

July 03, 2024

|   |  |
|---|--|
| To<br>The Manager, Listing Department<br><b>National Stock Exchange of India Limited</b><br>Plot no. C/1 G Block,<br>Bandra-Kurla Complex, Bandra (East),<br>Mumbai- 400 051<br>Symbol: <b>BLISSGVS</b> | To<br>The General Manager, Listing Department<br><b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400 001<br>Scrip Code: <b>506197</b> |
|---|--|

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year ended March 31, 2024**

This is further to our letter dated May 02, 2024, wherein the Company informed that the 39<sup>th</sup> Annual General Meeting (39<sup>th</sup> AGM) of the Company is scheduled to be held on Thursday, July 25, 2024, through Video Conference/Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI').

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Notice convening the 39<sup>th</sup> AGM and the Annual Report of the Company including Business Responsibility and Sustainability Report, for the financial year 2023-2024.

In accordance with the aforesaid circulars, the Notice of the 39<sup>th</sup> AGM and the Annual Report of the Company for the financial year 2023-2024 is being sent through electronic mode to all those members of the Company whose email addresses are registered with the Company/Registrar and Share Transfer Agent/ Depository Participant(s).

The Notice of the 39<sup>th</sup> AGM and Annual Report for the financial year 2023-2024 is available on the website of the Company at <https://blissgvs.com/investors/financials/annual-reports-2/> .

Further to our intimation dated May 02, 2024, wherein we had intimated regarding Book Closure in accordance with Regulation 42 of the SEBI Listing Regulations, kindly note that the Company has fixed Thursday, July 18, 2024, as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2024.

**Regd. Office :** 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072, INDIA.

TEL. : (+91) (22) 42160000/ 28505387 • FAX. : (+91) (22) 28563930,

Email : [info@blissgvs.com](mailto:info@blissgvs.com) • Website : [www.blissgvs.com](http://www.blissgvs.com) • CIN - L24230MH1984PLC034771

**Factory :** Plot No. 10, 11 & 12, Survey No. 38/1, Dewan Udyog Nagar, Aliyali Village, Tal. & Dist. Palghar - 401 404.

Tel. (+91) (02525) 252713 • Fax : (+91) (02525) 255257. • Email : [factory@blissgvs.com](mailto:factory@blissgvs.com)

# BLISS GVS PHARMA LTD.



If the final dividend, as recommended by the Board of Directors, is approved at the 39<sup>th</sup> AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, August 24, 2024.

This is for your information and records.

Thanking you.

Yours faithfully,  
For **Bliss GVS Pharma Limited**

**Aditi Bhatt**  
**Company Secretary**

Encl: As above

**Regd. Office :** 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072, INDIA.

TEL. : (+91) (22) 42160000/ 28505387 • FAX. : (+91) (22) 28563930,

Email : [info@blissgvs.com](mailto:info@blissgvs.com) • Website : [www.blissgvs.com](http://www.blissgvs.com) • CIN - L24230MH1984PLC034771

**Factory :** Plot No. 10, 11 & 12, Survey No. 38/1, Dewan Udyog Nagar, Aliyali Village, Tal. & Dist. Palghar - 401 404.

Tel. (+91) (02525) 252713 • Fax : (+91) (02525) 255257. • Email : [factory@blissgvs.com](mailto:factory@blissgvs.com)



# Expanding Capabilities Gaining Momentum

Innovation | Integrity | Excellence

# Contents

## Corporate Overview 02-23

|    |  |
|----|--|
| 02 | ▶ Delivering affordable pharmaceutical solutions worldwide |
| 04 | ▶ Offerings that enhance the quality of life               |
| 06 | ▶ Expanding market footprint                               |
| 08 | ▶ Our expansion  |
| 10 | ▶ Message from the MD                                      |
| 12 | ▶ Enhancing operational excellence                         |
| 16 | ▶ Financial highlights                                     |
| 17 | ▶ Fostering a strong bond with our stakeholders            |
| 18 | ▶ Building a skilled workforce                             |
| 20 | ▶ Fulfilling our commitments                               |
| 22 | ▶ Board of Directors                                       |
| 23 | ▶ Corporate information                                    |

## Statutory Section 24-133

|     |   |
|-----|---|
| 24  | ▶ Notice  |
| 49  | ▶ Board's Report                                  |
| 70  | ▶ Management Discussion and Analysis              |
| 77  | ▶ Corporate Governance Report                     |
| 103 | ▶ Business Responsibility & Sustainability Report |

## Financial Section 134-252

### Standalone

|     |                                |
|-----|--------------------------------|
| 135 | ▶ Independent Auditor's Report |
| 146 | ▶ Financial Statements         |

### Consolidated

|     |                                |
|-----|--------------------------------|
| 194 | ▶ Independent Auditor's Report |
| 202 | ▶ Financial Statements         |

At Bliss GVS, we are committed in developing pharmaceutical formulations that can improve the quality of life for patients across the globe. Over the years, we have been relentlessly expanding our capabilities to develop one of the most extensive product portfolios in the suppositories and pessaries segment. Our rich expertise has enabled us to emerge as one of the leading market players across diverse therapeutic segments.

Furthermore, our adherence to GMP standards, coupled with our assurance of excellence, have made us the preferred manufacturer of choice for leading domestic and international brands.

Going beyond business profitability, our responsibility towards the society serves as the greatest source of motivation for our daily endeavors. With a presence in over 60 countries, we further aim to expand our product distribution across CIS countries, Asia-Pacific, Russia, Europe and South America. We are strategically scaling up our facilities, especially in research and development, to support our expansion into segments such as herbals, topicals and small volume parentals.

Looking forward, Bliss GVS is confident in traversing the challenging yet exciting road ahead, creating a lasting impact in improving patients' lives.

Expanding  
Capabilities

Gaining  
Momentum



Scan the QR code to know more about us



Read our Annual Report online at

<https://blissgvs.com/investors/financials/annual-reports-2/>

### Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

## Delivering affordable pharmaceutical solutions worldwide

With over 40 years of industrial expertise, Bliss GVS stands as a preeminent entity, internationally acclaimed for delivering high-quality pharmaceutical formulations.

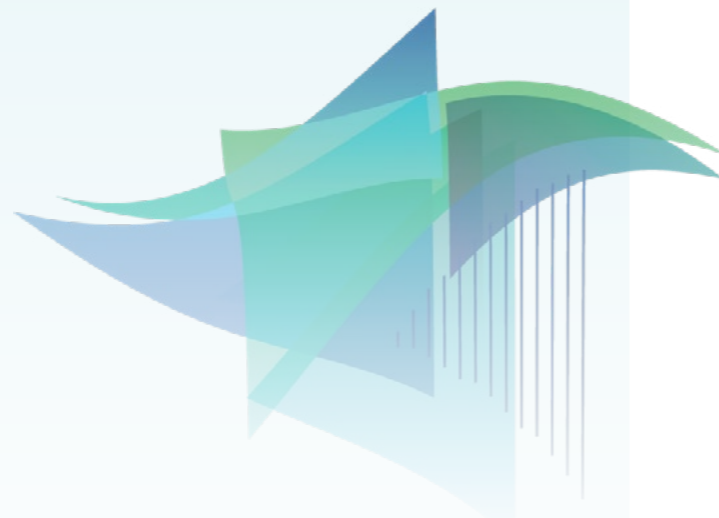


Our geographic footprint, spanning over 60 countries, has enabled us to develop an extensive portfolio of products that effectively cater to the evolving global market. Our commitment to innovation and research and development enables us to strategically expand across various therapeutic segments, enabling us to remain ahead of our competitors.

We are also one of the leading manufacturers of suppositories and pessaries dosage forms in India, specialising in establishing one of the largest portfolios in this segment. Our manufacturing facilities are EU-GMP certified and we have also received USFDA approval for one of our manufacturing plant at Palghar.

**1984**  
Year of establishment

With a focus on accelerating growth through enhanced research and development, manufacturing, and marketing capabilities, **We are poised for continued success in the pharmaceutical market.**



### Vision

To be a consistent innovator and leading provider of pharmaceutical formulations which improve accessibility and quality of life globally.

### Values



Integrity



Performance



Customer Trust



Pursuit of excellence

**28%**  
YoY growth of EBITDA

**20%**  
EBITDA Margin

**10%**  
PAT Margin

**₹ 24 Mn**  
Spending on CSR in FY 24

**₹156 Mn**  
Spending on Research and Development in FY 24

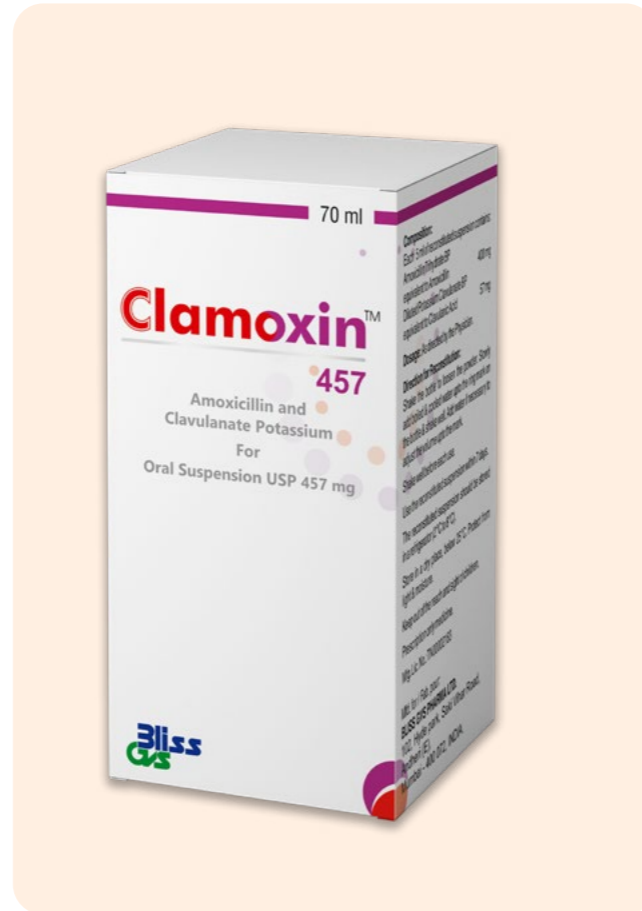


## Offerings that enhance the quality of life

Our diversified portfolio comprises products for varied therapeutic segments. We continue to innovate and expand our offerings to ensure we can cater to evolving consumers' needs and adapt to the ever-changing market landscape.

150+  
Brands

60+  
Therapeutic Segments  
Served



### Pharmaceutical Products

Bliss GVS aims to increase pharmaceutical production, especially in creams, ointments and gels. Our state-of-art facilities have expanded their capacities to accommodate increased productions of tablets, capsules, sachets and dry syrups to meet the rising demand. Our 'Funbact' brand remains a major player in the dermatological anti-fungal sector.

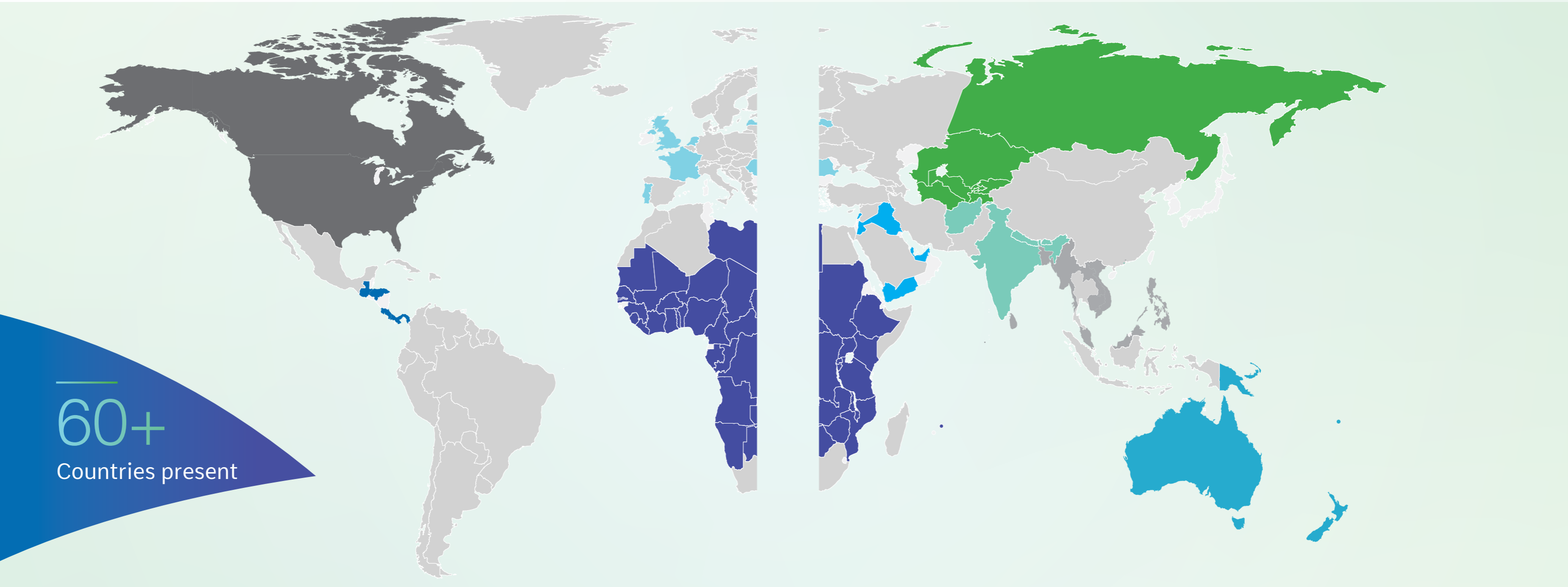
### Suppositories and Pessaries

Over the last three decades, our expertise has enabled us to develop innovative suppositories that has been effective in combatting various ailments. Our varied range includes formulations for anti-biotic, laxative, anti-inflammatory, anti-bacterial, anti-fungal, anti-haemorrhoidal and anti-malarial purposes.

Our anti-haemorrhoidal suppositories, featuring a unique two-molecule combination, offer substantial benefits for piles and haemorrhoids, particularly in the geriatric population. Various African nations are suffering extensively from malaria. Bliss GVS takes pride in developing anti-malarial products that have proven themselves as potent remedies against malaria. One of our brands, 'Gsunate' has proven to be especially popular among the natives for its efficacy. Our relentless pursuit to build an extensive portfolio of suppositories without compromising on quality research and innovation showcases our commitment to advancing healthcare solutions.



