	Year Ended 2022-23	Year Ended 2021-22	Maximum amount due during the year	
			2022-23	2021-22
CFO	12.76	12.76	12.76	12.76
CS	5.71	8.21	8.21	8.21

### Note No. : XXXIV

#### Foreign Currency Expenditure & Income :-

(₹ in Lacs)

	2022-23	2021-22
<b>1 Expenditure in Foreign Currency :</b>		
Commission on Sales	2621.87	1851.37
Others	227.61	89.54
<b>Total</b>	<b>2,849.49</b>	<b>1,940.91</b>
<b>2 Earnings in Foreign Currency</b>		
Sale of Goods	88,588.11	74,525.74
Sale of Services	4.61	14.27

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXXV

#### 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	30.02
(b) Amount Spent During the year	31.80
(i) Construction /acquisition of any asset	-
(ii) on Purpose other than (i) above	31.80
Balance carried forward to Next Years from current year	1.78
Opening Balance brought forwarded from previous year	58.13
Balance Lapse during the year	-
<b>Closing Balance carried forward to Next Year</b>	<b>59.91</b>

### Note No. : XXXVI

Ratios As on	Details for Calculations	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	Reason for major change
(a) Current Ratio	Current assets /current liabilities	3.07	3.18	
(b) Debt-Equity Ratios	Total Debt/Shareholders equity	1.73	2.16	
(c) Debt service coverage ratio	Net Operating Income /Annual debt+interest repayments due	1.66	1.73	
(d) Return on equity ratio	Net Income/ Shareholder Equity	8.63	-1.31	Due to profit in this year as compared to loss in last year
(e) Inventory turnover ratio	Net credit sale/Average Inventory	2.74	2.57	
(f) Trade receivable turnover ratio	Net credit sale/Average debtors	2.57	2.39	
(g) Trade payables turnover ratio	Net credit Purchase/Average Creditors	3.53	3.87	
(h) Net capital turnover ratio	Total Sales/Working Capital	1.59	1.44	
(i) Net profit ratio	Net Profit (Loss)/Net Sales	3.69	-0.58	Due to profit in this year as compared to loss in last year
(j) Return on capital employed	Net Profit (Loss)/Share holders Equity	8.63	-1.31	Due to profit in this year as compared to loss in last year
(k) Return on Investment	Current Value Of Investment - cost of Investment/Cost Of Investment	-2.65	-2.05	Due to Sale of Investment in Halcyon Life Sciences Pvt Ltd

## Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXXVII

#### 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, 2023 is as follows :-

(₹ in Lacs)	
Particulars	ROU Assets -Land
Balance as at April 2022	187.37
Addition	0.00
Depreciation	2.31
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>185.05</b>

The aggregate depreciation expenses on ROU assets is included under depreciation and amortisation expenses in statement of profit & loss account.

The break up of current & non current lease liabilities as at March 31<sup>st</sup>, 2023 is as under.

(₹ in Lacs)	
Particulars	As at 31 <sup>st</sup> March, 2023
Non Current Liability	53.25
Current Liability	2.70
<b>Total</b>	<b>55.95</b>

The movement in lease liabilities during the year ended March 31, 2023

(₹ in Lacs)	
Particulars	Year ended 31 <sup>st</sup> March, 2023
Balance at the beginning	53.32
Finance cost accrued during the period	5.33
Payments of Lease Liabilities	2.70
Balance at the end	55.96

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, 2023 on an undiscounted basis are as follows :

(₹ in Lacs)	
Particulars	Year ended 31 <sup>st</sup> March, 2023
Less than one year	2.97
One to five years	13.10
More than five years	2,612.93

Rental Expenses recorded for short term lease was ₹74.51 (PY ₹51.30) Lacs for the year ended 31-March-23



# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XXXVIII

### 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.
8. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

## Note No. : XXXIX

### 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	26,603	88,593	1,15,196
	(24,269)	(74,540)	(98,809)
RESULTS	8,129	33,210	41,338
	(8,565)	(28,859)	(37,424)

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

	In India	Outside India	Total
Less: Financial Expenses			9,217
			(9,553)
Less: Unallocated Expenses			24,887
			(31,152)
Add: Operating Income			3,328
			(4,172)
Add Exceptional Items(Expenses)			2,665
			(169)
Less: Income Tax Provision			1,612
			(496)
Add: Mat Credit entitlement			-
			-
Add: Deferred Tax			2,336
			(1,092)
Add : Mat Utilisation			(298)
			(1,888)
Profit\ (Loss) after Tax			4,247
			(571)
<b>OTHER INFORMATION</b>			
SEGMENT ASSETS	30,364	16,585	46,949
	(27,514)	(15,321)	(42,835)
UNALLOCATED ASSETS			1,31,878
			(1,37,456)
TOTAL ASSETS			1,78,827
			(1,80,291)
SEGMENT LIABILITIES	13,458	6,914	20,372
	(12,398)	(3,934)	(16,332)
UNALLOCATED LIABILITIES			1,58,456
			(1,63,960)
TOTAL LIABILITIES			1,78,827
			(1,80,291)
CAPITAL EXPENDITURE			1,327
			(391)
DEPRECIATION			5,736
			(13,097)
NON CASH EXPENSES OTHER THAN DEPRECIATION			106.13
			(1,366.63)

## 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 Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XL

### 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:

- a) 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.
- b) 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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
In Income Statement	24,800,494	21,885,813
In Other Comprehensive Income	(4,264,441)	6,182,960
<b>Total Expenses Recognized during the period</b>	<b>20,536,053</b>	<b>28,068,773</b>

#### Movements in the present value of the defined benefit obligation are as follows:

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Present Value of Obligation as at the beginning	168,113,588	146,003,548
Current Service Cost	13,881,488	13,146,741
Interest Expense or Cost	11,003,661	9,045,835
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	0	0
- change in financial assumptions	(7,096,417)	(3,225,271)
experience variance (i.e. Actual experience vs. assumptions)	2,399,840	8,597,636
- others		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	(4,434,847)	(5,454,901)
Acquisition Adjustment		
Effect of business combinations or disposals		
<b>Present Value of Obligation as at the end</b>	<b>183,867,313</b>	<b>168,113,588</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## 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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Current Liability (Short term)	35,424,973	28,064,998
Non-Current Liability (Long term)	148,442,340	140,048,590
<b>Present Value of Obligation</b>	<b>183,867,313</b>	<b>168,113,588</b>

## Movements in the fair value of the plan assets are as follows:

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>Fair Value of Plan Assets as at the beginning</b>	1,293,371	4,951,288
Investment Income	84,655	306,763
Employer's Contribution	3,926,449	1,648,276
Employee's Contribution		
Benefits Paid	(4,434,847)	(4,802,361)
Return on plan assets, excluding amount recognised in net interest expense	(54,829)	(810,595)
Acquisition Adjustment		
<b>Fair Value of Plan Assets as at the end</b>	<b>814,799</b>	<b>1,293,371</b>

## Expenses Recognised in the Income Statement is as follows

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Current Service Cost	13,146,741	12,081,040
Past Service Cost		
Loss/(Gain) on settlement		
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	8,739,072	7,794,935
<b>Expenses Recognised in the Income Statement</b>	<b>21,885,813</b>	<b>19,875,975</b>

## Expenses Recognised in the Other comprehensive income is as follows

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Actuarial (gains) / losses		
- change in demographic assumptions	0	0
- change in financial assumptions	(7,096,417)	(3,225,271)
- experience variance (i.e. Actual experience vs. assumptions)	2,399,840	8,597,636
- others		
Return on plan assets, excluding amount recognised assumptions)	432,136	810,595
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>(4,264,441)</b>	<b>6,182,960</b>

# Notes to Standalone Financial Statement

For the year ended 31<sup>st</sup> March, 2023

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Discount rate (per annum)	7.30%	6.55%
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.

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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Present Value of Obligation	183,867,313	168,113,588
Fair Value of Plan Assets	814,799	1,293,371
Surplus / (Deficit)	(183,052,514)	(166,820,217)
Effects of Asset Ceiling, if any		
Net Asset / (Liability)	(183,052,514)	(166,820,217)

### 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 ₹30.11 Lacs (Previous Year 2.44 Lacs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

### Note No. : XLI

Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

#### 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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjal**

Chairman and Managing Director  
DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

## Note No. : XLI

### 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 recognised 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 capitalised 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 derecognised.

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 recognised 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

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 amortised 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 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 capitalised as part of cost of assets. Other Borrowing costs are recognised as an expense in the period in which they are incurred.

#### **2.4 INVENTORIES**

Inventories are valued at lower of cost and net realisable value, Cost includes all charges in bringing the goods to point of sale. Cost is determined as follows.

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 realisable value whichever is less.

2.4.3 Finished Goods are valued at cost and an appropriate share of production overheads or net realisable 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. Recognise revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognised 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 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 recognised 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 recognised 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 recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised 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



# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 recognised.

## 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 recognised 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 realisable 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 (ROCTL), are recognised 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 recognised when the performance obligation to render the services are completed as per contractually agreed terms.

### Dividend

Revenue is recognised 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 exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognised 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 recognised 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

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised 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 recognised 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 recognised 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 recognised 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 recognised 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 liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 utilised. Such deferred tax assets and liabilities are not recognised 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 recognised if the temporary difference arises from the initial recognition of

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 realised, 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 recognised 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 realised.