## Expanding market footprint



### Africa

- ▶ Angola
- ▶ Benin
- ▶ Botswana
- ▶ Burkina
- ▶ Faso
- ▶ Burundi
- ▶ Cameroon
- ▶ Central African Republic
- ▶ Chad
- ▶ Cote d'Ivoire
- ▶ Dem. Rep. Congo
- ▶ Ethiopia
- ▶ Gabon
- ▶ Gambia
- ▶ Ghana
- ▶ Guinea
- ▶ Kenya
- ▶ Lesotho
- ▶ Liberia
- ▶ Libya
- ▶ Malawi
- ▶ Mali
- ▶ Mauritania
- ▶ Mauritius
- ▶ Mozambique
- ▶ Namibia
- ▶ Niger
- ▶ Nigeria
- ▶ Rep. of Congo
- ▶ Rwanda
- ▶ Senegal
- ▶ Sierra Leone
- ▶ South Sudan
- ▶ Sudan
- ▶ Tanzania
- ▶ Togo
- ▶ Uganda
- ▶ Zambia
- ▶ Zimbabwe

### Europe

- ▶ France
- ▶ Romania
- ▶ United Kingdom
- ▶ Latvia (PE)
- ▶ Netherlands (PE)
- ▶ Portugal (PE)

### Central America

- ▶ Costa Rica
- ▶ Guatemala
- ▶ Honduras
- ▶ Panama

### Oceania

- ▶ Fiji
- ▶ New Zealand
- ▶ Pap. New Guinea
- ▶ Australia

### CIS

- ▶ Kazakhstan
- ▶ Kyrgyzstan
- ▶ Tajikistan
- ▶ Turkmenistan
- ▶ Uzbekistan
- ▶ Russia

### Central America

- ▶ Costa Rica
- ▶ Guatemala
- ▶ Honduras
- ▶ Panama

### Asia

- ▶ Afghanistan
- ▶ Bhutan
- ▶ India
- ▶ Macau
- ▶ Nepal

### Southeast Asia

- ▶ Bangladesh
- ▶ Cambodia
- ▶ Hong Kong
- ▶ Laos
- ▶ Malaysia
- ▶ Maldives
- ▶ Sri Lanka
- ▶ Myanmar (OO)
- ▶ Philippines (OO)
- ▶ Singapore (RO)
- ▶ Vietnam (RO)

### North America

- ▶ Canada
- ▶ USA

PE - Planned Expansion  
 RO - Existing - Rep. Office  
 OO - Own Offices

## Our expansion

The Company has planned investment of approximately ₹ 30 Cr for capacity additions/inclusions of Semi-Solids Finished formulations at our Palghar Vevoor Unit.

The total capacity is approximately 200 million units in Semi-Solid Dosage and is expected to be completed and available for commercial production by the end of FY 26.

Expansion of Solar plant from 4.5 Mw DC to 8.1 Mw DC towards commitment to clean renewable energy and reduce the carbon footprint. This additional investment in Solar plant will suffice the 80% of electricity consumption.





## Message from the MD



We are exploring opportunities to grow our presence in existing markets and leveraging the USFDA approval to branch into new territories. I am confident that this strategy will help us to sustain our market leadership and chart new growth trajectories.

### Dear Shareholders,

As we step into another fiscal year, it is with great honour that I present the annual report for FY 2023-24. The past year presented a mixed bag of opportunities and challenges. While we lay emphasis on capitalising on our strengths, we also remain focused on positioning the Company for the future.

The manufacturing sector as a whole experienced several headwinds. Costs continued to rise due to inflation, interest rate fluctuations, new tax regimes and increasing environmental threats. However, the Government's strict monetary policy and supportive schemes have helped to minimise the impact of these inadvertent pressures. At Bliss GVS, we focused on being a consistent innovator and responsible provider of pharmaceutical formulations

that improved accessibility of quality pharmaceutical products for enhancing the quality of life of end users. At the same time, we continued to strengthen our global operations and distribution network.

The Indian Pharmaceutical Market grew by 6.8 percent in 2023\*. Owing to the growing demand for better products and increasing healthcare awareness among the masses, pharmaceutical uptake continues to rise. Besides, the Production Linked Incentive (PLI) scheme is expected to promote the manufacturing of high-value products within the country and increase exports. Additionally, the Strengthening of Pharmaceuticals Industry (SPI) scheme aims to support infrastructure development and technology upgradation in the pharmaceutical industry. We are responding to favourable changes and

aligning our efforts to the evolving demands of a global customer base.

FY 2024 was a year of transformation for us. We have recently been successfully inspected by the USFDA for our suppository unit at Palghar. This approval raises the bar for regulatory compliances and ensures adherence to stringent safety, efficacy and quality standards. It also requires our products to match the rigorous demands of one of the largest healthcare markets of the US, signalling a clear path for increasing the reach and accessibility of our products in North America.

We also planned investments worth ₹ 30 Crore for capacity addition at our Palghar, Vevoor Plant. The plant's total installed capacity is approximately 200 million units of Semi-Solid Dosage and it is expected to be available for commercial production by the end of FY 2026.

### Financial performance

Our financial performance has been in line with previous year and the reported standalone revenue for the fiscal year 2023-24 was ₹ 6,055 Mn, an increase of 1% from the previous year. The PAT was reported to be ₹ 506 Mn (after exceptional item of ₹ 41 Mn) and the EBITDA margin for the year was 18% on standalone basis.

The reported consolidated revenue for the fiscal year was ₹ 7,702 Mn, an increase of 2% from the previous year. The PAT was reported to be ₹ 816 Mn (after exceptional item of ₹ 29 Mn) and the EBITDA margin for the year was 20% on consolidated basis. This has been feasible because of our operational excellence and cost efficiency. Our consistent performance can be attributed to our ongoing cost optimisation projects and enhanced manufacturing capacities that are available to us now. We had stable financial performance with slight revenue growth and maintained profitability metrics across both standalone and consolidated bases for the fiscal year 2023-24.

We also continue to adopt advanced technology across our operations to assure precision and quality. This approach has not only maintained high standards but also increased yield. The implementation of an electronic Quality Management System on the SAP platform has also improved adherence to regulatory norms. We have also taken steps to diversify our customer and vendor base to ensure supply chain resilience.

Our Company has also enabled real-time visibility of the supply chain by leveraging latest technology and data analysis tools. We closely monitor the status of shipments, predict potential problems and quickly adapt to changes in the market. With the help of our supply chain partners, we ensure timely and cost-effective delivery of goods, enabling us to meet customer demand and remain competitive in an evolving market. These efforts have positively impacted our company, increased efficiency, reduced costs and improved customer satisfaction.

The Company takes pride in its Research and Development facilities. With consistent innovations and product upgrades, it has earned the reputation of being a trusted supplier of suppositories and pessaries with USFDA and EU GMP-approved facilities. Our state-of-the-art manufacturing facility uses high-quality raw materials from globally acclaimed suppliers approved by regulators in various countries. The facility is equipped with best-in-class equipment from globally acclaimed manufacturers, empowering us to seamlessly deliver high-quality batches.

At Bliss GVS, we believe in developing a motivated and engaged workforce by offering opportunities for continuous learning and development. We also strive to attract and retain the best talent. Besides, we offer flexible work arrangements to promote work-life balance, including a 5-day work week for corporate and R&D employees.

### Beyond business

At Bliss GVS, we are committed to positively impacting society through our Corporate Social Responsibility (CSR) initiatives. Our efforts are centred around improving access to essential medications and reducing our carbon footprint.

We have identified communities with limited access to medication and partnered with healthcare professionals to provide necessary medicines to the underprivileged. Spearheading the initiative for the fourth consecutive year, Bliss GVS Pharma's campaign, "Act for Africa" aims to provide crucial medical support to combat malaria, particularly in vulnerable communities.

In a significant stride towards reduction of impact of malaria in the African continent, Bliss GVS Pharma reaffirms its commitment to corporate social responsibility by donating medicines to prestigious healthcare institutes in Ghana, Kenya, Uganda to commemorate approaching World Malaria Day 2024.

Further, to reduce our carbon footprint, we plan to expand the capacity of our solar plant from 4.5 MW DC to 8.1 MW DC, with addition of 3.6 DC MW. We are proud to report that 70% of the electricity

used in our factory comes from solar open access and this addition will improve it to 80%, further reducing our reliance on conventional energy sources and reducing CO2 emissions by approx. 4,600 Tons/per year. Additionally, we are using battery-powered vehicles to transport canteen supplies to the factory and we have converted one 1500kg/hr light diesel oil fired IBR boiler into an LPG fired boiler. This move has considerably reduced CO2 emissions. Further, we intend to install electric boiler and transit to Electric Vehicles which will further reduce dependency on fossil fuels and to contribute to a cleaner environment.

### Way forward

As we look ahead, Bliss GVS is positioned for robust and multifaceted growth, with our plans to expand across three key areas of operational efficiency, market expansion and product portfolio diversification. On the operational front we are focused on enhancing our production processes to increase batch sizes and create more value for our customers.

We are exploring opportunities to grow our presence in existing markets and leveraging the USFDA approval to branch into new territories. I am confident that this strategy will help us to sustain our market leadership and chart new growth trajectories. Furthermore, we are strategically expanding our product range to cater to a wider spectrum of customer needs and unlock future potential.

Moving forward, we aspire to build a future-ready organisation, building on the foundation of our core values of innovation, integrity and excellence.

I thank our employees, shareholders, communities, customers and other stakeholders for your unwavering support and trust. Together, we seek to take Bliss GVS to greater heights of success.

Regards,

**Gagan Harsh Sharma**  
Managing Director

\*[https://www.business-standard.com/industry/news/domestic-pharmaceutical-market-grew-by-6-8-in-2023-shows-data-124011100758\\_1.html](https://www.business-standard.com/industry/news/domestic-pharmaceutical-market-grew-by-6-8-in-2023-shows-data-124011100758_1.html)

## ▶ Enhancing operational excellence

Over the years, we have fortified our position in the industry as one of the leading global producers of suppositories and pessaries. Our expertise lies in creating a vast catalogue of over 250 products within our state-of-the-art facilities. We adhere to rigorous international regulatory standards and Good Manufacturing Practice (GMP) to guarantee excellence and quality in all our offerings.

### Supply chain

Amidst global disruptions, our strategically devised plans enabled us to navigate challenges resiliently. Leveraging technology, we enhanced visibility, diversified our customer and vendor base and optimised transportation networks. At Bliss GVS, sustainability is not just a façade but efficiently incorporated in all our operations. To promote sustainable sourcing and ethical vendor management, we have enforced a supplier code of conduct. Regular audits are also conducted to prioritise transparency. Furthermore, we have streamlined warehouse operations, employed advanced logistics tracking and utilised data analytics for informed decision-making. These efforts enabled us to optimise efficiency, reduce costs and foster sustainable growth.



US FDA, EU GMP, WHO GMP, Russian GMP & ISO – 18001

Certified

### Research and development

At Bliss GVS, we are passionate about improving healthcare for everyone. We leverage our cutting-edge R&D to develop innovative solutions that address diverse healthcare needs. Our commitment extends beyond just creating new products - we strive to make these treatments accessible by ensuring affordability across a range of therapeutic products.

### Quality control

Our rigorous quality control practices are a testament to our commitment to follow regulatory standards. We provide training facilities to our employees to ensure they are well-versed in GMP and other relevant policies. Pharmacopeial updates are diligently tracked and implemented. R&D develops products meeting regulatory requirements to guarantee product purity and consistency. Regular inspections, audits and self-inspections, followed by continuous evaluations, aid in maintaining product quality.



### Vendor qualification

We assess our vendors through questionnaires, sample testing and audits, with annual performance reviews. We discontinue vendors if they are not able to produce the desired results. We have strategically designed the procedures for product recall, initiated by the Site QA Head. At Bliss GVS, while our collaboration with global partners ensure heightened adherence to quality practices, robust learning programmes and electronic quality management systems enable continual improvement.

### Manufacturing facilities

The integration of cutting-edge granulation technology into our manufacturing facilities has facilitated us to gain a competitive edge over our peers. To ensure efficiency, we have minimised human interference, enabling production of quality batches with reduced failures. We adhere to global standards in sourcing materials and equipment, thereby, maintaining high-quality production processes.

We have seven state-of-the-art manufacturing units to meet the global demand.

### The capacities of these manufacturing facilities are as follows

#### UNIT 1 - PALGHAR, MAHARASHTRA

450 Mn

Tablets  
(units per annum)

#### UNIT 2 - PALGHAR, MAHARASHTRA

200 Mn

Suppositories and pessaries  
(units per annum)

#### UNIT 3 - PALGHAR, MAHARASHTRA

380 Mn

Suppositories and pessaries  
(units per annum)

62 Mn

Sachets  
(units per annum)

30 Mn

Dry Syrups  
(units per annum)

#### UNIT 4 - AMBERNATH, MAHARASHTRA

90 Mn

Ointments/ creams/ gel  
(units per annum)

#### UNIT 5 - VEVOOR, MAHARASHTRA

230 Mn

Tablets  
(units per annum)

180 Mn

Capsules  
(units per annum)

12 Mn

Sachets  
(units per annum)

#### UNIT 6 - NIGERIA

206 Mn

Lozenges  
(units per annum)

#### UNIT 7 - NIGERIA

64 Mn

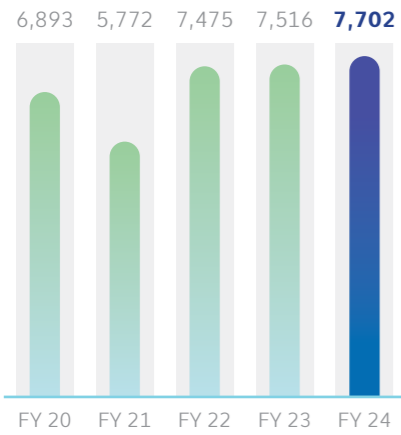
Skin Care  
(units per annum)