### 2.9.3 Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised 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 recognised 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 recognised 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 recognised in Consolidated Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

### 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 recognised 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

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 recognised immediately in statement of profit and loss. Subsequent measurement: Financial assets at amortised cost. Financial assets are subsequently measured at amortised 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 amortised 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 recognised in the statement of profit and loss.

## **Financial liabilities**

### **Recognition of Financial liabilities**

Financial liabilities are measured at amortised 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 recognised 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 recognised by the Company are recognised 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.

# Notes to *Standalone Financial Statement*

For the year ended 31<sup>st</sup> March, 2023

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 recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised 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 realisation 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.

## 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 recognised 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.

# **CONSOLIDATED** *Financial Statements*



# 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, 2023, 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, 2023, 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. 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 31/03/2023 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) We draw attention to Note no. II of the accompanying Consolidated financial statements, which states that, during the year, company has sold investment in M/s Halcyon Lifesciences Private Limited (HLSPL) at a loss of ₹2664.78 Lakh. The HLSPL ceased to be subsidiary of the company as on 31-03-2023.
- b) We draw attention to Note no. X of the accompanying Standalone financial statements, which states that, during the year, the company extended a further loan of ₹40.34 Crore to Ind Swift Limited (Related Party) at 10% rate of interest.

“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 2022-23 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, 2023 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 ₹14717.13 lakhs (before Consolidated adjustments) as at March 31, 2023, total revenues of ₹19491.68 Lakhs (before Consolidated adjustments) and total net profit/(loss) after tax of ₹489.16 (before Consolidated adjustments) and total comprehensive income/(loss) of ₹489.16 Lakhs (before Consolidated adjustments) 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, 2023 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, 2023, 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, 2023 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) No dividend has been declared or paid during the year by the holding Company.

Place of Signature: Chandigarh  
Date: 29.05.2023

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

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

## 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 2022, 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:

Place of Signature: Chandigarh

Date: 29.05.2023

## 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")**

#### **To the Members of Ind-Swift Laboratories Limited**

In conjunction with our audit of the consolidated financial statements of Ind Swift Laboratories Limited as of and for the year ended March 31, 2023, 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, 2023, 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

Place of Signature: Chandigarh  
Date: 29.05.2023

Membership No.: 098689  
UDIN:



# Consolidated Balance Sheet

As on 31<sup>st</sup> March, 2023

(₹ in Lacs)

PARTICULARS	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>ASSETS</b>			
<b>Non-current assets :</b>			
Property, Plant and Equipment	I	58,318.95	62,565.30
Right of Use - Land		185.05	187.37
Capital work-in progress		770.77	930.89
Investment property	I	242.48	270.71
Intangible assets under development		-	100.00
<b>Financial Assets</b>			
a) Investments	II		
- In subsidiaries and associates		-	-
- In Others		3,033.60	2,906.27
b) Other Non-current Financial Assets	III	321.52	290.90
Deferred tax assets (net)	IV	2,986.72	5,189.83
Other non-current assets	V	95.60	104.95
<b>TOTAL NON-CURRENT ASSETS</b>		<b>65,954.70</b>	<b>72,546.23</b>
<b>Current Assets</b>			
Inventories	VI	43,860.32	42,850.03
<b>Financial Assets</b>			
(a) Trade receivables	VII	50,531.69	45,478.40
(b) Cash and cash equivalents	VIII	1,819.98	2,147.76
(c) Other current financial Assets	IX	2,696.96	4,908.91
Other current assets	X	17,403.24	11,947.18
Assets held-for-sale		139.51	200.95
<b>TOTAL CURRENT ASSETS</b>		<b>116,451.70</b>	<b>107,533.24</b>
<b>GRAND TOTAL</b>		<b>182,406.40</b>	<b>180,079.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	XI	5,980.58	5,980.58
(b) Other Equity	XII	62,212.49	54,116.65
<b>Equity attributable to equity holders of the Company</b>		<b>68,193.07</b>	<b>60,097.23</b>
(c) Non-Controlling interest	XII	-	(11.02)
<b>TOTAL EQUITY</b>		<b>68,193.07</b>	<b>60,086.21</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(a) Borrowings	XIII	75,259.96	84,778.35
(b) Lease Liabilities		53.25	50.62
Non- Current Provisions		1,778.88	1,702.89
Other Non current Liabilities		12.34	14.87
<b>TOTAL NON- CURRENT LIABILITIES</b>		<b>77,104.44</b>	<b>86,546.74</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
(a) Borrowings	XIV	10,894.26	10,469.89
(b) Trade payables	XV		
MSME		189.62	186.83
Others		20,209.82	17,408.44
(c) Other Financial Liabilities	XVI	498.14	1,191.70
Other current liabilities	XVII	3,664.79	3,336.49
Current Provisions		1,225.08	538.82
Foreign Currency Translation		427.17	314.35
<b>TOTAL CURRENT LIABILITIES</b>		<b>37,108.89</b>	<b>33,446.53</b>
<b>GRAND TOTAL</b>		<b>182,406.40</b>	<b>180,079.47</b>
Significant Accounting Policies	XLIV		

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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjaj**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**Pardeep Verma**

VP - Compliance & CS

**Himanshu Jain**

Joint Managing Director

DIN-00014533

**Gagan Aggarwal**

Chief Financial Officer

# Consolidated Statement of Profit & Loss

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

	Note No.	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Revenue from Operation	XVIII	120,731.00	103,873.36
Other Income	XIX	3,350.00	4,349.55
<b>Total Revenue</b>		<b>124,081.01</b>	<b>108,222.91</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	XX	65,746.32	57,583.95
Purchase of Stock-in-trade		1,046.32	105.56
Change in Inventories of FG/WIP/Stock in trade	XXI	(1,234.24)	(3,946.65)
Employee benefits expense	XXII	13,583.91	12,709.16
Financial Cost	XXIII	9,216.64	9,554.58
Depreciation & amortisation expenses	XXIV	5,736.22	13,103.87
Other Expenses	XXV	18,668.94	17,859.20
<b>TOTAL-B</b>		<b>112,764.10</b>	<b>106,969.67</b>
<b>Profit/(Loss) before exceptional items &amp; Tax</b>		<b>11,316.90</b>	<b>1,253.24</b>
<b>Exceptional items</b>			
Exceptional Item Loss (Profit)		2,664.78	
<b>Profit/(Loss) before Tax</b>		<b>8,652.12</b>	<b>1,253.24</b>
<b>TAX EXPENSE:</b>			
Current Tax		1,808.81	593.78
Mat credit Utilisation		(297.53)	1,887.76
Deferred Tax (liability)/(Assets)	IV	2,336.16	(1,091.69)
Income Tax Adjustment of Previous Years		21.59	78.30
<b>Total Tax expense</b>		<b>3,869.03</b>	<b>1,468.14</b>
<b>Profit/ (Loss) after tax and before share of profit (loss) in Joint Venture</b>		<b>4,783.08</b>	<b>(214.90)</b>
Share of profit (loss) in joint venture		(23.42)	-
<b>Profit/ (Loss) for the period from continuing Operation</b>		<b>4,759.66</b>	<b>(214.90)</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		(46.42)	61.83
Tax on Actuarial (Gain)/loss on remeasurements of employee benefits		14.48	(19.29)
<b>Other Comprehensive (Income)/Loss for the period, net of Tax</b>		<b>(31.94)</b>	<b>42.54</b>
<b>Total Comprehensive Income/(Loss) for the Period</b>		<b>4,791.60</b>	<b>(257.44)</b>
<b>Earning per equity share:</b>			
(1) Basic		8.10	(4.28)
(2) Diluted		8.10	(4.28)

## Significant Accounting Policies

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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjaj**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**Pardeep Verma**

VP - Compliance & CS

**Himanshu Jain**

Joint Managing Director

DIN-00014533

**Gagan Aggarwal**

Chief Financial Officer





# Consolidated Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extra-Ordinary Items	11316.90	1253.24
<b>ADJUSTMENTS FOR:</b>		
i) Depreciation	5,736.22	13,103.87
ii) Exchange (profit)/loss	(306.55)	375.44
iii) Interest on Term loans, NCDS, OCDs & FD	8,351.90	8,853.75
iv) Interest received	(587.20)	(56.21)
v) Loss/(Profit) on sale of fixed assets	106.13	1,366.63
vi) Income tax adj of previous years	(21.59)	(9.02)
vii) Amortisation of Subsidy	(1.27)	(2.53)
viii) Profit on sale of Subsidiary	-	(1,066.12)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>24,594.54</b>	<b>23,819.05</b>
<b>ADJUSTMENTS FOR:</b>		
i) Trade & Other Receivables	(3,667.85)	(2,617.63)
ii) Inventories	(1010.29)	(5,283.37)
iii) Other assets	(2,160.99)	(4,058.76)
iv) Current Liabilities	3,176.00	3,300.31
v) Working Capital Borrowing	(1469.45)	(132.17)
	<b>(5132.58)</b>	<b>(8791.64)</b>
<b>Net Cash flow from operating Activities</b>	<b>19461.96</b>	<b>15027.41</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
i) Purchase of fixed Assets Tangible	(1,277.07)	(1,841.49)
ii) Sale of fixed assets	14.47	549.81
iii) (Purchase)/ Sale of Investments	(127.33)	1,712.69
iv) Interest Received	53.09	56.21
<b>Net Cash from investing activities</b>	<b>(1336.83)</b>	<b>477.22</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(4590.89)	(3,601.18)
ii) Interest paid on Term Loans & FD	(12852.30)	(10,486.51)
iii) Payment of Income Tax	(1122.55)	-
<b>Net Cash flow from Financing Activities</b>	<b>(18,565.74)</b>	<b>(14,087.69)</b>
<b>Net increase in Cash or Cash Equivalents</b>	<b>(440.62)</b>	<b>1,416.94</b>
Opening Cash & Cash Equivalents	2147.76	1160.06
Closing Cash & Cash Equivalents	1819.98	2,147.76
Add; unrealised Gain/(loss) in FCTR	(112.83)	429.24
<b>Closing Cash &amp; Cash Equivalents after FCTR</b>	<b>1,707.15</b>	<b>2,577.00</b>

Significant Accounting Policies

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

The Company is following Indirect Method of cash flow.

## 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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjal**

Chairman and Managing Director  
DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**Pardeep Verma**

VP - Compliance & CS

**Himanshu Jain**

Joint Managing Director  
DIN-00014533

**Gagan Aggarwal**

Chief Financial Officer

# Consolidated Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2023

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

	No of Equity Shares	Amount of Equity issued	Shares Forfeited	Total Equity
<b>Balance as on 01.04.2021</b>	59086865	5908.69	71.90	5,980.58
Issued in FY 21-22	0	0.00	0.00	-
<b>Balance as on 31.03.2022</b>	59086865	5908.69	71.90	5,980.58
Issued in FY 22-23	0	0.00	0.00	-
<b>Balance as on 31.03.2023</b>	59086865	5908.69	71.90	5,980.58

## B Other Equity [Refer note XII]

Particulars	Reserves and Surplus			Items of Other Comprehensive Income	Total other Equity	Non- Controlling Interest	Total Equity			
	Capital Redemption Reserve	Securities Premium	Revaluation reserve					General Reserve	Profit & Loss	Capital reserves
<b>Balance as at 01.04.2021</b>	0.02	30,731.01	21,075.12	13,758.78	(7,624.22)	-	(231.42)	57,709.29	(8.97)	57,700.32
Profit (Loss) for the Year					(68.53)	-	-	(68.53)	-	(68.53)
Other comprehensive income for the year (net of tax)					(42.54)	-	(42.54)	(42.54)	-	(42.54)
<b>Total comprehensive income for FY 21-22</b>	-	-	-	-	(68.53)	-	(42.54)	(111.07)	-	(111.07)
Pursuant to acquisition of controlling interest in subsidiary					(112.30)	(3,369.27)	(3,481.57)	(11.02)	(3,492.59)	
Depreciation on revalued assets			(1,425.91)	1,425.91						
<b>Balance as at 31.03.2022</b>	0.02	30,731.01	19,649.21	15,184.69	(7,805.05)	(3,369.27)	(273.96)	54,116.65	(11.02)	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)
Other comprehensive income for the year (net of tax)					31.94		31.94			31.94
<b>Total comprehensive income for FY 22-23</b>	-	-	-	-	4,759.66	-	31.94	4,791.60	-	4,791.60

# Consolidated Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2023

## B Other Equity [Refer note XIII] (Contd.)

Particulars	Reserves and Surplus				Profit & Loss	Capital reserves	Total other Equity	Items of Other Comprehensive Income	
	Capital Redemption Reserve	Securities Premium	Revaluation reserve	General Reserve				(₹ in Lacs)	(₹ in Lacs)
Pursuant to acquisition of controlling interest in subsidiary					112.30	3,191.94	3,191.94	-	3,191.94
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>(2,933.09)</b>	<b>(177.33)</b>	<b>62,100.18</b>	<b>(242.02)</b>	<b>- 62,100.18</b>

### 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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjal**

Chairman and Managing Director  
DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

## Note No. : I FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	AS ON 1 <sup>ST</sup> APRIL, 2022	ADDITION	SALE/ TRANSFER	CLASSIFIED AS ASSET HELD FOR SALE/ AMORTISATION	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 1 <sup>ST</sup> APRIL, 2022	DURING THE PERIOD	WRITE BACK/ CLASSIFIED AS ASSET HELD FOR SALE	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 31 <sup>ST</sup> MARCH, 2023	AS ON 31 <sup>ST</sup> MARCH, 2022
<b>TANGIBLE ASSETS:</b>											
LAND FREE HOLD	5,393.93	-	-	-	5,393.93	-	-	-	5,393.93	5,393.93	5,393.93
FACTORY BUILDINGS	23,974.96	147.02	-	-	24,121.98	8,010.43	751.56	-	8,761.99	15,359.99	15,964.53
OFFICE BUILDINGS	282.99	-	-	-	282.99	89.33	4.43	-	93.77	189.22	193.65
R&D BUILDINGS	2,391.47	-	-	-	2,391.47	998.59	75.42	-	1,074.00	1,317.47	1,392.88
BUILDING - PILOT PLANT	170.22	-	-	-	170.22	90.64	5.26	-	95.90	74.31	79.57
PLANT&MACHINERY	84,042.92	1,005.77	-	-	85,048.69	48,655.03	4,211.57	-	52,866.60	32,182.09	35,387.89
R&D MACHINERY	7,708.54	180.50	-	-	7,889.05	5,565.40	270.29	-	5,835.68	2,053.37	2,143.15
PLANT & MACHINERY - PILOT PLANT	392.34	-	-	-	392.34	313.00	17.10	-	330.09	62.24	79.34
ELECTRIC INSTALLATIONS	4,713.26	55.50	-	-	4,768.76	3,606.43	214.26	-	3,820.69	948.06	1,106.80
FURNITURE & FIXTURES	579.36	23.04	-	-	602.40	475.80	13.35	-	489.16	113.24	102.84
OFFICE EQUIPMENTS	417.43	12.62	-	-	430.05	341.55	19.97	-	361.52	68.54	75.63
COMPUTER & PERIPHERALS	483.96	53.77	-	-	537.74	381.29	47.85	-	429.14	108.60	102.43
VEHICLES	857.07	71.55	(53.21)	-	875.41	385.50	74.63	(32.61)	427.52	447.89	468.96
<b>TOTAL (A)</b>	<b>131,408.45</b>	<b>1,549.77</b>	<b>(53.21)</b>	<b>-</b>	<b>132,905.01</b>	<b>68,912.99</b>	<b>5,705.68</b>	<b>(32.61)</b>	<b>74,586.06</b>	<b>58,318.95</b>	<b>62,491.62</b>
<b>INVESTMENT PROPERTY</b>											
FLATS & OFFICE	333.74	-	-	-	333.74	63.03	28.23	-	91.26	242.48	270.71
<b>TOTAL (B)</b>	<b>333.74</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>333.74</b>	<b>63.03</b>	<b>28.23</b>	<b>-</b>	<b>91.26</b>	<b>242.48</b>	<b>270.71</b>
<b>TOTAL(A+B)</b>	<b>131,665.01</b>	<b>1,549.77</b>	<b>(53.21)</b>	<b>-</b>	<b>133,161.58</b>	<b>68,902.68</b>	<b>5,733.91</b>	<b>(32.61)</b>	<b>74,603.98</b>	<b>58,557.60</b>	<b>62,762.34</b>
<b>PREVIOUS YEAR</b>	<b>131,410.70</b>	<b>2,012.38</b>	<b>(1,652.02)</b>	<b>(106.05)</b>	<b>131,665.01</b>	<b>56,359.75</b>	<b>13,094.64</b>	<b>(551.71)</b>	<b>68,902.68</b>	<b>62,762.34</b>	<b>75,050.95</b>

i) Depreciation on revalued assets amounting to ₹1308.40 Lacs [P.Y. ₹1425.91] 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 ₹333.74 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, 2023

Title deeds of Immovable Property not held in name of the Company						(₹ In Lakhs)
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	Flat No 304 offices no 102 & 103	333.74	N.R. MUNJAL	Managing Director	Flat 304 : 29/ March/2004 Office 102 & 103 04/ March/2011	The Flats No. 304 in Andheri West in Mumbai was initially purchased by Sh. N.R. Munjal, Managing Director and availed a loan of the same in its own name. During the currency of the loan the flat was taken over by the company and the same could not be transferred in the name of the Company till the tenure of the loan. Since the loan has been repaid so Company will initiate the process of transfer of the Flat. The Offices No. 102 & 103 were purchased in the name of Sh. N.R. Munjal 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 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	Closing Balance
PLANT&MACHINERY	749.94	861.32	974.45	636.81
ELECTRIC INSTALATIONS	47.64	81.14	55.50	73.28
FACTORY BUILDINGS	130.43	76.61	147.02	60.01
FREIGHT	2.87	0.98	3.20	0.66
<b>Total</b>	<b>930.89</b>	<b>1020.05</b>	<b>1180.17</b>	<b>770.77</b>

No CWIP project is overdue or has exceeded its cost compared to its original plan.