## ▶ Enhancing operational excellence

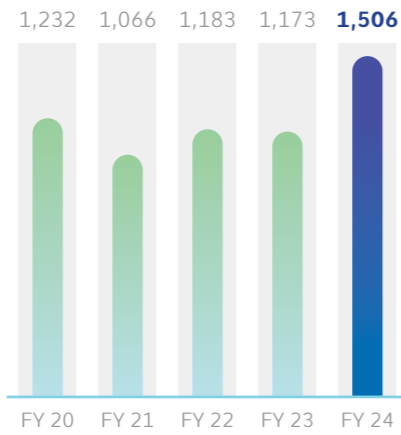
| Capitals  | Input  | Value Creation   | Output   | Outcome   |
|---|--|--|--|---|
| <b>Financial</b><br>                 | <p>₹ 1,524 Mn<br/>Operating Cash Flow</p> <p>₹ 3,701 Mn<br/>Net Invested Capital</p>   | <p><b>Business Process</b></p> <p>Development of pharmaceutical products that comply with regulatory requirements</p>  | <p>₹ 7,702 Mn<br/>Revenue from Operations</p> <p>20% EBITDA Margin   10% Profit Margin</p>     | <p>Increasing growth in revenue, EBITDA Margin.</p>   |
| <b>Manufactured</b><br>              | <p>7<br/>State-of-the-art manufacturing facilities</p>   |  | <p>60+<br/>therapeutic segments served.</p> <p>150+<br/>brands</p>                             | <p>High quality products effectively meeting consumers' demands.</p> <p>Abiding by stringent regulatory requirements.</p> |
| <b>Intellectual</b><br>            | <p>₹ 156 Mn<br/>expenditure in Research and Development</p> <p>Adoption of modern processes and strategic alliances with renowned institutions</p>                         |  | <p>4<br/>new products launched.</p>  | <p>Improved processes and increased efficiency.</p>   |
| <b>Human</b><br>                   | <p>More than<br/><b>830 employees</b></p>  |  | <p>Continuous training and skill development of employees.</p> <p>Value Work-Life Balance.</p> | <p>Employees upskill through continuous training and development programmes.</p> <p>Improved employee retention.</p>      |
| <b>Social and Relationship</b><br> | <p>Ensuring societal advancement with coordinated initiatives.</p> <p>Building formidable relationships with stakeholders including investors, suppliers and employees</p> |  | <p>The Company is exploring to expand business in New markets</p>                              | <p>Making significant contribution to communities.</p> <p>Access to new markets and opportunities.</p>                    |
| <b>Natural</b><br>                 | <p>Establishing environment-friendly business practices</p>  |  | <p>60-70%<br/>reduction in dependency over conventional electricity sources</p>                | <p>Reduced carbon footprint.</p> <p>Optimal utilisation of natural resources.</p>   |

## Financial highlights

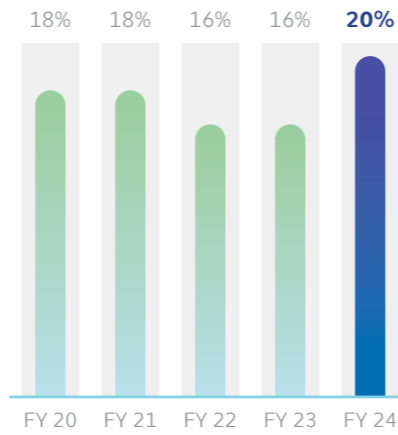
**Revenue**  
(₹ in Mn)



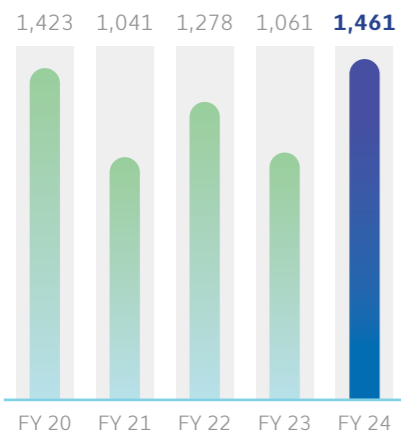
**EBITDA**  
(₹ in Mn)



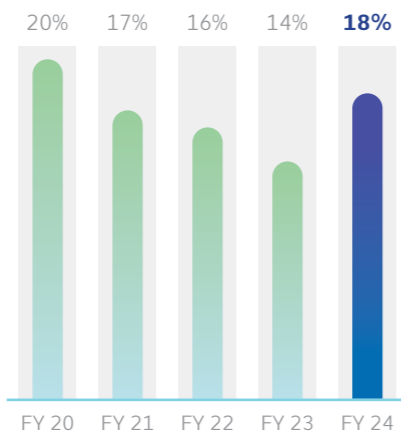
**EBITDA Margin**  
(in %)



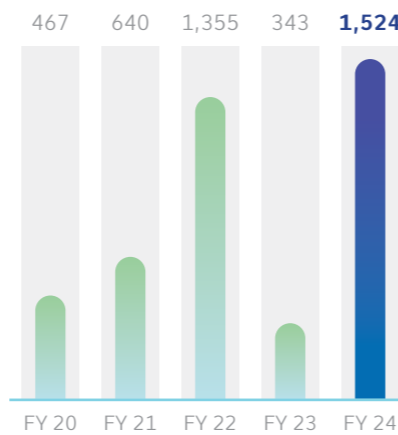
**PBT Before Exceptional**  
(₹ in Mn)



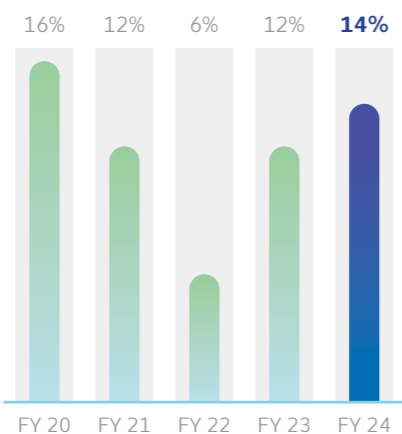
**PBT Before Exceptional**  
(in %)



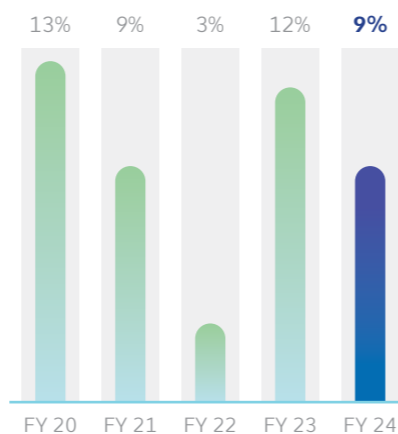
**Cash flow from Operations**  
(₹ in Mn)



**ROCE**  
(in %)



**ROE**  
(in %)



## Fostering a strong bond with our stakeholders

| Stakeholders' Importance  | Expectations   | Mode and Frequency of Engagement   | Value Created   |
|---|--|--|---|
| <p><b>CUSTOMERS</b></p> <p>Our goal is to innovate new medications to meet customers' needs. Customers play a crucial role in guiding our product development processes. Understanding their requirements and preferences is crucial for our sustained growth.</p>  | <p>Access to quality healthcare through availability of affordable products Meeting evolving patient requirements</p>  | <p>Periodic engagement through in-market visits/Meetings/ Email</p>  | <p>Providing quality healthcare at affordable prices</p>  |
| <p><b>SUPPLIERS</b></p> <p>Our suppliers play an important role in branding and reputation management. They also contribute to swift product delivery and operational leverage.</p>   | <p>To ensure prompt payments, nurture mutually beneficial partnerships, and uphold fair trade practices.</p> <p>To identify and address any quality gaps at supplier facilities to ensure compliance.</p>                                    | <p>Periodic Supplier visits/Supplier audits/ Supplier engagement on compliance and QMS</p>   | <p>Build and maintain long-term mutually beneficial relationships</p>   |
| <p><b>GOVERNMENT AND REGULATORS</b></p> <p>They assist in regulation to ensure the safety, effectiveness and appropriateness of drugs and therapies. They enact laws that directly or indirectly impact long-term operations.</p>   | <p>To adhere to regulations, pay taxes promptly, and comply with environmental laws.</p> <p>To ensure timely responses to government and regulatory communications for seamless compliance.</p>  | <p>Need based or periodic Written communication/ Facility visits/ Engagement with Industry Associations/ subcommittees</p>                             | <p>Ethical and sustainable Business Practices</p> <p>Timely Payment of all dues</p>   |
| <p><b>INVESTORS AND SHAREHOLDERS</b></p> <p>They provide the essential funding for research, development, manufacturing, marketing, and distribution of products. Additionally, they ensure accountability within the organisation and develop credible expertise supporting the organisation's sustainable growth.</p> | <p>To enhance financial growth, ensuring transparent disclosure, and ethical operations.</p> <p>To engage with shareholders, gather feedback, and effectively communicate business performance and strategy to management and the board.</p> | <p>Annual, Need based or quarterly General Meeting/ Grievance mechanism/ Financial results/ Stock exchange and other communications/ Annual report</p> | <p>Optimum utilisation of funds for growth and expansion plans</p> <p>Maintaining profitability level</p> <p>Cost management and efficiency</p> |
| <p><b>EMPLOYEES</b></p> <p>They facilitate research and development initiatives, producing new and efficient products. Additionally, they oversee the proper utilisation of products, post clinical trials.</p>   | <p>To advance in career, foster personal growth, and conduct performance reviews for a safe, diverse, and inclusive workplace.</p> <p>To communicate company performance and strategy, and feedback on work culture.</p>                     | <p>Quarterly, Annual or need based Appraisal, awards and recognition/Grievance mechanism/One-to-one manager connects</p>                               | <p>Upskilling talent through training and development programmes.</p>   |

## Building a skilled workforce

At Bliss GVS, we believe our employees are our most valuable assets. We, thereby, ensure that they feel recognised and appreciated for their expertise and commitment in contributing to our shared success. We have cultivated a motivated workforce through various initiatives that support them to unlock their truest potential.

830+  
Number of employees

### Employee health and well being

We consistently take steps to safeguard the health, safety and well-being of our employees. At our manufacturing plants, we adhere to strict standard operating procedures to prevent accidents. Additionally, medical insurance coverage for all our employees and pre-employment medical check-ups are a testament to our commitment to prioritise overall health and safety of our workforce.



Zero  
Accidents reported on site

### Employee engagement

We prioritise work-life balance through flexible arrangements and engaging activities. At Bliss GVS, our employee engagement culture revolves around initiatives like "Expresso Yourself" for new joiners to initiate team camaraderie.

25  
Employee engagement events held

We believe in transparent communications and inclusive decision-making while focusing on impactful initiatives and innovative solutions. We believe in the magic of the human potential; therefore, we work towards building an engaged workforce, fostering growth, boosting morale and celebrating contributions towards our continued success.

81%  
Employee retention ratio



### Talent acquisition

We, at Bliss GVS, have created a robust talent acquisition strategy, prioritising experiences and possessing key skills deemed crucial for organisational success. We emphasise on positive candidate experience through transparent communication and a clear portrayal of the Company's culture. Our recruitment aligns with skill requirements, ensuring new hires can contribute to the Company's success effectively.

We aim to diversify recruitment by tapping into different geographical regions and educational backgrounds. We are continuously evaluating our strategies to remain ahead of the curve.

280  
New hires in FY 24



### Learning and development

Identifying and addressing skill gaps among employees is vital to ensure our competitiveness. We assess skills through self-assessments, manager evaluations and performance reviews. Our internal and external training programmes cater to developing technical and soft skill needs required to develop a well-prepared and adaptable workforce. To foster leadership succession, we identify key positions and offer cross-training opportunities to accelerate one's career trajectory.

36+  
No. of training sessions conducted

830+  
No. of employees trained in FY 24



### Diversity and inclusion

We strive to cultivate a workplace that embraces diversity and inclusion. We value individuals from various backgrounds and do not differentiate on the grounds of caste, creed, gender or physical ability. Through our comprehensive employee handbooks and policies, we ensure transparency in all our policies. Our commitment extends to promoting awareness of POSH (Prevention of Sexual Harassment) guidelines, fostering a safe and respectful environment for all employees.

167  
Number of female employees

## Fulfilling our commitments

We have reduced our carbon footprint and maximised the use of natural resources efficiently. Through our consistent efforts towards sustainability, we have developed a comprehensive strategy to strengthen our role in building a sustainable future.



### Environment

In our ongoing commitment to environmental conservation and sustainable business practices, our pharmaceutical operations have implemented comprehensive waste management and emission-reduction strategies. As part of our energy management initiatives, we continue to invest in renewable energy infrastructure, while simultaneously enhancing energy efficiency.

#### Waste Management

To ensure safe waste disposal in our pharmaceutical operations, we have implemented a rigorous waste segregation system to separate hazardous materials from non-hazardous ones. We ensure strict compliance with environmental regulations and minimise waste generation through process optimisation. Comprehensive employee training guarantees safe handling and storage practices. We have partnered with licensed waste disposal providers for proper waste disposal. We also address the safe disposal of expired or unused pharmaceuticals.

#### Emissions

At Bliss GVS, we have made significant strides to reduce our carbon footprint. While 70% of our factory's electricity

is sourced from solar power, we further aim to expand our solar investments which will further reduce CO2 emissions by approx. 4600 tonnes. We have also employed battery-powered vehicles for canteen supply transportation, considerably reducing emissions in the process. Additionally, we are also converting a boiler from light diesel oil to LPG, which is known to produce less greenhouse gas emissions. Further, we intend to install electric boiler and transit to Electric Vehicles which will further reduce dependency on fossil fuels and to contribute to a cleaner environment. Our long-term goals include maximising renewable energy usage, enhancing energy efficiency and reducing emissions across our supply chain and transportation.

#### Energy Management

Our commitment towards fostering a greener future encourages us to utilise solar power, light diesel oil, LPG, high-speed diesel and electricity for our operations. We also have implemented a 4.5 MW DC solar plant and have initiated plans for solar investments to bolster sustainability in all of our operations. Our future energy management strategies include efficiency upgrades, increased renewable energy investments, frequent employee engagement programmes and improved energy audits, fostering a culture of innovation for continuous improvement in energy efficiency.

5133575 kWh  
Solar Power Generated



### Social

We acknowledge our social responsibility, thereby, encourage community development and ensure access to quality healthcare. Our humble initiatives include aiding Krishnalok foundation for the eradication of hunger and malnutrition, Maharogi Sewa Samiti Warora for the distribution of medicines to tribal patients in the Gadchiroli district, towards education of children in the remote, rural parts of India suffering from underdevelopment, PM's Doctoral Fellowship Research project.

Additionally, we have undertaken several other humanitarian efforts, including:

Medicinal Product Donation at KCH Hospital, Lilongwe, Malawi: We provided essential medicines to support the healthcare needs of the local population,

₹ 250 Mn  
Investment in Solar Energy

7170 tonnes  
Emissions reduced

enhancing the hospital's capacity to deliver critical medical services.

Relief Efforts for Cyclone Freddy Survivors: In response to the devastating impact of Cyclone Freddy, we donated medicines and other vital supplies to the affected communities, aiding in their recovery and rebuilding effort

In collaboration with the Chief of Army General for the Uganda Defence Forces (UPDF), we distributed free medicines at the UPDF Air Force Headquarters in Entebbe. This initiative was aimed at improving the health and well-being of the service members and their families.

These activities underscore our commitment to supporting health and wellness in communities impacted by

natural disasters and those serving in the defense forces. We remain dedicated to providing timely and necessary aid to those in need.