### (vi) CWIP AGEING : TANGIBLE (₹ in Lacs)

CWIP	< 1 Year	1-2 Years	2-3- Years	> 3 Years	Total
Projects In Progress	579.39	131.07	40.75	19.55	770.77
Projects temporarily suspended	-	-	-	-	0.00
<b>Total</b>	<b>579.39</b>	<b>131.07</b>	<b>40.75</b>	<b>19.55</b>	<b>770.77</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### (vii) Capital Work In Process (Intangible)

(₹ in Lacs)

DESCRIPTION	Opening Balance	Addition	Written off	Closing Balance
Software in Progress	100.00	0.00	100.00	0.00

### (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, 2023	As at 31 <sup>st</sup> March, 2022
<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		
1,40,625 Equity Share of ₹10/- each fully paid	14.06	14.06
iii) Investment in Mohali green investment Pvt. ltd		
1,85,000 shares of ₹10/- each	18.50	18.50
iv) Investment in Indis Healthcare		
Share Capital	126.77	-
v) Investment in MJM Remedies Private Ltd		
Share Capital	0.55	-
<b>b) 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>3,033.60</b>	<b>2,906.27</b>

### Calculation of capital reserves on acquisition

Particulars	Fortune (India) cosntructions Ltd
Investment	7,248.40
Less: Fair value of identifiable net assets/ (net liabilities) acquired	7,071.07
Capital reseve arising on acquisition	<b>177.33</b>

### Note No. : III

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Non-Current Financial Assets</b>		
(a) Security Deposits	321.52	290.90
	<b>321.52</b>	<b>290.90</b>

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : IV

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Deferred Tax:</b>		
The Break Up of Deferred Tax Liabilities/(Assets)		
as at March 31, 2023 is as under:		
<b>Deferred Tax Liabilities</b>		
Taxable Temporary Difference on account of :		
Depreciation	4,426.52	4,924.67
<b>Total</b>	<b>4,426.52</b>	<b>4,924.67</b>
<b>Deferred Tax Assets</b>		
Taxable Temporary Difference on account of :		
Provision for Gratuity/EL Encashment/commission	717.45	666.51
Interest disallowed under section 43B	-	-
Investment at FVTOCI	72.15	72.15
NCD valuation difference as per IND AS	3,233.45	6,133.59
<b>Total Deferred Tax Assets</b>	<b>4,023.05</b>	<b>6,872.25</b>
MAT Credit entitlement	3,390.19	3,242.25
<b>Deferred Tax Assets/(Liability) net</b>	<b>2,986.72</b>	<b>5,189.83</b>
<b>Deferred Tax Assets/(Liabilities) Charged to OCI</b>	<b>14.48</b>	<b>(19.29)</b>
<b>Deferred Tax Assets/(Liabilities) Charged to P&amp;L A/c</b>	<b>2,336.16</b>	<b>(1,091.69)</b>

## Note No. : V

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Non - Current Assets</b>		
<b>(Unsecured but Considered Good)</b>		
Capital Advances		
Others	95.60	104.95
<b>Total</b>	<b>95.60</b>	<b>104.95</b>

## Note No. : VI

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) INVENTORIES</b>		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	9,128.57	8,928.77
Work in Process	18,928.33	19,142.25
Finished Goods*	12,818.84	11,713.08
Goods-in-Transit (Raw material)	1,693.97	1,920.46
Stores & Consumables	1,290.61	1,145.48
<b>Total</b>	<b>43,860.32</b>	<b>42,850.03</b>

\*Finished Goods inventory includes material lying at port

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : VII

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Trade Receivables</b>		
- Unsecured Considered good*	50,531.69	45,478.40
<b>Total</b>	<b>50,531.69</b>	<b>45,478.40</b>
*Includes Amounts due from Related Parties	24,876.30	23,504.24

### Note No. : VIII

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Cash and Cash equivalents</b>		
Cash balance in hand	77.98	20.41
<b>Bank balances with Scheduled Banks :</b>		
Fixed Deposits With Banks*	1,001.07	1,002.68
Interest accrued	15.42	15.55
Current Accounts	725.50	1,109.12
<b>Total</b>	<b>1,819.98</b>	<b>2,147.76</b>

\*Fixed Deposits With banks include Margin monies against LC

### Note No. : IX

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other current Financial assets</b>		
(a) Advance Custom Duty Paid /Export Incentive Scheme	446.22	661.97
(b) GST refund receivable	1,755.29	3,057.94
(c) Financial Guarantee to related party	495.44	1,189.00
<b>Total</b>	<b>2,696.96</b>	<b>4,908.91</b>

### Note No. : X

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Other Current Assets</b>		
<b>(a) Loans and advances (Unsecured but considered good)</b>		
-Related Parties	9,680.65	5,276.80
-Others Advances to Creditors	6,025.53	4,808.25
<b>(b) Others</b>		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	743.38	866.10
-Advance Tax/TDS	495.45	454.69
-Prepaid Expenses	406.91	502.82
-Advances recoverable in cash or in kind or value to be received	51.33	38.52
<b>Total</b>	<b>17,403.24</b>	<b>11,947.18</b>

\* Loans/advances represents advances to Related parties for Business purpose only.

\* In the month of March 2023, company has provided another ₹40.34 crores loan to its group company Ind-swift Ltd at 10% Rate of interest.



# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XI

### SHARE CAPITAL

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<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	63.23
Equity Share Forfeited Account (175900 shares)	8.67	8.67
	<b>71.90</b>	<b>71.90</b>
<b>TOTAL</b>	<b>5,980.58</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	1,28,27,787	21.71	0.00%
IND SWIFT LTD.	94,99,720	16.08	0.00%
<b>Total</b>	<b>2,48,18,783</b>	<b>42.00</b>	<b>0.00%</b>

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

During the Financial year 2022-23 there is no change of the promoters holding

## e) List of Shareholders holding more than 5% shares

Name	No. of shares	No. of shares
	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Ind Swift Ltd	9,499,720	9,499,720
	16%	16%
Essix Biosciences Ltd	12,827,787	12,827,787
	22%	22%
EC Special Situations Fund	4,031,184	4,031,184
	7%	7%
Edelweiss India Special Situations Fund II	6,160,802	6,160,802
	10%	10%

## Note No. : XII

### Other Equity

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(A) Reserves &amp; surplus</b>		
<b>(a) Capital Redemption Reserve</b>	0.02	0.02
<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	19,649.21	21,075.12
Addition (decrease) during the year	-	-
Less: Depreciation charges on revalued assets trf to General reserve	1,308.40	1,425.91
	<b>18,340.81</b>	<b>19,649.21</b>
<b>(d) General Reserve</b>		
As per Last Balance Sheet	15,184.69	13,758.78
Add: Trf from ESOP	-	-
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,308.40	1,425.91
	<b>16,493.09</b>	<b>15,184.69</b>
<b>(e) Retained Earnings</b>		
As per Last Balance Sheet	(7,805.05)	(7,736.52)
Add: Profit(Loss) for the year closing	4,783.08	(68.53)
Add: Pursuant to sale of controlling interest	112.30	-
Share of profit (loss) in joint venture	(23.42)	-
<b>Closing</b>	<b>(2,933.09)</b>	<b>(7,805.05)</b>
<b>(f) Capital reserve</b>		
As per Last Balance Sheet	<b>(3,369.27)</b>	-
Add: Pursuant to acquisition/sale of controlling interest	<b>3,191.94</b>	<b>(3,369.27)</b>
<b>Closing</b>	<b>(177.33)</b>	<b>(3,369.27)</b>
<b>TOTAL (A)</b>	<b>62,454.51</b>	<b>54,390.61</b>

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Other Equity (Contd.)

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(B) Items of other Comprehensive Income</b>		
<b>(a) Remeasurement of the defined benefits liabilities /(assets)</b>		
<b>Opening balance</b>	(273.96)	(231.42)
Add/(Less): Movement during the year(net of Tax)	31.94	(42.54)
<b>Closing Balance</b>	(242.02)	(273.96)
<b>TOTAL (B)</b>	<b>(242.02)</b>	<b>(273.96)</b>
<b>Other Equity Attributable to equity holders of the Company(A+B)</b>	<b>62,212.49</b>	<b>54,116.65</b>

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(C) Non-Controlling interest</b>		
As per Last Balance Sheet	-	-
Add: Pursuant to acquisition of controlling interest	-	(11.02)
<b>Closing</b>	<b>-</b>	<b>(11.02)</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.