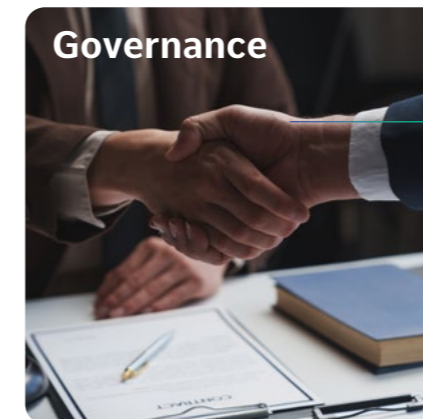
Spearheading the initiative for the fourth consecutive year, Bliss GVS Pharma's campaign, "Act for Africa" aims to provide crucial medical support to combat malaria, particularly in vulnerable communities.

In a significant stride towards reduction in malaria from the African continent, Bliss GVS Pharma reaffirms its commitment to corporate social responsibility by donating medicines to prestigious healthcare institutes in Ghana, Kenya, Uganda to commemorate approaching World Malaria Day 2024.

The gesture underscores Bliss GVS Pharma's dedication to ensuring that every individual gets access to high-quality medicines, particularly in regions heavily burdened by malaria. The donation encompasses anti-malarial and other essential medicines like Lonart, Gsunate, Fricks, Gacet and many more.

The management unwavering belief in the fundamental right to healthcare motivates the company's endeavours to make a tangible difference in the fight against malaria.

On World Malaria Day 2024, as the global community unites to amplify efforts against malaria, Bliss GVS Pharma stands as a beacon of hope, illuminating the path towards a healthier, malaria-free future for Africa.



### Governance

At Bliss GVS, we prioritise transparency and accountability and ensure we adhere to strict compliance standards and regulations. Our commitment to uphold our value of integrity and customer trust enables us to foster strong relationships with our varied stakeholders while simultaneously achieving our organisational goals. Our Code of Conduct promotes ethical behaviour through diversity and inclusivity initiatives. Our board ensures inclusiveness in all our operations. Clear communication, performance integration, combined with cross-functional collaboration and regular reviews ensure that all our employees are aligned with our vision and mission.

100%  
Compliance to GMP standards

50%  
Females in the BoD

34  
Complaints received in FY 24



## Board of Directors



**Mr. S. R. Vaidya**

Chairman and Independent Director



**Mr. Gagan Harsh Sharma**

Managing Director



**Mr. Santosh Parab**

Independent Director



**Mrs. Shilpa Bhatia**

Independent Director



**Dr. Vibha Gagan Sharma**

Whole-time Director



**Mrs. Shruti Vishal Rao**

Whole-time Director

## Corporate information

### Board of Directors

**Mr. S. R. Vaidya**

Chairman and Independent Director

**Mr. Gagan Harsh Sharma**

Managing Director

**Mr. Santosh L. Parab**

Independent Director

**Ms. Shilpa Bhatia**

Independent Woman Director

**Dr. Vibha Gagan Sharma**

Whole-Time Director

**Mrs. Shruti Vishal Rao**

Whole-Time Director

### Registered Office

102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072.  
Phone No.: +91-22-42160000  
Fax No.: +91-22-28563930  
E-Mail: info@blissgvs.com  
Website: www.blissgvs.com

### Bankers

The Federal Bank Ltd.

### Statutory Auditors

Kalyaniwalla & Mistry LLP

### Internal Auditors

BDO India LLP

### Secretarial Auditors

AVS & Associates

### Registrar and Share Transfer Agent

Link Intime India Private Limited  
C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai (India) – 400083.  
Tel. No.: +91 22 49186000  
Fax No.: +91 22 49186060  
E-Mail: rnt.helpdesk@linktime.co.in

### Manufacturing Units

Plot No.: 10, 11 & 12,  
Village: Aliyali, Palghar Taluka, Dist. Thane, Maharashtra - 401 404.  
Survey No. 43-44,  
Village: Vevoor, Palghar Taluka, Dist. Thane Maharashtra - 401404

### Research & Development Centre

Unit 6, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072

# Notice

**NOTICE IS HEREBY GIVEN THAT THE 39TH (THIRTY NINETH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF BLISS GVS PHARMA LIMITED WILL BE HELD ON THURSDAY, JULY 25, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OVAM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 102, HYDE PARK, SAKI VIHAR ROAD, ANDHERI (EAST), MUMBAI-400 072, MAHARASHTRA, INDIA.**

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements for the financial year ended March 31, 2024:

To receive, consider, and adopt the Audited Standalone Financial Statements for the year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2024 and the reports of auditors thereon.

### 2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024:

To consider and declare Final Dividend of 50% i.e. ₹ 0.50 paise per equity share on face value of ₹ 1/- each for the financial year ended March 31, 2024 as recommended by the Board.

### 3. Re-Appointment of Mrs. Shruti Vishal Rao (DIN: 00731501) as a Director, liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Mrs. Shruti Vishal Rao (DIN: 00731501), who retires by rotation, and being eligible offers herself for re-appointment.

## SPECIAL BUSINESS:

### 4. Appointment of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) as an Independent Director of the Company:

To consider and if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), who was appointed as an Additional

Director ('Independent Director') of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from June 22, 2024 to June 21, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

### 5. Re-appointment of Mr. Gagan Harsh Sharma (DIN: 07939421) as a Managing Director of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing his candidature for the office of the Director, Mr. Gagan Sharma (DIN: 07939421), Director of the Company be and is hereby reappointed as a Managing Director of the Company for a further period

of three years with effect from May 11, 2024 to May 10, 2027, not liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Gagan Sharma for his entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Gagan Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

### 6. Re-appointment of Dr. Vibha Gagan Sharma (DIN: 02307289) as a Whole-Time Director of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions

as may be required, notice in writing received from a member proposing her candidature for the office of the Director, Dr. Vibha Sharma (DIN: 02307289), Director of the Company be and is hereby reappointed as a Whole-Time Director of the Company for a further period of three years with effect from January 27, 2025 to January 26, 2028, liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Dr. Vibha Sharma for her entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Dr. Vibha Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

### 7. Re-appointment of Mrs. Shruti Vishal Rao (DIN: 00731501) as a Whole-Time Director of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any



re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing her candidature for the office of the Director, Mrs. Shruti Rao (DIN: 00731501), Director of the Company be and is hereby re-appointed as Whole-Time Director of the Company for a further period of three years with effect from April 01, 2025 to March 31, 2028, liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mrs. Shruti Rao for her entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Mrs. Shruti Rao, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**8. Re-appointment of Ms. Shilpa Bhatia (DIN: 08695595) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act')

and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, Ms. Shilpa Bhatia (DIN: 08695595), who was appointed as an Independent Director of the Company at the 35<sup>th</sup> Annual General Meeting of the Company and who held office of the Independent Director up to February 10, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from February 11, 2025 to February 10, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**9. Re-appointment of Mr. Vishal Vijay Rao as a Vice-President of the Company, a relative of Directors holding office or place of profit in the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment(s) thereof for the time being in force) and based on recommendation of the Nomination and Remuneration Committee and Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the Shareholders of the Company be and is hereby accorded for the re- appointment of Mr. Vishal Vijay Rao as a Vice President - Strategy and Business Development of the Company for a period of 3 (Three) years with effect from April 01, 2025 to March 31, 2028 by extending the

employment contract to hold office or place of profits as an employee of the Company in the managerial capacity on terms and conditions including remuneration and perquisites as per the Company's policy as under:

- Salary:** Salary for first year, second year and third year shall be ₹ 35,13,840/-, ₹ 38,65,224/-, ₹ 42,51,744/- per annum respectively.
- Housing:** ₹ 17,56,920/-, ₹ 19,32,612/-, ₹ 21,25,872/- per annum respectively.
- Other Allowance including annual bonus:** ₹ 29,72,184/-, ₹ 32,81,400/-, ₹ 36,21,552/- per annum respectively.
- Medical Reimbursement:** Expenses incurred for the appointee and his family are subject to a ceiling of ₹ 1,20,000/-, ₹ 1,20,000/-, ₹ 1,20,000/- per annum respectively.  
**Explanation:** For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.
- Provident Fund:** Payable in accordance with as per applicable law. The Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.
- Encashment of leave:** Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the end of the financial year, as the case may be, and it will not be included in the computation of ceiling for perquisites.
- Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.
- Gratuity:** Payable in accordance with as per applicable law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**10. Approval for Material Related Party Transaction(s) with Greenlife Pharmaceuticals Limited:**

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

**"RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable provisions of the Companies Act, 2013 and rules made thereunder ("the Act"), and subject to such other regulations, guidelines, circulars, notifications, clarifications and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting any such approvals, consents, permissions and/or sanctions, on the basis of the approval and recommendations of the Audit Committee and the Board of Directors ("Board") of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/ arrangement(s)/transaction(s) with the following Related Party for an aggregate value not exceeding ₹ 172 Crores (Rupees One Hundred Seventy Two Crores Only) for financial year i.e. 2025-26 as detailed below on an arm's length basis and in the ordinary course of business of the Company on such terms and conditions provided in the Explanatory Statement annexed.

| Name of Related Party             | Nature of Relationship                | Nature of Transaction                       | Amount (In Crores) |
|-----------------------------------|---------------------------------------|---|--------------------|
| Greenlife Pharmaceuticals Limited | Related Party of Step-down Subsidiary | Sale of Goods / Raw Materials / Services    | 160                |
|                                   |                                       | Reimbursement of Business Promotion Expense | 12                 |
|                                   |                                       |   |                    |

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents,

undertaking as may be necessary in this regard from time to time to give effect to the above resolution".

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: June 22, 2024

**Registered Office:**  
102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930

#### NOTES:

- Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 39<sup>th</sup> Annual General Meeting ("39<sup>th</sup> AGM/AGM") of the Company is being conducted through VC / OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 39<sup>th</sup> AGM shall be the Registered Office of the Company.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members

in respect of the business to be transacted at the 39<sup>th</sup> 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, participation in the AGM through VC/OAVM and the e-voting system on the date of the 39<sup>th</sup> AGM will be provided by CDSL.

- For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 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.
- Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022

dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@blissgvs.com](mailto:cs@blissgvs.com).

- Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2023-2024 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Link Intime India Pvt. Ltd. ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, June 28, 2024 Members may note that, Notice and Annual Report 2023-2024 can also be accessed from the website of the Company at [www.blissgvs.com](http://www.blissgvs.com) and on websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) 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). Interested Members can write to the company at [info@blissgvs.com](mailto:info@blissgvs.com) for hard copy of Annual Report for the financial year 2023-2024.

- The Certificate of M/s. AVS & Associates, Secretarial Auditors of the Company confirming implementation of Bliss GVS Pharma Limited - Employee Stock Options Plan, 2019 in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members of the Company through postal ballot on April 12, 2019, shall be placed before the 39<sup>th</sup> AGM of the shareholders.
- In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- Relevant details of the director seeking re-appointment by way of retire by rotation as required under SEBI LODR Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
- Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- The register of Members and Share Transfer Books of the Company will remain closed from Friday, July 19, 2024, to Thursday, July 25, 2024 (both days inclusive) for the purpose of the 39<sup>th</sup> AGM of the Company.
- Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s. Link Intime India Pvt. Ltd. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). Final Dividend for the Financial Year 2016-17 is due for transfer to IEPF in the month of November 2024. Shareholders are requested to ensure that they

claim the dividend before transfer of the said amount to IEPF Authority. The Company has uploaded the information of unclaimed/ unpaid dividend in respect of the financial years on the website of IEPF viz. "[www.iepf.gov.in](http://www.iepf.gov.in)" and on the website of the Company viz. "[www.blissgvs.com](http://www.blissgvs.com)".

14. The details of unpaid or unclaimed dividends, along with the due dates for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 124 of the Companies Act are provided in the Corporate Governance Report, which forms part of the Board of Directors Report. Further, those Shareholders who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately. Pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2022-23, on the website of the Company, [www.blissgvs.com](http://www.blissgvs.com).
15. Members who have not claimed their dividend(s) are requested to make their claim to the Company at the Registered Office or to the Registrar & Share Transfer Agent of the Company at the earliest but not later than the due dates for transfer to IEPF. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed dividend amount(s) lying with the Company as on July 19, 2023 (date of last AGM) on the website of the Company, viz., [www.blissgvs.com](http://www.blissgvs.com), as also on the website of the Ministry of Corporate Affairs (MCA).
16. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

**a) For Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10%) on the amount of Dividend declared and paid by the Company during Financial Year 2023-24, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident

individual during the Financial Year 2023-24 does not exceed 5000/- Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2023-24. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For Mutual Fund Shareholders**, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.
- c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)**, tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For Other Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
  - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
  - Self-declaration in Form 10F;
  - Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

- iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of M/s. Link Intime India Pvt. Ltd. at (<https://www.linkintime.co.in/>). The Shareholders may also download these forms from RTA's website and send physical copies of the duly filled forms/documents to RTA's Registered Office at its Registered Office at 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai-400072, Maharashtra, India. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Monday, July 22, 2024 by 11.59 p.m. (IST) to M/s. Link Intime India Pvt. Ltd. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company/RTA shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

17. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Link Intime India Pvt. Ltd. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
18. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing

Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, Instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

19. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalization of the postal services.
20. Shareholders are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants (DPs) in case the shares are held in electronic mode or to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd.
22. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.

23. Shareholders holding shares in physical mode, who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) online with M/s. Link Intime India Pvt. Ltd. on its website (at <https://www.linkintime.co.in/>). along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.
24. SEBI has mandated those securities of listed companies can be transferred only in dematerialized form from April 01, 2020, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or M/s. Link Intime India Pvt. Ltd. for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
25. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS F11990) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
26. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 02 Working days of the conclusion of the 39<sup>th</sup> AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.
27. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, July 18, 2024 ("Cut-off date")**, are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
28. The Company has fixed **Thursday, July 18, 2024** as the **'Record Date'** for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the 39<sup>th</sup> AGM. If the final dividend, as recommended by the Board of Directors, is approved at the 39<sup>th</sup> AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, August 24, 2024.
29. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 39<sup>th</sup> AGM and prior to the Cut-off date i.e. **Thursday, July 18, 2024** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
30. The **remote e-voting period will commence at 9.00 a.m. on Monday, July 22, 2024, and will end at 5.00 p.m. on Wednesday, July 24, 2024.** In addition, the Members attending the 39<sup>th</sup> AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 39<sup>th</sup> AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
31. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to [cs@blissgvs.com](mailto:cs@blissgvs.com).
32. **Instructions to members for Remote E-voting:**
  - (i) The **remote e-voting period will commence at 9.00 a.m. on Monday, July 22, 2024, and will end at 5.00 p.m. on Wednesday, July 24, 2024.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, July 18, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. 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.

- (iii) 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 in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 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.  |
|  | 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 & 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.   |
|  | 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>   |
|  | 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. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.  |
| Individual Shareholders holding securities in demat mode with NSDL | 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 & voting during the meeting. |
|  | 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>   |
|  | 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 & voting during the meeting.               |

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43 or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or call at : 022 - 4886 7000 and 022 - 2499 7000.      |

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (v) Click on Shareholders module
- (vi) Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first-time user follows the steps given below:

|  | For Shareholders holding shares in Demat Form other than individual and Physical Form   |
|--|---|
| 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 as mentioned in instruction (v).</li> </ul> |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
  - (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xiii) Click on the **EVSN <240702006>** for the relevant **<Bliss GVS Pharma Limited>** on which you choose to vote.
  - (xiv) 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.
  - (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xvi) 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.
  - (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xix) 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 & enter the details as prompted by the system.
  - (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.
- (xxi) Note for Non – Individual Shareholders and Custodians
- 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; [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com), [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
33. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- i. 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/RTA at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

- ii. For Demat shareholders -, Please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- iii. The Company/RTA shall co-ordinate with CDSL and provide s the login credentials to the above-mentioned shareholders.
34. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. 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 Remote e-voting.
- iii. 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.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. 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 at least 7 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. 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.
- x. 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 AGM.
35. **For assistance / queries for E-voting etc;**
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 180.022.5533.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022.230.58738 and 022.230.58542/43
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022.230.58542/43.
36. **OTHER INSTRUCTIONS:**
- i. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 18, 2024.

- ii. The scrutinizer shall after the conclusion of e-voting at the AGM, first count the votes cast at the meeting and thereafter 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 two working days from the date 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 authorised by him in writing, who shall countersign the same and the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- iii. The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the BSE and NSE.

- iv. The venue of the AGM shall be deemed to be the Registered Office of the Company at 102, Hyde Park, Saki Vihar Road, Andheri - East, Mumbai - 400072

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: June 22, 2024  
**Registered Office:**  
102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 4:

Considering the requirement of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, vide circular resolution, approved the appointment of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) as an Additional Director under the category of Non-Executive Independent Director of the Company for the tenure of Five (5) consecutive years, commencing from June 22, 2024 to June 21, 2029 based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders at ensuing Annual General Meeting ('AGM') of the Company.

Notice under Section 160 of the Companies Act, 2013 have been received from Member indicating his intention to propose the aforesaid director for the office of Director at the ensuing AGM. The said notice has been placed on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com). The Nomination and Remuneration Committee ("NRC") and the Board members have confirmed about inclusion of his name in the databank of Independent Director along with its certificate before his appointment.

The Company has received the consent from Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), as required under the provisions of Section 149(6) Companies Act, 2013 and the rules made thereunder as well as Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Dr. Nandkumar Kashinath Chodankar debaring from accessing the capital markets and Restraining from holding the position of Director in any listed company pursuant to Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Company.

In the opinion of the NRC and Board of Directors, Dr. Nandkumar Kashinath Chodankar fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided to this Notice.

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) for the

time being in force Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) if appointed, shall not be liable to retire by rotation during the said period. He will be paid sitting fees and reimbursement of out of pocket expenses at actual.

Except Dr. Nandkumar Kashinath Chodankar and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution as set out in item no. 4 of this notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item no. 4 in the Notice for the approval of the Shareholders as an **Special Resolution**.

**Item No. 5:**

Mr. Gagan Harsh Sharma, aged 41 years, having a total 19 years of experience out of which 15 years of experience is with the Pharma Industry. He was designated as Vice President - Strategy and Business Development of the Company. He has experience of Mergers & Acquisitions, creation of R&D function focussing on NDDS with strong focus on product pipeline for the EU/ US Markets, Supervision of end to end of Pharma formulation capex projects, and skilled in adopting & applying quality techniques & standards etc. Considering his long term association, involvement in operations of the Company, vast experiences, expertise, constructive performance and efforts, the management of the Company has proposed, Nomination and Remuneration Committee has recommended and the Board has approved his re-appointment as Managing Director of the Company for the further period of three years with effect from May 11, 2024 to May 10, 2027, not liable to retire by rotation on the terms and conditions including remuneration mentioned below:

1. **Term of Appointment:** May 11, 2024 to May 10, 2027.
2. **Basic Salary:** ₹ 95,04,000/- (Rupees Ninety-Five Lakh Four Thousand Only) per annum as a basic salary which shall be subject to annual increment, as mentioned below.
3. **Perquisites:** Mr. Gagan Sharma shall be entitled to the following perquisites and other allowances up to ₹ 1,31,15,520/- (Rupees One Crore Thirty-One Lakh Fifteen Thousand Five Twenty Only) per annum which shall be subject to annual increment, as mentioned below.

**3.1. Housing Allowance:** House Rent Allowance of ₹ 47,52,000/- (Rupees Forty-Seven Lakh Fifty-Two Thousand Only) per annum respectively.

**3.2. Leave Travel Allowance & Medical Reimbursement:**

- a. **Leave Travel Allowance:** Expenses incurred for the appointee and his family towards leave travel reimbursement of ₹ 5,18,400/- (Rupees Five Lakh Eighteen Thousand Four Hundred Only) per annum respectively.

- b. **Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for him & his family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

**3.3. Others Allowances:** Others Allowances of ₹ 77,25,120/- (Rupees Seventy-Seven Lakh Twenty Five Thousand One Twenty Only) per annum respectively

**3.4.** Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.

**3.5.** Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.

**3.6.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.

4. **Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.
5. **Provident Fund, Superannuation and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund, if any as per the rules of the Company.
6. **Commission/Bonus/Performance Linked Incentive:** Mr. Gagan Sharma may also be paid of Commission/ Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
7. **Minimum Remuneration:** the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Gagan Sharma for his term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
8. **Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Gagan Sharma being appointee and Dr. Vibha Sharma and Mrs. Shruti Rao, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 5** of the accompanying Notice in the interests of the Company.

**Item No. 6:**

Dr. Vibha Gagan Sharma, aged 40 years, having 16 years of experience with Pharma Industry. She holds a Bachelor's degree in Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka. She is a part of Promoter Group exclusively working for the company and oversees the Research and Development activities of the Company and also ensuring to innovate new pharmaceutical formulations to improve quality of life. Dr. Vibha Gagan Sharma is a Chairperson of Health and Safety Committee of the Company.

The Members are further informed that, considering her rich and varied experience in the Pharma industry and her association and participation in affairs and management of the Company, it would be in the interest of the Company to continue to avail her considerable expertise. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved her re-appointment as Whole-Time Director of the Company for a further period of three years w.e.f. January 27, 2025 to January 26, 2028, liable to retire by rotation on the terms and conditions including remuneration mentioned below:

1. **Term of Appointment:** January 27, 2025 to January 26, 2028.
2. **Basic Salary:** ₹ 35,13,840/- (Rupees Thirty-Five Lakh Thirteen Thousand Eight Forty Only) per annum as a basic salary which shall be subject to annual increment, as mentioned below.
3. **Perquisites:** Dr. Vibha Sharma shall be entitled to the following perquisites and other allowances up to ₹ 48,49,104/- (Rupees Forty-Eight Lakh Forty Nine Thousand One Hundred and Four Only) per annum which shall be subject to annual increment, as mentioned below.

**3.1. Housing Allowance:** House Rent Allowance of ₹ 17,56,920/- (Rupees Seventeen Lakh Fifty-Six Thousand Nine Twenty Only) per annum respectively.

**3.2. Leave Travel Allowance & Medical Reimbursement:**

- a. **Leave Travel Allowance:** Expenses incurred for the appointee and her family towards leave travel reimbursement subject of ₹ 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred Only) per annum respectively.

- b. **Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for her & her family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

**3.3. Others Allowances:** Others Allowances of ₹ 21,73,584/- (Rupees Twenty One Lakh Seventy Three Thousand Five Eight Four Only) per annum respectively.

**3.4.** Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.

**3.5.** Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of expenses actually and properly incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.

**3.6.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.

4. **Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.
5. **Provident Fund, Superannuation, and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme, and Superannuation Fund, if any as per the rules of the Company.
6. **Commission/Bonus/Performance Linked Incentive:** Dr. Vibha Sharma may also be paid remuneration by way of Commission/Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid

down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

- 7. Minimum Remuneration:** The terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Dr. Vibha Sharma for her term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
- 8. Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Dr. Vibha Sharma being appointee and Mr. Gagan Sharma and Mrs. Shruti Rao, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 6** of the accompanying Notice in the interests of the Company.

**Item No. 7:**

Mrs. Shruti Vishal Rao, aged 39 years, having 18 years of experience with Pharma Industry. She holds a Bachelor's degree in Engineering from Mumbai University. She is a part of promoter group exclusively working for the company and oversees the day to day commercial and trading activities of the Company in India & Abroad. The Members are further informed that, considering her rich and varied experience in the Pharma industry and her association and participation in affairs and management of the Company, it would be in the interest of the Company to continue to avail her considerable expertise. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved her reappointment as Whole-Time Director of the Company for a further period of three years w.e.f. April 01, 2025 to March 31, 2028, liable to retire by rotation on the terms and conditions including remuneration mentioned below:

- 1. Term of Appointment:** April 01, 2025 to March 31, 2028.
- 2. Basic Salary:** ₹ 35,13,840/- (Rupees Thirty-Five Lakh Thirteen Thousand Eight Forty Only) per annum as a

basic salary which shall be subject to annual increment, as mentioned below.

- 3. Perquisites:** Mrs. Shruti Vishal Rao shall be entitled to the following perquisites and other allowances up to ₹ 48,49,104/- (Rupees Forty-Eight Lakh Forty Nine Thousand One Hundred and Four Only) per annum which shall be subject to annual increment, as mentioned below.

**3.1. Housing Allowance:** House Rent Allowance of ₹ 17,56,920/- (Rupees Seventeen Lakh Fifty-Six Thousand Nine Twenty Only) per annum respectively.

**3.2. Leave Travel Allowance & Medical Reimbursement:**

- a. Leave Travel Allowance:** Expenses incurred for the appointee and her family towards leave travel reimbursement subject of ₹ 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred Only) per annum respectively.
- b. Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for her & her family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

**3.3. Others Allowances:** Others Allowances of ₹ 21,73,584/- (Rupees Twenty One Lakh Seventy Three Thousand Five Eight Four Only) per annum respectively.

**3.4.** Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.

**3.5.** Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of expenses actually and properly incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.

**3.6.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.

- 4. Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.
- 5. Provident Fund, Superannuation, and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme, and Superannuation Fund, if any as per the rules of the Company.

**6. Commission/Bonus/Performance Linked Incentive:** Mrs. Shruti Vishal Rao may also be paid remuneration by way of Commission/Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

**7. Minimum Remuneration:** The terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mrs. Shruti Vishal Rao for her term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.

**8. Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mrs. Shruti Rao being appointee and Dr. Vibha Sharma and Mr. Gagan Sharma, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 7** of the accompanying Notice in the interests of the Company.

**Item No. 8:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five years. The Members of the Company at their 35<sup>th</sup> Annual General Meeting has approved the appointment of Ms. Shilpa Bhatia (DIN: 08695595) as an Independent Director ('Independent Woman Director') of the Company for the further period of 5 years commencing from February 11, 2020 till February 10, 2025. Based on her performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act')

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Shilpa Bhatia, is eligible for reappointment as Independent Director and has offered herself for re-appointment. The Board of Directors recommends the proposal to re-appoint her as Independent Directors ('Independent Woman Director') for a further term of five years i.e. from February 11, 2025 till February 10, 2030.

Ms. Shilpa Bhatia, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Directors of the Company is of the view that, Ms. Shilpa Bhatia has contributed valuable efforts during her tenure to reach to towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required. So considering the expertise and experience, Ms. Shilpa Bhatia would be of immense benefit to the Company and it is desirable to avail services of Ms. Shilpa Bhatia. In the opinion of the Board, Ms. Shilpa Bhatia fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and she is independent from the management. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director.

Except for the appointee Director for the purpose of her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 of the Notice. The Board recommends the **Special Resolution** set out at **Item No. 8** for the approval of Members.

**Item No. 9:**

Mr. Vishal Vijay Rao, aged 43 years, holds a degree in Bachelor of Engineering in Chemical from University of Pune. He has been associated with Company for last 8 years. He is working as a General Manager-Strategy & Business Development of the Company. The Members are further informed that, considering his rich and varied experience and his association with the Company, it would be in the interest of the Company to continue to avail his services for some more years. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved his re-appointment as a Vice President - Strategy and Business Development of the Company for a period of 3 (Three) years with effect from April 01, 2025 to March 31, 2028.



Since, Mr. Vishal Vijay Rao is a husband of Mrs. Shruti Rao, Whole-Time Director & Promoter of the Company. He is Brother-in-law of Dr. Vibha Sharma, Whole-Time Director & Promoter of the Company & Mr. Gagan Sharma, Managing Director & Promoter of the Company. Hence, his reappointment is covered under section 188 of the Companies Act, 2013 and rules made thereunder, which requires the approval of the members of the Company by way of **Special Resolution**. The particulars of the said transaction pursuant to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| Name of the Related Party   | Mr. Vishal Vijay Rao  |
|---|---|
| Name of the director or key managerial personnel who is related, if any                                   | Mrs. Shruti Vishal Rao<br>Mr. Gagan Sharma<br>Dr. Vibha Sharma  |
| Nature of Relationship  | Mrs. Shruti Rao is a Wife<br>Mr. Gagan Sharma is a Brother-in-Law<br>Dr. Vibha Sharma is a Sister-in-Law  |
| Remuneration  | As provided in the resolution at item no. 9 of the Notice   |
| Nature, Material terms, Monetary value and particulars of the contract or arrangements                    | Mr. Vishal Vijay Rao has been reappointed as Vice President - Strategy and Business Development of the Company on remuneration and terms & conditions as embodied in the resolution.  |
| Justification for why the proposed transaction is in the interest of the Company                          | Transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company |
| Duration of Contract  | 3 Years w.e.f April 01, 2025 to March 31, 2028  |
| Any other information relevant or important for the members to take a decision on the proposed resolution | -   |

Except Mrs. Shruti Rao, Dr. Vibha Sharma and Mr. Gagan Sharma, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 9 of the accompanying Notice in the interests of the Company.

**Item No. 10:**

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), a transaction with a Related Party

considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Pursuant to the said Regulation, all material-related party transactions require prior approval of the members through a resolution.

M/s. Greenlife Pharmaceuticals Limited ('GPL') is a related party of the Step-down Subsidiary of the Company i.e. Greenlife Bliss Healthcare Limited. Entering into transactions with any related party of subsidiaries is the related party transaction for the Company under SEBI Listing Regulations. These transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company.