**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

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non-current liabilities</b>		
<b>Financial Liabilities</b>		
<b>(a) Borrowings</b>		
Secured Loans		
<b>a) Debentures</b>		
(i) Non Convertible debenture*	74,334.45	78,792.73
(ii) 0% Optionally Convertible Redeemable Debentures	816.62	871.62
<b>b) Term Loans</b>		
(ii) From ARCs	-	4,986.92

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Unsecured Loans:-</b>		
(i) Public Deposits	-	-
<b>c) Vehicle Loans</b>	108.89	127.09
<b>TOTAL</b>	<b>75,259.96</b>	<b>84,778.35</b>
*NCDs of ₹743.34 crore is depicting the fair value of debentures in accordance with accounting standards whereas the actual liability payable as on 31-March-2023 is ₹666.26 crores		
<b>(b) Lease Liability</b>		
(i) Land Lease	53.25	50.62
	<b>53.25</b>	<b>50.62</b>
<b>Provisions</b>		-
(i) Gratuity Payable	1,484.42	1,400.49
(ii) Compensated absences	294.46	302.40
<b>TOTAL</b>	<b>1,778.88</b>	<b>1,702.89</b>
<b>Other Non current Liabilities</b>		
(i) Deferred Income - Capital Subsidy	12.34	14.87
<b>TOTAL</b>	<b>12.34</b>	<b>14.87</b>

### Note No. : XIV

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Current Liabilities</b>		
<b>(a) Financial Liabilities</b>		
<b>Borrowings</b>		
<b>Secured Loan</b>		
(i) Borrowings for working capital.	4,479.13	5,948.59
(ii) Current Maturity of Term Loans from Banks/FI	5,018.96	3,067.25
<b>Unsecured Loan &amp; others</b>		
(i) Public Deposits	422.76	437.01
(ii) Others-Parties	15.57	17.08
(ii) Interest accrued on bank borrowing & Others	957.83	999.97
<b>TOTAL</b>	<b>10,894.26</b>	<b>10,469.89</b>

#### (a) Maturity profile of term Loans:-

Secured loan from Banks/ARC outstanding as on 31.03.2023

Particulars & Interest Rate	Amount (in Lacs)	Instalment Due F.Y 2023-24	After F.Y 2023-24
NCD (Edelweiss)	74,334.45	-	74,334.45
Edelweiss Asset Reconstruction Company Ltd (Trustee)	4,999.00	4,999.00	-
Vehicle Loans	108.89	19.96	88.93
<b>Total</b>	<b>79,442.34</b>	<b>5,018.96</b>	<b>74,423.38</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

- (b) The NCDS amounting to ₹424.50 crores raised through private placement of 10 % Secured Listed Rated Redeemable. It consists of 4245 Numbers of Non- Convertible Debentures @ Rs10 Lacs each redeemable at premium at the end of 6 years so that the total IRR on the amount so raised shall be 20 %.
- (c) Edelweiss Assets Reconstruction Company Limited (EARCL) Term loan of ₹132 Crores @ 9% p.a payable in 23 quarterly instalments starting from 30.09.18. The current outstanding amount is ₹49.99 crores
- (d) During the year under review the Company has made re-payment of Fixed Deposits amounting to ₹42.13 Lakhs. 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 30th March, 2013. Few of the fixed deposits holders have however not encashed their Fixed Deposits repayments due to which the amount due to them remain unclaimed as at the year end . The Company is committed to make those repayments as and when the valid claim for the same is filed by the respective Deposit holder.

### e) DETAIL OF CHARGES ON ASSETS

- (1) The Non Convertible Debenture ( NCD) of ₹424.50 crores ; Edelweiss Assets Reconstruction Company limited debt of ₹49.99 crores (P.Y ₹74.99 crores) is secured as under :
  - (i) a first ranking pari passu charge over the entire fixed assets ( both present and future ) of the borrower by way of an equitable mortgage, in favour of "Security trustee 1" for the benefit of the respective lenders and
  - (ii) a second ranking pari passu charge over the entire current assets on the borrower in favour of "Security trustee 2" for the benefit of the respective lenders and
  - (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee 1 in the favour of the "Security Trustee 1" for benefit of the respective lenders and
  - (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and
  - (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

Note: The Company has appointed M/s Vistra ( ITCL) Limited as Debenture Trustee for the benefit of the NCDs & M/s IDBI Trusteeship Services limited as the Security Trustee to hold the Security on behalf of all the lenders including the NCD holders.

- 2) Bank borrowings for working capital ₹44.79 crores (P.Y. ₹59.49 Crores) from Bank of India & I.D.B.I., are secured by :-
  - (i) a first ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee " for the benefit of the respective lenders and
  - (ii) a second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee " for the benefit of the respective lenders and
  - (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee in the favour of the " Security Trustee " for benefit of the respective lenders and
  - (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee " in the favour of the "Security Trustee " for the benefit of the respective lenders and

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

- (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.
- 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:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) MSME	189.62	186.83
(ii) Other Creditors	20,209.82	17,408.44
<b>Total</b>	<b>20,399.44</b>	<b>17,595.27</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.

(₹ in Lacs)

PARTICULARS	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
(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	186.83
- 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, 2023

## Note No. : XVI

### Other Financial Liabilities

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Land Lease	2.70	2.70
(ii) Financial Guarantee to Related party	495.44	1,189.00
	<b>498.14</b>	<b>1,191.70</b>
<b>Current Provisions</b>		
(i) Income Tax	1,225.08	538.82
<b>TOTAL</b>	<b>1,225.08</b>	<b>538.82</b>

## Note No. : XVII

### Other Current Liabilities:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Advances from Customers	1,532.62	1,471.33
(ii) Statutory Liabilities	597.16	575.99
(iii) Expenses Payable	1,532.48	1,286.65
(iv) Current Maturity of Government Grants	2.53	2.53
<b>TOTAL</b>	<b>3,664.79</b>	<b>3,336.49</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:

	Year Ended 31 <sup>st</sup> March, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
<b>Type of goods or service</b>		
<b>Sales of APIs</b>		
Sale of manufactured Products	120,289.48	103,749.31
Sale of Services	4.61	14.27
Sale of traded Products	436.91	109.78
<b>Total</b>	<b>120,731.00</b>	<b>103,873.36</b>
Revenue within India	26,990.69	24,993.25
Revenue Outside India	93,740.31	78,880.11
<b>Total</b>	<b>120,731.00</b>	<b>103,873.36</b>
Timing of revenue recognition		
Goods transferred at a point in time	120,731.00	103,873.36
<b>Total</b>	<b>120,731.00</b>	<b>103,873.36</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### 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, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
<b>Contract Assets</b>		
Trade receivables	53,853.81	48,918.41
<b>Contract liabilities</b>		
Advances from customers	1,532.62	1,471.33

### 3) Reconciling the amount of revenue recognised in the statement of P&L with the contracted price

	Year Ended 31 <sup>st</sup> March, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
Revenue as per contracted price	121,252.62	104,823.00
<b>Adjustments</b>		
Sales return	521.62	949.64
<b>NET TOTAL</b>	<b>120,731.00</b>	<b>103,873.36</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, 2023 (₹)	Year Ended 31 <sup>st</sup> March, 2022 (₹)
Advances from customers	1,532.62	1,471.33
<b>TOTAL</b>	<b>1,532.62</b>	<b>1,471.33</b>

### Note No. : XIX

#### OTHER INCOME

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Export Incentive & other Operating Income	862.41	1,417.39
Forex Fluctuations-Gain (Expenses)	1,808.68	1,476.32
Interest Income	587.20	56.21
Other Non operating Income	91.70	1,399.62
<b>Total</b>	<b>3,350.00</b>	<b>4,349.55</b>





# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XX

### EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>COST OF MATERIAL CONSUMED/SOLD</b>		
Opening Stock	10,849.22	9,420.03
Add :-		
Purchases	66,765.96	59,466.26
	<b>77,615.18</b>	<b>68,886.29</b>
Less: Closing Stock	10,822.54	11,196.77
<b>TOTAL</b>	<b>66,792.64</b>	<b>57,689.51</b>

## Note No. : XXI

### INCREASE /DECREASE IN INVENTORY

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Opening Stock		
Work in Process	19,142.25	16,565.42
Finished Goods	10,264.75	8,894.93
	<b>29,407.00</b>	<b>25,460.35</b>
Closing Stock		
Work in Process	18,928.33	19,142.25
Finished Goods/Stock in Trade	11,712.91	10,264.75
	<b>30,641.24</b>	<b>29,407.00</b>
<b>TOTAL</b>	<b>(1,234.24)</b>	<b>(3,946.65)</b>

## Note No. : XXII

### EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Directors Remuneration		
--Salary & Allowances	965.97	968.68
--Contribution to P.F.	0.86	0.86
Salary & Allowance	1,901.53	2,183.51
Salary & Wages	9,972.57	8,858.28
P.F. & Other Funds	364.30	352.49
Staff Welfare Expenses	129.62	129.92
Recruitment Expenses	2.78	2.30
Gratuity Premium	245.53	212.33
Training & Development Expenses	0.74	0.79
<b>TOTAL</b>	<b>13,583.91</b>	<b>12,709.16</b>

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXIII

#### FINANCE COST

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Interest on Term Loans	639.84	883.06
Interest on Debentures	7,712.06	7,970.69
Interest on Working Capital	287.38	291.53
Bank Charges & Others	577.36	409.30
<b>TOTAL</b>	<b>9,216.64</b>	<b>9,554.58</b>

### Note No. : XXIV

#### DEPRECIATION & AMORTISATION EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Depreciation	5,736.22	13,103.87
<b>TOTAL</b>	<b>5,736.22</b>	<b>13,103.87</b>

### Note No. : XXV

#### OTHER EXPENSES

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>MANUFACTURING EXPENSES</b>		
Job Work Charges	727.34	612.91
Power, Fuel & Water Charges	7,606.77	5,845.46
Stores & Spares	1,842.65	1,839.62
<b>Repair &amp; Maint. :</b>		
Plant & Machinery	394.85	352.07
Buildings	205.07	194.96
Electrical	176.89	181.07
Other Manufacturing Expenses	174.33	143.08
<b>TOTAL</b>	<b>11,127.91</b>	<b>9,169.18</b>
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Travelling & Conveyance	266.67	44.87
Auditors Remuneration :		
--Audit Fees	4.59	4.59
--Certification Fees	1.00	1.00
--Out of Pocket Exp.	0.91	0.65
Lease Rent - Short term	74.51	51.58
Rate fee & Taxes	377.10	215.09