The management of the Company has provided to the Audit Committee with the details of proposed transactions including material terms and conditions thereof. The Audit Committee, after reviewing all necessary information and details, has approved and recommended entering into a transaction(s) with GPL for an aggregate value not exceeding ₹ 172 Crores (Rupees One Hundred Seventy Two Crores Only) for the financial year 2025-26.

| Name of Related Party             | Nature of Relationship                | Nature of Transaction                       | Amount (In Crores) |
|-----------------------------------|---------------------------------------|---|--------------------|
| Greenlife Pharmaceuticals Limited | Related Party of Step-down Subsidiary | Sale of Goods / Raw Materials / Services    | 160                |
|                                   |                                       | Reimbursement of Business Promotion Expense | 12                 |
|                                   |                                       |   |                    |

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolution set forth at Item No. 10** of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the **Ordinary Resolution set forth at Item No. 10** of the Notice, whether the entity is a Related Party to the particular transaction or not.

The other related information as envisaged under the Act and SEBI Listing Regulations are furnished hereunder

| Name of the Related Party   | Greenlife Pharmaceuticals Limited   |
|---|---|
| Name of the director or key managerial personnel who is related, if any   | None of the Directors or Key Managerial Personnel of the Company are related to these transactions.   |
| Nature of Relationship  | Related Party of Step-down Subsidiary i.e. Greenlife Bliss Healthcare Limited   |
| Nature, Material terms, Monetary value and particulars of the contract or arrangements  | Sale of Goods / Raw Materials / Services and Reimbursement of expenses for such amount as mentioned in the resolution and statement thereof.  |
| Justification for why the proposed transaction is in the interest of the Company  | Transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company |
| Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary  | Not Applicable  |
| A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders | The transactions do not contemplate any valuation   |

# Annexure to the Notice

## Annexure to the Notice Additional Disclosures/Information pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

| Name of the Director  | Dr. Nandkumar Kashinath Chodankar  |
|---|--|
| Director Identification Number  | 02736718   |
| Designation   | Additional Director (Independent Director)   |
| Age   | 75 Years   |
| Work Experience in functional area  | He lectured Globally and trained on Quality Assurance and Management, Product development, and Pharma Manufacturing Management. Further involved in designing and installing six new, green field Pharmaceutical Facilities. |
| Qualification   | Bachelor's, Master's and Ph. D in Chemical Technology from UDCT (now ICT), Bombay  |
| Terms and Condition of Appointment & Last Remuneration  | Appointment as an Independent Director for a Term of Five Years from June 22, 2024 to June 21, 2029 for no fixed terms and conditions other than prescribed under Companies Act, 2013  |
| Directorship in other Companies including Listed Company  | 2  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | Nil  |
| No. of Shares held in the Company   | Nil  |
| First Appointment by the Board  | June 22, 2024  |
| Relationship with other Director, Manager & KMP   | Not related to any Directors/Key Managerial Personnel  |
| Board Meeting attended (F.Y. 2023-24)   | Nil  |
| Justification for appointment   | The Board considers that his association would be of immense benefit to the Company with his rich experience and profound knowledge.   |

| Name of the Director  | Mr. Gagan Harsh Sharma  |
|---|---|
| Director Identification Number  | 07939421  |
| Designation   | Managing Director   |
| Age   | 41 years  |
| Work Experience in functional area  | 19 Years  |
| Qualification   | Bachelor of Engineering in Electronics and Communication  |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at Item no. 5 of the Notice convening this Annual General Meeting, Mr. Gagan Sharma is proposed to be re-appointed, who is liable to retire by rotation.<br>Last Remuneration as Director – ₹ 216.39 lakh |
| Directorship in other Companies including Listed Company  | Three   |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One   |
| No. of Shares held in the Company   | NIL   |
| First Appointment by the Board  | January 21, 2021  |
| Relationship with other Director, Manager & KMP   | Spouse of Dr. Vibha Sharma, Brother-in-law of Mrs. Shruti Rao   |
| Board Meeting attended (F.Y. 2023-24)   | Five  |

| Name of the Director  | Dr. Vibha Gagan Sharma   |
|---|--|
| Director Identification Number  | 02307289   |
| Designation   | Whole Time Director  |
| Age   | 40 years   |
| Work Experience in functional area  | 16 Years   |
| Qualification   | Bachelor in Dental Surgery   |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 6 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Dr. Vibha Gagan Sharma is proposed to be re-appointed as a Whole time Director.<br>Last Remuneration as Director – ₹ 75.37 lakh |
| Remuneration Sought to be paid  | As mentioned in the Notice   |
| Directorship in other Companies including Listed Company  | Two  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One  |
| No. of Shares held in the Company   | 24,75,000 shares   |
| First Appointment by the Board  | July 29, 2008  |
| Relationship with other Director, Manager & KMP   | Spouse of Mr. Gagan Harsh Sharma, Sister of Mrs. Shruti Vishal Rao   |
| Board Meeting attended (F.Y. 2023-24)   | Five   |

| Name of the Director  | Mrs. Shruti Vishal Rao   |
|---|--|
| Director Identification Number  | 00731501   |
| Designation   | Whole Time Director  |
| Age   | 39 years   |
| Work Experience in functional area  | 18 Years   |
| Qualification   | Bachelor of Engineering  |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 7 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Mrs. Shruti Vishal Rao is proposed to be re-appointed as a Whole time Director.<br>Last Remuneration as Director – ₹ 74.07 lakh |
| Remuneration Sought to be paid  | As mentioned in the Notice   |
| Directorship in other Companies including Listed Company  | One  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One  |
| No. of Shares held in the Company   | 21,10,000 shares   |
| First Appointment by the Board  | July 27, 2006  |
| Relationship with other Director, Manager & KMP   | Sister of Dr. Vibha Gagan Sharma and sister in law of Mr. Gagan Harsh Sharma   |
| Board Meeting attended (F.Y. 2023-24)   | Five   |

| Name of the Director               | Ms. Shilpa Bhatia  |
|------------------------------------|--|
| Director Identification Number     | 08695595   |
| Designation                        | Independent Women Director   |
| Age                                | 50 years   |
| Work Experience in functional area | She is an Advocate of High Court of Bombay. She has been practicing for over 24 years and has vast experience in matters relating to Human Resources, Labour and Industrial litigation, sexual harassment investigations and advisory. She is a Magazine editor of Government Law College, Mumbai. She has been member of Sexual Harassment Committee of Labour & Industrial Tribunal, Mumbai. |
| Qualification                      | Master of Laws degree from Mumbai University   |

| Name of the Director  | Ms. Shilpa Bhatia  |
|---|--|
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 8 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Ms. Shilpa Bhatia is proposed to be re-appointed as a Independent Women Director.<br>Last Remuneration as Director – Nil. Only Sitting fees will be paid.   |
| Remuneration Sought to be paid  | Nil  |
| Directorship in other Companies including Listed Company  | Two  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | Three  |
| No. of Shares held in the Company   | Nil  |
| First Appointment by the Board  | February 11, 2020  |
| Relationship with other Director, Manager & KMP   | Nil  |
| Board Meeting attended (F.Y. 2023-24)   | Five   |
| Summary of Performance Evaluation Report  | The Board of Directors of the Company has evaluated the performance of Ms. Shilpa Bhatia on the basis of her attendance at the meetings of the Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into the development of strategy, better governance practices, accounting treatments and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation in rating manner such as below expectation, meet the expectation and exceed expectation. The performance evaluation of Ms. Shilpa Bhatia was satisfactory to the Board. |

**Disclosure as required under schedule V of the Companies Act, 2013 is given as under:**

**I. General Information:**

| Nature of industry  | Manufacture of Pharmaceuticals products             |
|---|---|
| Date or expected date of commencement of commercial production:   | The Company is in commercial production since 1986. |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                      |

**Standalone Financial Performance:**

| Particulars                         | (₹ in lakh)                             |   |   |
|-------------------------------------|---|---|---|
|                                     | Year ended 31 <sup>st</sup> March, 2022 | Year ended 31 <sup>st</sup> March, 2023 | Year ended 31 <sup>st</sup> March, 2024 |
| Total Income from Operations (Net)  | 66,898.46                               | 64,910.58                               | 63,896.02                               |
| Total Expenses                      | 54,532.94                               | 53,341.36                               | 52,761.64                               |
| Profit/Loss Before Exceptional Item | 12,365.52                               | 11,569.22                               | 11,134.38                               |
| Profit/Loss Before Tax              | 12,640.03                               | 11,569.22                               | 7,025.77                                |
| Profit/Loss After Tax               | 9,266.40                                | 8,547.86                                | 5,064.49                                |

**Consolidated Financial Performance**

| Particulars                         | (₹ in lakh)                             |   |   |
|-------------------------------------|---|---|---|
|                                     | Year ended 31 <sup>st</sup> March, 2022 | Year ended 31 <sup>st</sup> March, 2023 | Year ended 31 <sup>st</sup> March, 2024 |
| Total Income from Operations (Net)  | 77,894.60                               | 76,937.39                               | 79,898.23                               |
| Total Expenses                      | 65,118.62                               | 66,330.23                               | 65,291.42                               |
| Profit/Loss Before Exceptional Item | 12,775.98                               | 10,607.16                               | 14,606.81                               |
| Profit/Loss Before Tax              | 5,416.53                                | 10,607.16                               | 11,687.20                               |
| Profit/Loss After Tax               | 2,312.65                                | 7,673.48                                | 8,157.79                                |

**II. Information about the appointee:**

| Particulars                                    | Mr. Gagan Harsh Sharma   | Dr. Vibha Gagan Sharma   | Mrs. Shruti Vishal Rao   |
|--|--|--|--|
| Background Details                             | Mr. Gagan Harsh Sharma, aged 41 years, having total 19 years of experience out of which 15 years of experience is with Pharma Industry. He is currently designated as Executive Director of the Company.<br>Brief profile summary:<br><ul style="list-style-type: none"> <li>Managed and drove multiple Mergers &amp; Acquisitions with varying degree of participation from initial Due Diligence to handling acute legal issues</li> <li>Successful creation of Research &amp; Development function(s) focusing on NDDS with strong focus on product pipeline for the EU/US markets</li> <li>Proficiency in developing and deploying strategic client relationship management models across emerging and developed markets</li> <li>Expertise in managing end to end of pharma formulation capex projects</li> <li>Expert in Lean Manufacturing techniques across dosage forms like oral solids, semi solids and injectables with special focus on niche products</li> <li>Build teams &amp; capabilities to manage GMP/Regulatory compliance while addressing ever evolving compliance needs for the formulations business</li> <li>Skilled in adopting &amp; applying quality techniques &amp; standards to varied business processes to develop organization wide culture of quality</li> <li>Hands-on experience in developing HR Capabilities among large teams; adept in deploying best in class HR practices for continual improvement</li> </ul> Strong Focus on building brands and sustainable revenue streams with clear focus on the bottom line | Dr. Vibha Gagan Sharma, aged 40 years, having total 16 years and more experience with Pharma Industry. She holds a bachelor's degree in Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka. She is currently designated as Whole-Time Director of the Company. She is a part of promoter group exclusively working for the company and oversees the research & development activities of the Company. | Mrs. Shruti Vishal Rao, aged 39 years, having total 18 years and more experience with Pharma Industry. She holds a bachelor's degree in Engineering from Mumbai University. She is currently designated as Whole-Time Director of the Company. She is a part of promoter group exclusively working for the company and oversees the day to day commercial and trading activities of the Company in India & abroad. |
| Remuneration received in 2023-2024 as Director | ₹ 216.39 lakh  | ₹ 75.37 lakh   | ₹ 74.07 lakh   |
| Recognition or awards                          | -  | -  | -  |

| Particulars  | Mr. Gagan Harsh Sharma   | Dr. Vibha Gagan Sharma   | Mrs. Shruti Vishal Rao  |
|--|--|--|---|
| Job profile and his/her Suitability  | Mr. Gagan Harsh Sharma shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. | Dr. Vibha Gagan Sharma shall be responsible for mainly Research & Development activities of the Company and also operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. | Mrs. Shruti Vishal Rao shall be responsible for the day to day commercial and trading activities and also operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. |
| Remuneration proposed  | As provided in the resolution at item no. 5 of the Notice.   | As provided in the resolution at item no. 6 of the Notice.   | As provided in the resolution at item no. 7 of the Notice.  |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial Personnel, if any. | Promoter of the Company and relative of Mrs. Shruti Vishal Rao and Dr. Vibha Gagan Sharma.   | Promoter of the Company and relative of Mrs. Shruti Vishal Rao and Mr. Gagan Harsh Sharma.   | Promoter of the Company and relative of Dr. Vibha Gagan Sharma and Mr. Gagan Harsh Sharma.  |

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking into size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

**III. Other information:**

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Not Applicable as the Company is doing profitable business. In case of loss/inadequate profits during the tenure of the Managing Director and Whole Time Directors than the Company will take necessary steps or measures in this regard.

**IV. Disclosures:**

The remuneration package of the appointees is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2023-24 of the Company.

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date : June 22, 2024  
**Registered Office:**  
102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930

# Board's Report

Dear Members,

The Board of Directors is pleased to submit its report on the performance of the Company along with the audited standalone and consolidated financial statements for the year ended March 31, 2024.

**1. FINANCIAL HIGHLIGHTS:**

| Particulars   | Standalone     |                | Consolidated   |                |
|---|----------------|----------------|----------------|----------------|
|   | Year ended     | Year ended     | Year ended     | Year ended     |
|   | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| Gross Total revenue   | 63,896.02      | 64,910.58      | 79,898.23      | 76,937.39      |
| Profit before tax and exceptional item                                  | 11,134.38      | 11,569.22      | 14,606.81      | 10,607.16      |
| Profit for the year (after tax and attributable to shareholders)        | 5,064.49       | 8,547.86       | 8,157.79       | 7,673.48       |
| Other Comprehensive Income for the year (not to be reclassified to P&L) | (15.36)        | (66.62)        | (17.26)        | (62.06)        |
| Other Comprehensive Income for the year (to be reclassified to P&L)     | -              | -              | 472.11         | (576.10)       |
| Surplus brought forward from the last balance sheet                     | 84,618.08      | 76,533.47      | 81,492.43      | 74,871.50      |
| Profit available for appropriation                                      | 89,778.32      | 85,137.12      | 89,220.13      | 82,011.47      |
| <b>Appropriations:</b>  |                |                |                |                |
| Dividend  | 521.12         | 519.04         | 521.12         | 519.04         |
| Tax on Dividend   | -              | -              | -              | -              |
| Surplus carried forward   | 89,257.20      | 84,618.08      | 88,699.01      | 81,492.43      |

**2. OVERVIEW OF FINANCIAL PERFORMANCE:**

During the financial year ended March 31, 2024, the Company's total income including revenue from operations on a standalone basis was ₹ 63,896.02 lakh as compared to ₹ 64,910.58 lakh in the previous year.

During the financial year ended March 31, 2024, the Company and its subsidiary's total income including revenue from operations on a consolidated basis increased to ₹ 79,898.23 lakh as against ₹ 76,937.39 lakh in the previous year.