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Insurance Charges	489.53	439.22
Legal & Professional Charges	495.62	436.68
Printing & Stationary	115.22	110.34
Vehicle Running & Maint.	242.96	263.86
Telephone & Postage	50.05	48.22
Office Expenses	119.39	596.80
Charity & Donation	4.31	3.77
Listing Fees	6.88	5.70
Books & Periodicals	1.38	3.45
Meeting, Membership & Subscription Fees	164.93	73.11
Security Expenses	147.41	133.75
Repair & Maintenance-General	382.66	352.20
Corporate Social Responsibility Expenses, (Refer note no XXXV)	31.80	22.27
Other Expenses	60.40	24.03
<b>TOTAL</b>	<b>3,037.32</b>	<b>2,831.18</b>
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity	4.37	0.98
Business Promotion	344.86	26.73
Commission on Sales	2,250.56	2,110.79
Packing Material	577.30	497.14
Freight Outward	1,095.94	1,614.77
Insurance Charges	91.46	92.14
ECCG Premium	20.13	6.08
Other expenses	12.97	143.58
<b>TOTAL</b>	<b>4,397.58</b>	<b>4,492.20</b>
Loss/(Profit) on Sale of Fixed Assets	6.13	656.55
Intangible Assets Written off	100.00	710.08
<b>TOTAL</b>	<b>106.13</b>	<b>1,366.63</b>
<b>Grand Total-Note No XXV</b>	<b>18,668.94</b>	<b>17,859.20</b>

## Note No. : XXVI

### Contingent liabilities and Commitments not provided for:

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<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

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lacs)

PARTICULARS	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>B. Guarantees</b>		
-Performance Guarantee		
Export obligation in respect of custom duty :	81.73	77.73
Others	4.25	4.25
- Outstanding Guarantee furnished to banks in respect Letter of Credit	710.53	3485.62
<b>C. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	598.00	374.63

## 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.

## Note No. : XXVIII

Other expenses under head administrative expenses includes ₹3,85,000.00 (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, 2023	As at 31 <sup>st</sup> March, 2022
<b>Profit available for Basic EPS (A)</b>	<b>4,247.20</b>	<b>(570.92)</b>
Adjustment related to DEPS	0.00	0.00
<b>Profit available for Diluted EPS (A+B)</b>	<b>4,247.20</b>	<b>(570.92)</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>	7.19	(0.97)
<b>Diluted</b>	7.19	(0.97)

## 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.
<b>Joint ventures</b>	Indis Healthcare LLP
	MJM Remedies Ltd

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

<b>Key Management personnel/Directors</b>	Sh. N.R. Munjal, Chairman cum Managing Director
	Sh. Himanshu Jain, Jt. Managing Director
	Sh. Rishav Mehta, Director
	Sh. Sahil Munjal, Director
	Sh. Sunil Deshmukh, CEO
	Sh. Gagan Aggarwal, Chief Financial Officer
	Sh. Pardeep Verma, AVP- 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
	Punjab Renewable Energy Pvt Ltd.
	Saidpura Envirotech Private Limited
	Swift Fundamental Research & Education Society
	Sislax Pharma Pvt. Ltd.
	Vibrant Agro Industries Limited

(₹ in Lacs)

Particulars	Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control)		Joint Ventures	
	2022-23	2021-22	2022-23	2021-22
<b>Nature of Transactions</b>				
<b>1) Transactions during the year</b>				
Purchase	5,409.65	5,922.05	-	-
Sales	5,547.83	5,966.80	-	-
Salary	1,176.42	1,167.27		
Expenses	702.37	598.06		
<b>2) Outstanding Balances</b>				
Investment	568.80	568.80	150.75	-
Loan & Advances Given	9,680.65	5,276.80	-	-
Security Deposits	6.50	6.50	-	-
Debtors	24,183.90	22,811.83	-	-
Creditors	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, 2023

### 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	18.47	0.19%
Related Parties	9,662.18	99.81%
<b>Total</b>	<b>9,680.65</b>	<b>100%</b>

### Note No. : XXXI

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.

### Note No. : XXXII

Detail of Auditor's Remuneration(i.e. payment to Auditors)

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Statutory Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
<b>TOTAL</b>	<b>5,00,000</b>	<b>5,00,000</b>

### Note No. : XXXIII

#### Other Current Assets include due from KMPs

(₹ in Lacs)

	Year Ended 2022-23	Year Ended 2021-22	Maximum amount due during the year	
			2022-23	2021-22
CFO	12.76	12.76	12.76	12.76
CS	5.71	8.21	8.21	8.21

### Note No. : XXXIV

#### Foreign Currency Expenditure & Income :-

(₹ in Lacs)

	2022-23	2021-22
<b>1 Expenditure in Foreign Currency :</b>		
Commission on Sales	2,621.87	1,851.37
Others	227.61	89.54
<b>Total</b>	<b>2,849.49</b>	<b>1,940.91</b>
<b>2 Earnings in Foreign Currency</b>		
Sale of Goods	88,588.11	74,525.74
Sale of Services	4.61	14.27

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXXV

#### 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	30.02
(b) Amount Spent During the year	31.80
(i) Construction /acquisition of any asset	-
(ii) on Purpose other than (i) above	31.80
Balance carried forward to Next Years from current year	1.78
Opening Balance brought forwarded from previous year	58.13
Balance Lapse during the year	-
<b>Closing Balance carried forward to Next Year</b>	<b>59.91</b>

### Note No. : XXXVI

Ratios As on	Details for Calculations	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	Reason for major change
(a) Current Ratio	Current assets /current liabilities	3.14	3.22	
(b) Debt-Equity Ratios	Total Debt/Shareholders equity	1.73	2.35	Due to increased net with in this year owing to increased Net profit
(c) Debt service coverage ratio	Net Operating Income /Annual debt+interest repayments due	1.71	1.75	
(d) Return on equity ratio	Net Income/ Shareholder Equity	9.57	2.85	Due to increase in profit in this year
(e) Inventory turnover ratio	Net credit sale/Average Inventory	2.78	2.89	
(f) Trade receivable turnover ratio	Net credit sale/Average debtors	2.51	2.34	
(g) Trade payables turnover ratio	Net credit Purchase/Average Creditors	3.51	3.78	
(h) Net capital turnover ratio	Total Sales/Working Capital	2.43	2.57	
(i) Net profit ratio	Net Profit (Loss)/Net Sales	3.94	1.11	Due to increase in profit in this year
(j) Return on capital employed	Net Profit (Loss)/Share holders Equity	9.57	2.85	Due to increase in profit in this year
(k) Return on Investment	Current Value Of Investment - cost of Investment/Cost Of Investment	(6.32)	(7.37)	

## Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

### Note No. : XXXVII

Exception items denotes impact on P&L due to sale of Halcyon life sciences, a wholly owned subsidiary.

Particulars	(₹ in Lacs)
<b>Investments in halcyon life sciences</b>	<b>2,714.78</b>
Less: sale consideration	50.00
<b>Profit on sale of control in subsidiary</b>	<b>2,664.78</b>

### Note No. : 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, 2023 is as follows :-

Particulars	(₹ in Lacs)
<b>ROU Assets -Land</b>	
Balance as at April 2022	187.37
Addition	0.00
Depreciation	2.31
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>185.05</b>

The aggregate depreciation expenses on ROU assets is included under depreciation and amortisation expenses in statement of profit & loss account.

The break up of current & non current lease liabilities as at March 31<sup>st</sup>, 2023 is as under.

Particulars	(₹ in Lacs)
	<b>As at 31<sup>st</sup> March, 2023</b>
Non Current Liability	<b>53.25</b>
Current Liability	2.70
<b>Total</b>	<b>55.95</b>

The movement in lease liabilities during the year ended March 31, 2023

Particulars	(₹ in Lacs)
	<b>Year ended 31<sup>st</sup> March, 2023</b>
<b>Balance at the beginning</b>	<b>53.32</b>
Finance cost accrued during the period	5.33
Payments of Lease Liabilities	2.70
<b>Balance at the end</b>	<b>55.96</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.



# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

The details of the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis are as follows :

(₹ in Lacs)

Particulars	Year ended 31 <sup>st</sup> March, 2023
Less than one year	2.97
One to five years	13.10
More than five years	2,612.93

Rental Expenses recorded for short term lease was ₹74.51 (PY ₹51.30) Lacs for the year ended 31-March-23

## Note No. : XXXIX

### 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(ies), 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(ies), 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
- (A) The company has not advanced or loaned or invested funds to Intermediaries with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - 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:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Note No. : XL

### 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	26991	93740	120731
	(24269)	(79604)	(103873)
RESULTS	8129	37564	45693
	(8565)	(28859)	(37424)
Less: Financial Expenses			3350
			(9553)
Less: Unallocated Expenses			34421
			(30967)
Add: Operating Income			3350
			(4271)
Add Exceptional Items			2665
			0
Less: Income Tax Provision			1809
			(594)
Add: Mat Credit entitlement			0
			0
Add: Mat Utilisation			(298)
			(1104)
Add : Deferred Tax			2336
			(948)
Profit\Loss after Tax			4759
			1152
<b>OTHER INFORMATION</b>			
SEGMENT ASSETS	30364	22471	52835
	(27514)	(20735)	(48249)
UNALLOCATED ASSETS			129571
			(131834)
TOTAL ASSETS			182406
			(180083)
SEGMENT LIABILITIES	13458	7980	21438
	(12398)	(5196)	(17594)
UNALLOCATED LIABILITIES			160968
			(162489)
TOTAL LIABILITIES			182406
			(180083)
CAPITAL EXPENDITURE			1277
			1841
DEPRECIATION			5736
			13104
NON CASH EXPENSES OTHER THAN DEPRECIATION			