During the financial year ended March 31, 2024, Standalone Profit before Tax and Exceptional item decreased to ₹ 11,134.38 lakh as against ₹ 11,569.22 lakh in the previous year whereas Consolidated Profit before Tax and Exceptional item increased to ₹ 14,606.81 lakh as against ₹ 10,607.16 lakh in the previous year.

The Standalone Net Profit for the financial year ended March 31, 2024, decreased to ₹ 5,064.49 lakh as against ₹ 8,547.86 lakh in the previous year while the Consolidated Net Profit increased to ₹ 8,157.79 lakh as against ₹ 7,673.48 lakh in the previous year.

**3. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:**

This financial year 2023-2024 was a decent year for the Company in terms of financial performance. We are one of the manufacturers of suppositories and pessaries in the world

and Sub-Saharan Africa continues to be the largest market for us, accounting for more than 85% of our sales volume.

Further, the Company approved an Investment of ₹ 30 Crores (Approx.) for Capacity Addition/Inclusion of Semi-Solids Finished Formulations at our Palghar Vevoor Unit. The Total Capacity expected is approx. 200 million Units in Semi-Solids Dosage and that is expected to be completed and available for commercial production by the end of F.Y. 2025-2026.

Further information on the Business overview and outlook and State of the affairs of the Company is discussed in detail in the Management Discussion & Analysis Report.

**4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company or any of its subsidiaries during the year.

**5. SHARE CAPITAL:**

The paid-up Equity Share Capital of the Company as on March 31, 2024, is ₹ 10,46,90,822/- (Rupees Ten Crores Forty-Six Lakh Ninety Thousand Eight Hundred and Twenty-Two Only). Out of the total paid-up share capital of the Company, 34.97% is held by the Promoter & Promoter Group in fully dematerialized form and the remaining balance of 65.03% is held by persons other

than Promoter and Promoter Group, out of which the majority is in dematerialized form.

During the year, the Company has issued and allotted 5,38,150 equity shares under Bliss GVS Pharma Limited - Employee Stock Option Plan 2019.

Further, during the year under review, the Company has neither issued shares with differential rights as to dividend, voting, or otherwise nor has issued sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2024.

**6. DIVIDEND:**

The Board of Directors at their meeting held on May 02, 2024, has recommended a dividend of ₹ 0.50 paise (i.e.50%) per equity share of ₹ 1/- each for the year ended March 31, 2024, subject to the approval of the shareholders at the ensuing 39<sup>th</sup> Annual General Meeting ('39<sup>th</sup> AGM') of the Company. The dividend payout will be done in compliance with applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') & Companies Act, 2013 ('the Act').

In view of the changes made under the Income-Tax Act, 1961, by the Finance Act, 2020, the dividend paid or distributed by the Company shall be taxable in the hands of the members. Accordingly, the Company shall make the payment of the Dividend after the deduction of tax at source to the members.

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') the Board of Directors of the Company (the 'Board') formulated and adopted the Dividend Distribution Policy (the 'Policy').

The Policy of the Company is available on the Company's website and can be accessed at <https://www.blissgvs.com/policies-and-codes1/>.

**7. TRANSFER TO RESERVES:**

The Company has not transferred any amount to the Reserve for the financial year ended March 31, 2024.

**8. DEPOSITS:**

The Company has not accepted any deposits from the public/ members during the year under review within the meaning of sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014, and accordingly, no amount on account of principal or interest on public deposits was outstanding as on March 31, 2024.

**9. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments that affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report, other than those already mentioned in this Report.

**10. SUBSIDIARIES:**

**Asterisk Lifesciences (GH) Limited:**

During the financial year, there was a change in ownership of Asterisk Lifesciences (GH) Ltd., a wholly-owned subsidiary of Asterisk Lifesciences Ltd. (UK). The entire equity stake previously held by Asterisk Lifesciences Limited (UK), a wholly-owned subsidiary of the Company, was transferred to Bliss GVS International Pte. Ltd. (Singapore), another wholly-owned subsidiary of the Company.

**Asterisk Lifesciences DRC**

"Bliss GVS International PTE Ltd." based in Singapore, which is a wholly-owned subsidiary of Bliss GVS Pharma Limited ("the Company"), incorporated another wholly-owned subsidiary named Asterisk Lifesciences Democratic Republic of Congo ("DRC") on January 15, 2022.

During the fiscal year 2023-2024, Asterisk Lifesciences DRC, recognized as a step-down subsidiary of the Company in the Democratic Republic of Congo, voluntarily ceased operations in compliance with the pertinent laws of the Democratic Republic of Congo, owing to prevailing macroeconomic business conditions.

**Bliss GVS International Pte. Ltd.**

The Company has decided to convert the loan, including accrued interest, provided to Bliss GVS International Pte. Ltd. ("BG IPL"), its wholly-owned subsidiary in Singapore, into Equity Shares of Bliss GVS Pharma Limited.

As on March 31, 2024, the Company has 2 wholly-owned subsidiaries, 1 partly-owned subsidiary, and 3 step-down subsidiaries. The Company does not have any joint venture/associate company(ies) within the meaning of Section 2(6) of the Companies Act, 2013.

Pursuant to the first proviso to Section 129(3) of the Act and Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial statements, performance, and financial position of each of the subsidiaries are given in "Form AOC-1" as 'Annexure-I' to this Report.

In accordance with the third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and consolidated financial statements together with relevant

documents has been placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com). Further, as per the fourth proviso of the said section, the audited annual accounts of each of the subsidiary companies have been placed on the website of the Company, <http://www.blissgvs.com/investors/financials/financial-subsiidiaries/>.

The Company has a policy for determining material subsidiaries and the same is available on the Company's website at <http://www.blissgvs.com/policies-and-codes1/>.

**11. INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the IEPF Rules, the shares on 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 of the IEPF Authority.

During the year, the Company has transferred a total unclaimed and unpaid final dividend of ₹ 15,85,065/- for the F.Y. 2015-16 (Final) to IEPF Authority. Further, 51,698 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred to the IEPF Authority as per the requirements of the IEPF Rules.

Year-wise amounts of unpaid/unclaimed dividends standing in the unpaid account up to the year, and the corresponding shares, which are liable to be transferred are provided in the Corporate Governance Report, which forms part of this Annual Report and are also available on the Company's website at [www.blissgvs.com](http://www.blissgvs.com)

**12. EMPLOYEE STOCK OPTION PLAN ('ESOP'):**

The Company has in force the Employee Stock Option Plan ("ESOP 2019") to reward the employees for their loyalty and contribution to the Company and to motivate them to keep contributing to the growth and profitability of the Company. The Company also intends to use this ESOP 2019 to attract and retain talent in the Company and to give its employees co-ownership. During the year, there have been no material changes made to the scheme. The ESOP scheme of the Company is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The applicable disclosure prescribed under the said Regulations with regard to the ESOP Scheme as of March 31, 2024 is available on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com)

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**Director liable to Retirement by Rotation**

Mrs. Shruti Vishal Rao (DIN: 00731501), Whole-Time Director of the Company, is liable to retire by rotation at the ensuing 39<sup>th</sup> AGM pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible offers herself for re-appointment, on the recommendation of the Nomination & Remuneration Committee and Board of Directors.

Particulars in pursuance of Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard – 2 on General Meetings relating to Mrs. Shruti Vishal Rao is given in the Notice of 39<sup>th</sup> AGM.

**Key Managerial Personnel**

During the year, there were no changes in Key Managerial Personnel of the Company.

**Independent Directors**

The Independent Directors hold office for a term of 5 (five) years and are not liable to retire by rotation.

**14. DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received the necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 along with a declaration received pursuant to sub-rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also furnished the declaration pursuant to Regulation 25(8) of the SEBI Listing Regulations affirming compliance to the criteria of Independence as provided under Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on the declarations and confirmations of the Independent Directors and after undertaking the due assessment of the veracity of the same, the Board of Directors recorded their opinion that all the Independent Directors are independent of the Management and have fulfilled all the conditions as specified under the governing provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Further, the Independent Directors have also confirmed that they have complied with the Company's code of conduct.

**15. BOARD MEETINGS:**

The Board met Five (5) times during the financial year. The maximum gap between any two Board Meetings did not exceed one hundred and twenty days. The details of the meetings and attendance of directors are furnished

in the Corporate Governance Report which forms part of the Annual Report and is attached as an 'Annexure-VIII' to this Board's Report.

**16. COMMITTEES OF THE BOARD:**

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had the following Five (5) Committees as on March 31, 2024:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee.

A detailed update on the Board, its committees, its composition, detailed charter including terms of reference of various Board Committees, number of committee meetings held, and attendance of the directors at each meeting is provided in the Corporate Governance Report, which forms part of this Annual Report.

**17. EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES, AND INDIVIDUAL DIRECTORS:**

Pursuant to applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes, and criteria for performance evaluation of the entire Board of the Company, its committees and individual directors, including Independent Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc., which complies with applicable laws, regulations, and guidelines. The performance of each Committee was evaluated by the Board, based on the report of evaluation received from respective Board Committees.

The criteria for performance evaluation are broadly based on the Guidance Note issued by SEBI on Board Evaluation which included aspects such as the structure and composition of Committees, the effectiveness of Committee Meetings, etc. Board evaluation processes, including in relation to the Chairman, individual directors, and committees, constitute a powerful and valuable feedback mechanism to improve Board effectiveness, maximize strengths, and highlight areas for further development.

The Criteria for Evaluation of Performance has been disclosed in the policy for Evaluation of the Board of Directors which is hosted on the Company's website at <http://www.blissgvs.com/policies-and-codes1/>. The performance evaluation is conducted in the following manner:

- Performance evaluation of the Board, Chairman, Managing Director, Non-Executive Director, and Executive Director is conducted by the Independent Directors;
- Performance evaluation of the Committee is conducted by the Board of Directors;
- The performance evaluation of Independent Directors is conducted by the entire Board of Directors.

The Independent Directors met separately on January 23, 2024, without the presence of Non-Independent Directors and the Members of Management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

The Board of Directors of the Company is of the opinion that all the Independent Directors of the Company possess the highest standard of integrity, relevant expertise, and experience required to best serve the interest of the Company.

**18. NOMINATION AND REMUNERATION POLICY:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee, the Board has adopted the Nomination & Remuneration Policy for selection and appointment of Directors, Senior Management including Key Managerial Personnel (KMP) and their remuneration. The details of the Remuneration Policy are stated in the Corporate Governance Report. The details of this policy have been placed on the website of the Company at <http://www.blissgvs.com/policies-and-codes1/>.

**19. MANAGEMENT DISCUSSION AND ANALYSIS:**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report ('MDAR') forms part of this Annual Report and is annexed herewith as 'Annexure-VII' to this Board's Report.

**20. EXTRACT OF ANNUAL RETURN:**

The Annual Return of the Company as of March 31, 2024, in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://blissgvs.com/investors/shareholder-information/annual-return/>.

By virtue of an amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide an extract of the Annual Return (form MGT- 9) as part of this Board's Report.

**21. FAMILIARISATION PROGRAM FOR THE INDEPENDENT DIRECTORS:**

In compliance with the requirements of Regulation 25(7) of the SEBI Listing Regulations, the Company has put in place a Familiarization Program for the Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, etc. The details of the training and familiarization program have been provided under the Corporate Governance Report. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties, and responsibilities. Details of the Familiarization Program conducted are available on the Company's website <http://www.blissgvs.com/policies-and-codes1/>.

**22. CORPORATE GOVERNANCE:**

The Company is committed to maintaining the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). The Company has also implemented several best governance practices. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions. The report on Corporate Governance as per Regulation 34 (3) read with Para C of Schedule V of the SEBI Listing Regulations forms part of this Annual Report and is annexed herewith as 'Annexure-VIII'. A certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

**23. CORPORATE SOCIAL RESPONSIBILITY:**

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in 'Annexure-III' of this Board's report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR policy is available on the website of the company <http://www.blissgvs.com/investors/policies-and-codes1/>.

**24. AUDIT REPORTS AND AUDITORS:**

**Statutory Auditors**

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (Firm's Regn. No. 104607W / W100166), were re-appointed as the Statutory Auditors of the Company for a second term for a period of five consecutive years from the conclusion of the 37<sup>th</sup> Annual General Meeting till the conclusion of the 42<sup>nd</sup> Annual General Meeting to be held in the financial year 2027-28.

The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to the Companies (Amendment) Act, 2017, notified on May 7, 2018.

The auditors have confirmed their eligibility limits as prescribed in the Companies Act, 2013, and that they are not disqualified from continuing as Auditors of the Company.

The Auditors' Report for the financial year ended March 31, 2024, on the financial statements of the Company forms a part of this Annual Report. There is no qualification, reservation, adverse remark, disclaimer, or modified opinion in the Auditors' Report, which calls for any further comments or explanations.

**Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. AVS & Associates, Practicing Company Secretaries were appointed to conduct the secretarial audit of the Company for the financial year 2023-2024. The Secretarial Audit Report in Form No. MR -3 for the financial year ended March 31, 2024, is annexed herewith as 'Annexure-VI' to this Board's Report.

Pursuant to Regulations 24A of SEBI Listing Regulations 2015, the Secretarial Audit Report issued by M/s Sushant Gawade & Associates, Secretarial Auditors of Kremoint Pharma Private Limited, Material subsidiary of the Company incorporated in India is forming part of this Board's Report for the financial year ended March 31, 2024 is given in 'Annexure - VI(A)'.

**The Secretarial Audit Report of the Company contains the following observations:**

| No | Observation   | Reply to Observation  |
|----|---|---|
| 1. | The disclosure regarding the allotment of 18,000 Equity Shares under ESOP was submitted to the Stock Exchanges with a delay of 62 days, accompanied by an explanation for the same. | A delay in submitting the disclosure of the allotment of 18,000 Equity Shares under ESOP is linked to the suspension of one employee's demat account, to whom an allotment was made in the previous tranche under ESOP. The said suspension stems from the temporary halt in the Aadhar authentication process prompted by a biometric issue and there is uncertainty regarding the approval clarity for the said previous allotment. Moreover, the aforementioned delay was procedural in nature and was beyond the control of the Company. Importantly, it did not result in any adverse effects to the interests of the stakeholders of the Company. |

**Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made there under (including any amendment(s), modification(s), or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company, on the recommendation of Audit Committee, at their meeting held on May 02<sup>nd</sup>, 2024 have re-appointed M/s. BDO India LLP, Chartered Accountant having LLP Registration No. AAB-7880 as Internal Auditors of the Company for the Financial Year 2024-2025, to conduct Internal Audit of the Company.

**Cost Audit**

The Company is required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014, and accordingly, such accounts and records are made and maintained by the Company.

In accordance with Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the requirement for cost audit shall not apply to the Company as its revenue from exports, in foreign exchange, exceeds seventy-five percent of its total revenue.