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## 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. : XLI

### Statement containing salient features of the financial statement of Subsidiaries.

(₹ in Lacs)

Particulars	Year	Ind Swift Laboratories	Fortune India
		Inc. 31.03.2023	Construction 31.03.2023
Capital	2022-23	1461	7354
	2021-22	864	7354
Reserves	2022-23	431	-346
	2021-22	318	-283
Total Liabilities	2022-23	4878	876
	2021-22	5168	861
Total Assets	2022-23	6769	7884
	2021-22	6350	7932
Turnover Net	2022-23	18087	388
	2021-22	15885	714
Provision For Tax	2022-23	196	0
	2021-22	98	0
Profit /(Loss before Tax)	2022-23	597	-78
	2021-22	234	-32
Proposed dividend	2022-23	0	0
	2021-22	0	0
Reporting Currency:-			
<b>Currency</b>		\$	
Exchange Rate as on 31.03.2023		82.22	
Exchange Rate as on 31.03.2022		75.81	

## Notes:-

- 1) In Compliance with provisions of SEBI (LODR) regulations 2015, audited consolidated financial statements form part of this Annual reports.
- 2) The company has consolidated the audited results of its 100 % subsidiary Ind Swift Laboratories Inc for the financial Year Ended Dec 22 and adjusted for 3 months of the Subsidiary company .
- 3) The company has consolidated the unaudited results of 100 % subsidiary "Fortune (India) Constructions Ltd for the financial year ended March 2023.
- 4) 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, 2023

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	
<b>Parent Subsidiaries Indian</b>								
	% 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	98.96%	179,290	89.23%	4,247.20	0.00%	(31.94)	89.31%	4,279.14
<b>Foreign</b>								
Ind Swift Laboratories Inc. USA	1.04%	1,891	12.54%	596.82	0.00%	-	12.46%	596.82
<b>Indian</b>								
Fortune(India) Constructions Ltd.	0.00%	-	(1.28)%	(60.94)	0.00%	-	(1.27)%	(60.94)
Indis Healthcare LLP	0.00%	-	(0.49)%	(23.23)	0.00%	-	(0.48)%	(23.23)
MJM Remedies Ltd	0.00%	-	0.00%	(0.20)	0.00%	-	0.00%	(0.20)
<b>Sub Total</b>	<b>100.00%</b>	<b>181,181</b>	<b>100.00%</b>	<b>4,759.66</b>	<b>-</b>	<b>(31.94)</b>	<b>100.00%</b>	<b>4,791.60</b>

## Note No. : XLII

### 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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
In Income Statement	24,800,494	21,885,813
In Other Comprehensive Income	(4,264,441)	6,182,960
<b>Total Expenses Recognized during the period</b>	<b>20,536,053</b>	<b>28,068,773</b>

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

**Movements in the present value of the defined benefit obligation are as follows:**

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Present Value of Obligation as at the beginning	168113588	146003548
Current Service Cost	13881488	13146741
Interest Expense or Cost	11003661	9045835
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	0	0
- change in financial assumptions	(7096417)	(3225271)
experience variance (i.e. Actual experience vs. assumptions)	2399840	8597636
- others		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	(4434847)	(5454901)
Acquisition Adjustment		
Effect of business combinations or disposals		
<b>Present Value of Obligation as at the end</b>	<b>183867313</b>	<b>168113588</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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Current Liability (Short term)	35424973	28064998
Non-Current Liability (Long term)	148442340	140048590
<b>Present Value of Obligation</b>	<b>183867313</b>	<b>168113588</b>

**Movements in the fair value of the plan assets are as follows:**

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>Fair Value of Plan Assets as at the beginning</b>	<b>1,293,371</b>	<b>4951288</b>
Investment Income	84655	306763
Employer's Contribution	3926449	1648276
Employee's Contribution		
Benefits Paid	(4434847)	(4802361)
Return on plan assets, excluding amount recognised in net interest expense	(54829)	(810595)
Acquisition Adjustment		
<b>Fair Value of Plan Assets as at the end</b>	<b>814,799</b>	<b>1,293,371</b>

**Expenses Recognised in the Income Statement is as follows**

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Current Service Cost	13146741	12081040
Past Service Cost		
Loss/(Gain) on settlement		
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	8739072	7794935
<b>Expenses Recognised in the Income Statement</b>	<b>21885813</b>	<b>19875975</b>

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## Expenses Recognised in the Other comprehensive income is as follows

Particulars	For the period ending	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Actuarial (gains) / losses		
- change in demographic assumptions	0	0
- change in financial assumptions	(7096417)	(3225271)
-experience variance (i.e. Actual experience vs. assumptions)	2399840	8597636
- others		
Return on plan assets, excluding amount recognised assumptions)	432136	810595
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>(4264441)</b>	<b>6182960</b>

## The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Discount rate (per annum)	7.30%	6.55%
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.

## 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 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Present Value of Obligation	183,867,313	168,113,588
Fair Value of Plan Assets	814,799	1,293,371
<b>Surplus / (Deficit)</b>	<b>(183,052,514)</b>	<b>(166,820,217)</b>
Effects of Asset Ceiling, if any		
<b>Net Asset / (Liability)</b>	<b>(183,052,514)</b>	<b>(166,820,217)</b>



# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## 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 ₹30.11 Lacs (Previous Year 2.44 Lacs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

## Note No. : XLIII

Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

### 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 : 29.05.2023

For and on behalf of the Board of Directors

**N.R.Munjhal**

Chairman and Managing Director

DIN-00015096

**CA L.K. Mahajan**

Chief Accounts Officer

**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, 2023

## Note No. : XLIV

### 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.

#### 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 22 to March 23 whereas the financial year of Subsidiary

Company is from Jan 22 to Dec 22. Accordingly, subsidiary's Audited financial statements for the year ended 31.12.22 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 31-03-2023 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 recognised in the periods in which the results are known/ materialise. 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



# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

commercial production / ready to use. Any asset transferred to assets held for sale is value at cost or NRV whichever is lower.

## 2.4.2 DEPRECIATION /AMORTIZATION

Depreciation is recognised 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 capitalised 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 derecognised.

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 recognised 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 amortised 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.

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

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.

## 2.5 BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets have been capitalised as part of cost of assets. Other Borrowing costs are recognised as an expense in the period in which they are incurred.

## 2.6 INVENTORIES

Inventories are valued at lower of cost and net realisable 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 realisable value whichever is less.

**2.6.3** Finished Goods are valued at cost and an appropriate share of production overheads or net realisable 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 recognised 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 recognised 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.

# Notes to Consolidated Financial Statement

For the year ended 31<sup>st</sup> March, 2023

## **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.

# Notice

Notice is hereby given that the 28th Annual General Meeting of the members of Ind-Swift Laboratories Limited will be held on Saturday, the 30th September, 2023 at 11:30 A.M. through Video Conference ("VC")/Other Audio Visual means ("OAVM") to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended 31st March, 2023 together with the Directors' and Auditors' Reports thereupon.
2. To appoint a director in place of Mr. Himanshu Jain (DIN: 00014533), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### 3. RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24:

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 2023-24, amounting to ₹2.00 Lakhs (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. 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.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or

re-enactment thereof, for the time being in force) and Regulations 17(1C), 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, Mrs. Neerja Chathley (DIN: 08448077) who had been appointed as an Independent Director of the Company for a period of five years with effect from 10th May, 2019, up to 9th May, 2024, by the shareholders at the 24th Annual General Meeting ('AGM'), in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years, with effect from October 10th May, 2024 till 9th May, 2029, and her office shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

### 5. TO RATIFY THE APPOINTMENT OF SH. ASHWANI KUMAR VIG (DIN: 07080817), INDEPENDENT DIRECTOR FOR THE REMAINING PERIOD OF HIS TERM DUE TO ATTAINING THE AGE OF 75 YEARS:

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, regulation 17(1A) of the SEBI (LODR) Regulation, 2015 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted to ratify the appointment of Dr. Ashwani Kumar Vig (DIN: 07080817), who will be attaining the age of seventy five (75) years on 5th October, 2023, to continue to be a Non-Executive Independent Director of the Company up to 12th February, 2025 being the date of expiry of his current term of office."

By Order of the Board

Sd/-

**Pardeep Verma**

Vice President-

Corporate Affairs & Company Secretary

Place: Chandigarh

Date: 31.08.2023

## NOTES

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022, 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/2023/4 dated May 12, 2020, May 13, 2022 and January 5, 2023, 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 28th 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 28th AGM shall be the Registered Office of the Company, i.e. SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh – 160101.

2. 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.
3. 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 9th 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., Saturday, 23rd September, 2023 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 purpose only.

The information w.r.t. voting process and other instructions regarding e-voting are detailed in Note. No. 20.

4. In compliance with MCA Circular No. 10/2022 dated 28th December, 2022 read together with Circular No. 02/2022 dated 5th May, 2022, Circular No. 21 /2021 dated 14th December, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 14/2020 dated 8th April, 2020 and Securities and Exchange Board of India Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 read together with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, the Notice calling the AGM inter-alia indicating the process and manner of e-voting along with the Annual Report 2022-23 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 2022-23 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).

5. 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.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect Item No. 3 - 5, is annexed hereto and forms part of this notice. In respect of item no. 2, 4 & 5 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.
7. 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@indswiflabs.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2023 to 30th September, 2023, both days inclusive.
9. 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.
10. 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@indswiflabs.com
11. 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.
12. 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 23rd September, 2023 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.
13. 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.
14. 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.
15. 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.
16. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022, 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.indswiflabs.com/investor/shareholder-services/> and on the website of Registrar & Share Transfer Agent, Alankit Assignments Ltd. at [www.alankit.com](http://www.alankit.com).
17. 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/2023/37 dated 16th March, 2023. The form(s) are available on the website of the Company at <https://www.indswiftlabs.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.
18. 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.
19. 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.
20. 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 27th September, 2023 and ends at 5:00 P.M on 29th September, 2023. 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. 23rd September, 2023 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/CMD/CIR/P/2020/242 dated 09.12.2020, 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. 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 &amp; voting during the meeting.</p>





**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 <b>CDSL</b>	Members facing any technical issue in login can contact <b>CDSL</b> helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact <b>NSDL</b> helpdesk by sending a request at evoting@nsdl.co.in 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.
- 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 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. other person and take utmost care to keep your password confidential.
- (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 (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 for the relevant <Company Name> on which you choose to vote.
- (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@indswiflabs.com](mailto:investor@indswiflabs.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 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@indswiflabs.com](mailto:investor@indswiflabs.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
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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 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 three 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 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**

Vice President  
Corporate Affairs &  
Company Secretary

Place: Chandigarh  
Date: 31.08.2023

**Registered Office:**

SCO 850, Shivalik Enclave,  
NAC, Manimajra,  
Chandigarh - 160101

## 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 31st March, 2024.

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 2023-24 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 at Item No. 3 of the Notice for approval by the members.

### Item No. 4

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), and rules made thereunder, Mrs. Neerja Chathley (DIN: 08448077) was appointed as an Independent Director of the Company for a period of five years with effect from 10th May, 2019 to 9th May, 2024, by the members at the 24th Annual General Meeting ('AGM') of the Company held on September 30, 2019. Accordingly, she is due for her retirement from the first term as a Non-Executive Independent Director on 9th May, 2024. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by the members of the Company. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mrs. Neerja Chathley is entitled for a second term as an Independent Director of the Company.

The performance evaluation of Mrs. Neerja Chathley, for the financial year ended March 31, 2023, was carried out by Board of Directors of the Company, and she was rated highly as an Independent

Director of the Company on the various evaluation parameters carried out by the Board. Consequently, the Board based on the outcome of her performance evaluation and recommendation of the Nomination & Remuneration Committee ("NRC"), is of the opinion that Mrs. Neerja Chathley fulfils the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and is independent of the management.

The NRC and the Board are of the view that the continued association of Mrs. Neerja Chathley and her rich experience and vast knowledge that she brings with her, would be beneficial to the Company. The Board also believes that she possesses appropriate skills, expertise and competencies in the context of the Company's business, particularly in the areas of strategy, management, governances, human resources, risk.

Considering the above, the NRC and the Board have recommended to re-appoint Mrs. Neerja Chathley as an Independent Director of the Company, for the second term of five (5) consecutive years from 10th May, 2024, to 9th May, 2029, where her office shall not be liable to retire by rotation, by passing the special resolution as set out in the Notice of the 28th AGM.

The Company has received, inter alia, (i) declaration in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mrs. Chathley to the effect that she is not disqualified under Section 164 of the Act; (ii) declaration that she meets the criteria of independence as provided in the Act and the SEBI Listing Regulations; (iii) declaration that she is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

Details as required under regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure 1 to the explanatory statement.

### Item No. 5

The Members of the Company at the 25th Annual General Meeting held on 29th September, 2020 had appointed Mr. Ashwani Kumar Vig (DIN: 07080817) as Independent Directors of the Company for a term of five (5) consecutive years commencing from 13th February, 2020 and expiring on 12th February, 2025. He shall attain the age

of 75 on 5th October, 2023. Pursuant to the Regulation 17(1A) of the SEBI (LODR) Regulations, effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect. He is qualified Ph. D., M.B.A and possesses over 36 years of experience in Quality Management. In view of the aforesaid requirements and considering the performance of appointee, the Board and Nomination and Remuneration Committee has considered and recommended to ratify his appointment for

remaining period of his term. Therefore, your Board of Directors recommends passing of necessary special resolutions to that effect as set out in the notice of the AGM. Dr. Vig, the aforesaid Independent Director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### **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, 4 AND 5 ARE AS FOLLOWS –**

<b>Name of Director</b>	<b>Mr. Himanshu Jain</b>	<b>Mrs. Neerja Chathley</b>	<b>Dr. Ashwani Kumar Vig</b>
<b>Age</b>	40 years	67 years	74 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment at current designation</b>	23/03/2023	10/05/2019	13/02/2020
<b>Designation</b>	Executive Director designated as Joint MD	Independent Director	Independent Director
<b>Shareholding in the company</b>	4,06,961 shares	NIL	NIL
<b>Qualifications</b>	Graduate	M.A., M. Ed.	Ph. D., M.B.A
<b>Expertise in specific Functional area</b>	Over 19 years of Experience in pharmaceutical industry and project planning & control and taking care of all long-term strategy in finance and accounts.	Over 33 years of experience in Education Sector.	Over 36 years of experience in Quality Management
<b>Terms and Conditions of Appointment and Remuneration, if any</b>			
<b>Term of re-appointment</b>	Mr. Himanshu Jain was re-appointed as Whole-Time Director Designated as Jt. Managing Director, w.e.f. 23 <sup>rd</sup> March, 2023, for a period of 5 years in the AGM held on 30 <sup>th</sup> September, 2022. His office is liable to retire by rotation and his re-appointment is proposed in item no. 2.	Re-appointment as an Independent Director for a term of 5 years (commencing from 10.05.2024 and ending on 09.04.2029 (both days inclusive)), where her office shall not be liable to retire by rotation [Refer Item No. 4 of the Notice and Explanatory Statement]	Dr. Vig was appointed as an Independent Director w.e.f. 13 <sup>th</sup> February, 2020 for a period of 5 years in the AGM held on 29 <sup>th</sup> September, 2020. He will be attaining the age of 75 years during his tenure. Resolution proposing ratification of his appointment is set out in item no. 5.
<b>Remuneration last drawn, if applicable</b>	Remuneration for the year 2022-23: ₹289.08 Lakhs	Sitting fee: ₹65,000/-	Sitting fee: ₹92500/-
<b>Remuneration sought to be paid</b>	As per resolution passed in the 27 <sup>th</sup> AGM of the Company held on 30 <sup>th</sup> September, 2022.	Sitting fees for attending meetings of Board and the committees thereof (if she is a member), and reimbursement of actual travelling and other expenses, if any will be made to her for attending meetings of the Board and Committees	Sitting fees for attending meetings of the committees thereof (if he is a member), and reimbursement of actual travelling and other expenses, if any will be made to him for attending meetings of the Board and Committees

<b>Name of Director</b>	<b>Mr. Himanshu Jain</b>	<b>Mrs. Neerja Chathley</b>	<b>Dr. Ashwani Kumar Vig</b>
<b>List of other directorship</b>	<ul style="list-style-type: none"> <li>• Ind Swift Limited</li> <li>• Dashmesh Medicare Private Limited</li> <li>• A.K.J. Portfolios Private Limited</li> <li>• Essix Biosciences Limited</li> <li>• Fortune (India) Constructions Limited</li> <li>• MJM Remedies Private Limited</li> </ul>	NIL	Dashmesh Medicare Private Limited
<b>Names of Listed Entities in which the person also holds the directorship</b>	Ind Swift Limited	NIL	NIL
<b>Chairmanship/Membership of the Committees of the Board of Directors of Ind Swift Laboratories Limited</b>	Member of Corporate Social Responsibility Committee	Member of Nomination & Remuneration Committee	Chairperson of Nomination & Remuneration Committee and Stakeholders Relationship Committee
<b>Chairmanship/Membership of the Committees of the Board of Directors of other Companies</b>	<b>Member of:</b> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Ind Swift Limited</li> <li>• Audit Committee – Essix Biosciences Limited</li> </ul>	NIL	Chairperson of Audit Committee - Dashmesh Medicare Private Limited
<b>Names of listed entities from which the person has resigned in the past three years</b>	NIL	NIL	NIL
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	The Company has been substantially benefitted by his professional knowledge and managerial expertise and have made enormous progress. Mr. Himanshu Jain plays a major role in providing thought leadership and strategic inputs to the Company.	Refer Item No. 4 of the Notice and Explanatory Statement	Refer Item No. 5 of the Notice and Explanatory Statement
<b>Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company</b>	No Director, Manager or KMP is related to Mr. Himanshu Jain.	None	None
<b>No. of Meetings of Board attended during the FY 2022-23</b>	Attended all 6 meetings held during the period.	Attended all 6 meetings held during the period.	Attended all 6 meetings held during the period.

By Order of The Board

Sd/-

**Pardeep Verma**

Vice President-

Corporate Affairs &amp; Company Secretary

Place: Chandigarh

Date: 31.08.2023









**Ind-Swift Laboratories Ltd.**

SCO 850, NAC, Shivalik Enclave, Manimajra,  
Chandigarh – 160101, India

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