**25. RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at <http://www.blissgvs.com/policies-and-codes1/>.

All related party transactions are placed before the Audit Committee for its review and approval. Prior/ omnibus approval of the Audit Committee is obtained on an annual basis for a financial year, for the transactions which are foreseen and repetitive in nature.

The statement giving details of all related party transactions entered into pursuant to the omnibus approval together with relevant information are placed before the Audit Committee for review and updated every quarter.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis.

During the year under review, the Company entered into a transaction with Greenlife Pharmaceuticals Limited which qualifies as material in accordance with the Policy of the Company on the materiality of related party transactions.

The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in 'Form AOC-2' is enclosed as 'Annexure-II' to this Board's report.

**26. LOANS AND INVESTMENTS:**

Loans, Guarantees, and Investments made under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2024, are set out in Notes to the Standalone Financial Statements of the Company.

**27. RISK MANAGEMENT:**

As per provisions of the Companies Act, 2013 and as part of good Corporate Governance, the Company has laid down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing, and monitoring the risk management plans for the Company. The main objective is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating, and resolving risks associated with the business.

The Audit Committee of the Company has periodically reviewed the various risks associated with the business of the Company. Such review includes risk identification, evaluation, and mitigation of the risk.

The Company has constituted its Risk Management Committee and also adopted its policies. Details of the same are mentioned in the Corporate Governance Report which is a part of this Board's Report.

**28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption, and foreign exchange earnings and outgo as stipulated under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the rule 8 of the Companies (Accounts) Rules, 2014, are enclosed as 'Annexure-V' to this Board's report.

**29. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:**

The Company has in place an Internal Financial Control System, commensurate with the size, scale, and complexity of its operations to ensure proper recording of financial and operational information & compliance with various internal controls, statutory compliances, and other regulatory compliances. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

The finance department monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures, and policies at all locations of the Company.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Statutory Auditors of the Company have monitored and evaluated the efficacy of the Internal Financial Control System in the Company, it is in compliance with the operating system, accounting procedures & policies at all the locations of the Company.

Based on the report of the Internal Audit function, corrective actions in the respective area are undertaken & controls are strengthened. Significant audit observations, if any, and recommendations along with corrective action suggested thereon are presented to the Audit Committee of the Board. The Company is periodically following all the applicable Indian Accounting Standards for properly maintaining the books of account and reporting Financial Statements.

**30. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior. The Company hereby affirms that no Director/ employee has been denied access to the Chairman and Audit Committee and that no complaints were received during the year. This Policy is available on the website of the Company: <http://www.blissgvs.com/investors/policies-and-codes1/>.

**31. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE:**

The Company strongly believes in providing a safe and harassment-free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has arranged various interactive awareness workshops in this regard for the employees at the manufacturing sites, R & D setups & corporate office during the year under review.

During the year, there are no complaints received by the Company. The Company has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

**32. HUMAN RESOURCES MANAGEMENT AND MANAGERIAL REMUNERATION:**

We are committed to hiring and retaining the best talent and being among the industry's leading employers. We focus on promoting a collaborative, transparent, and participative organizational culture, and rewarding merit and sustained high performance. Our human resource management focuses on allowing our employees to develop their skills, grow in their careers, and navigate their next.

In terms of compliance with provisions of Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of remuneration to the Directors and employees of the Company and the details of the ratio of remuneration of each director to the median employee's remuneration are annexed herewith as 'Annexure-IV' to this Board's Report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the employee(s) drawing remuneration above limits set out in said rules forms part of this Board's Report in Annexure if any.

**33. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ('BRSR'):**

The SEBI Listing Regulations mandate the inclusion of the BRSR as part of the Annual Report for the top 1,000 listed entities based on market capitalization. In compliance with the SEBI Listing Regulations, we have

integrated BRSR disclosures into our Annual Report. The Business Responsibility and Sustainability Report of the Company for the year ended March 31, 2024, forms part of this Annual Report and is enclosed as 'Annexure-IX' and is also made available on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com).

**34. INSURANCE OF ASSETS:**

All the fixed assets, finished goods, semi-finished goods, raw materials, packing materials, and goods of the company lying at different locations have been insured against fire and allied risks.

**35. DIRECTORS' RESPONSIBILITY STATEMENT:**

According to the requirements under Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013 concerning the Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024, and of the profit/loss of the Company for the financial year from April 1, 2023, to March 31, 2024.
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a 'going concern' basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**36. OTHER GENERAL DISCLOSURES:**

**i. SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors and 'General Meetings, respectively.

**ii. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS / REGULATORS / TRIBUNALS**

During the year, there are no significant and material orders passed by the regulators or courts or tribunals that impact the going concern status and the Company's operations in the future.

**iii. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Board or Audit Committee, as required under Section 134 (3) (ca) and 143(12) of the Companies Act, 2013, any instances of frauds committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

**37. ENVIRONMENTAL, SAFETY, AND HEALTH:**

The Company is committed to ensuring a sound Safety, Health, and Environment (SHE) performance related to its activities, products, and services. The Company has been continuously taking various steps to develop and adopt Safer Process technologies and unit operations. The Company has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element, Enhanced level of training on Process and Behavior-based safety, adoption of safe & environmentally friendly production processes, Installation of Bioreactors, Chemical ROs, Multiple effect evaporator, and Incinerator, etc. to reduce the discharge of effluents, commissioning of Waste Heat recovery systems, and so on to ensure the Reduction, Recovery, and Reuse of effluents & other utilities. Monitoring and periodic review of the designed SHE Management System are done continuously.

**38. BANK AND FINANCIAL INSTITUTIONS:**

The Board of Directors of the Company is thankful to their bankers for their continued support of the Company.

**39. ACKNOWLEDGEMENTS:**

The Directors of the Company wish to acknowledge with gratitude and place on record their appreciation to all stakeholders – shareholders, investors, customers, suppliers, business associates, the Company's bankers, regulatory, medical professionals, business associates, and governmental authorities for their cooperation, assistance, and support. Further, they also wish to thank their employees for their dedicated services. The Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

**Annexure - I to Board's Report**  
**FORM-AOC-1**

Statement containing salient features of the Financial Statements of the Subsidiary Companies.

[Pursuant to the first proviso to section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

| Sr. No | Name of Subsidiary Company                          | Reporting Currency | Rate | Capital  | Reserve    | Total Assets | Total Liabilities | Investment other than Investment in subsidiary | Turnover  | Profit/ (Loss) before Taxation | Provision for Taxation | Profit/ (Loss) After Taxation | Proposed Dividend | % of Shareholding |
|--------|---|--------------------|------|----------|------------|--------------|-------------------|--|-----------|--------------------------------|------------------------|-------------------------------|-------------------|-------------------|
| 1      | Bliss GVS International Pte. Limited (Consolidated) | USD                |      | 4,174.46 | (7,589.99) | 9,427.28     | 12,842.81         | -  | 2,006.28  | (3,559.12)                     | 388.91                 | (3,948.03)                    | -                 | 100.00%           |
| 2      | Kremoint Pharma Private Limited (Consolidated)      | INR                |      | 6.00     | 8,212.04   | 11,023.91    | 2,805.87          | 417.05   | 10,348.37 | 1,668.74                       | 431.04                 | 1,237.70                      | -                 | 70.00%            |
| 3      | Asterisk Lifesciences Limited, UK (Consolidated)    | GBP                |      | 0.10     | 4.94       | 33.31        | 28.27             | -  | 9,876.43  | 1,486.50                       | 491.95                 | 994.55                        | -                 | 100.00%           |

**Notes:**

- 1) Bliss International Pte. Limited (Consolidated) figures includes its subsidiaries Greenlife Bliss Healthcare Ltd in which Bliss GVS International Pte. Limited holds 51%.
- 2) Bliss International Pte. Limited (Consolidated) figures includes its subsidiaries Asterisk Lifesciences DRC in which Bliss GVS International Pte. Limited holds 100% till 1<sup>st</sup> February, 2024.
- 3) Bliss International Pte. Limited (Consolidated) figures includes its subsidiaries Asterisk Lifesciences (GH Ltd) in which Bliss GVS International Pte. Limited holds 100% w.e.f. 01<sup>st</sup> March, 2024.
- 4) Kremoint Pharma Private Limited (Consolidated) figures includes its subsidiaries EPII Exports Private Limited holds 70%. The Company has lost control over Eco Rich Cosmetic India Private Limited from January 1, 2020.
- 5) Asterisk Lifesciences Limited (Consolidated) figures includes its subsidiaries Asterisk Lifesciences (GH) Ltd in which Asterisk Lifesciences Limited holds 100% till 2<sup>nd</sup> February 2024.
- 6) Reporting period of above subsidiary Companies is same as that of Holding Company i.e. April-March

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Sd/-  
**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024



# Annexure - II to Board's Report

## Form No. AOC-2

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

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

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

| Particulars   | Particulars | Particulars |
|---|-------------|-------------|
| (a) Name(s) of the related party and nature of relationship   | -           | -           |
| (b) Nature of contracts/ arrangements/ transactions   | -           | -           |
| (c) Duration of the contracts / arrangements/transactions   | -           | -           |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any                        | -           | -           |
| (e) Justification for entering into such contracts or arrangements or transactions                                    | -           | -           |
| (f) Date(s) of approval by the Board  | -           | -           |
| (g) Amount paid as advances, if any   | -           | -           |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | -           | -           |

### 2. Details of material contracts or arrangement or transactions at arm's length basis

| Particulars  | Particulars   | Particulars   |
|--|---|---|
| (a) Name(s) of the related party and nature of relationship                                    | Greenlife Pharmaceuticals Limited;<br>Related Party of Step-down Subsidiary i.e. Greenlife Bliss Healthcare Limited | Greenlife Pharmaceuticals Limited;<br>Related Party of Step-down Subsidiary i.e. Greenlife Bliss Healthcare Limited |
| (b) Nature of contracts/ arrangements/ transactions  | Sale of Goods/Raw Materials /Services   | Reimbursement of Business Promotion Expense   |
| (c) Duration of the contracts / arrangements/ transactions                                     | 2023-24   | 2023-24   |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any | Not Exceeding 175 Crore.  | Not Exceeding 15 Crore.   |
| (e) Date(s) of approval by the Board, if any   | 11 <sup>th</sup> May, 2023  | 11 <sup>th</sup> May, 2023  |
| (f) Amount paid as advances, if any  | NA  | NA  |

For and on behalf of the Board of Directors  
Bliss GVS Pharma Limited

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

# Annexure - III to Board's Report

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

(Pursuant to the Companies (Corporate Social Responsibility) Rules, 2014)

### 1. Brief outline on the CSR Policy of the Company:

Bliss GVS Pharma Limited being a pharmaceutical Company is committed to improving the health of the public at large and the Company is well known for its quality and reliability for over three decades. The Company intends to make a positive difference in society and contribute its share towards the social cause for the betterment of society and the area in which companies operate. The scope of CSR Policy is to lay down the guiding principles in undertaking various programs and projects by or on behalf of the Company relating to Corporate Social Responsibility ("CSR") within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014 ("Rules").

### 2. Composition of CSR Committee:

| Sr. No. | Name of Members        | Category             | Designation |
|---------|------------------------|----------------------|-------------|
| 1       | Mr. S. R. Vaidya       | Independent Director | Chairman    |
| 2       | Mr. Gagan Harsh Sharma | Managing Director    | Member      |
| 3       | Mrs. Shruti Vishal Rao | Whole-Time Director  | Member      |

- Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: <http://www.blissgvs.com/policies-and-codes1/>.
- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**
- Average net profit of the company as per sub-section (5) of section 135: ₹ **11,227.22 lakh**
  - Two per cent of the average net profit of the company as per sub-section (5) of section 135: ₹ **224.54 lakh**
  - Surplus arising out of the CSR Projects or programmes or activities of the previous financial year: **NIL**
  - Amount required to be set-off for the financial year, if any: **14.72**
  - Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **209.82 lakh**
- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ **211.54 lakh**
  - Amount spent in Administrative Overheads: **Nil**
  - Amount spent on Impact Assessment, if applicable: **NA**
  - Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **211.54 lakh**
  - CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year. (₹ in lakh) | Amount Unspent (in ₹)  |                   |  |         |                   |
|--|--|-------------------|--|---------|-------------------|
|  | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135. |                   | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. |         |                   |
|  | Amount.  | Date of transfer. | Name of the Fund   | Amount. | Date of transfer. |
| 211.54   | NA   | NA                | NA   | NA      | NA                |

(f) Excess amount for set-off, if any:

| Sr. No. | Particular  | Amount (₹ in lakh) |
|---------|---|--------------------|
| (1)     | (2)   | (3)                |
| (i)     | Two percent of average net profit of the company as per sub-Section (5) of section 135                    | 224.54             |
| (ii)    | *Total amount spent for the Financial Year  | 226.26             |
| (iii)   | Excess amount spent for the Financial Year [(ii)-(i)]   | 1.72               |
| (iv)    | Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any | Nil                |
| (v)     | Amount available for set off in succeeding Financial Years [(iii)-(iv)]                                   | 1.72               |

\* During the year the Company has taken set off ₹ 14.72 lakh from the previous excess amount, which satisfy the requirement of Two percent of average net profit of the company as per sub-section (5) of section 135 for the FY 2023-2024.

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

| 1       | 2                           | 3   | 4   | 5   | 6  | 7   | 8                  |
|---------|-----------------------------|---|---|---|--|---|--------------------|
| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹) | Amount Spent in the Financial Year (in ₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any | Amount remaining to be spent in succeeding Financial Years (in ₹) | Deficiency, if any |
|         |                             |   |   |   | Amount (in ₹)  | Date of Transfer  |                    |
| NA      |                             |   |   |   |  |   |                    |

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

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| 1       | 2   | 3                                   | 4                | 5                          | 6   |      |                    |
|---------|---|-------------------------------------|------------------|----------------------------|---|------|--------------------|
| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |      |                    |
|         |   |                                     |                  |                            | CSR Registration Number, if applicable                            | Name | Registered address |
| 1       | -   | -                                   | -                | -                          | -   | -    | -                  |

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified, and also the area of the immovable property as well as boundaries).

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

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Place: Mumbai  
Date: May 02, 2024

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

# Annexure - IV to Board's Report

## PARTICULARS OF EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i) Ratio of the Remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-2024:

| Name of Director       | Designation          | Ratio of the Remuneration* |
|------------------------|----------------------|----------------------------|
| Mr. S. R. Vaidya       | Independent Director | 0.78                       |
| Mr. Santosh Parab      | Independent Director | 0.78                       |
| Mrs. Shilpa Bhatia     | Independent Director | 0.78                       |
| Mrs. Shruti Vishal Rao | Wholetime Director   | 15.03                      |
| Dr. Vibha Gagan Sharma | Wholetime Director   | 16.53                      |
| Mr. Gagan Harsh Sharma | Managing Director    | 44.72                      |

Note:

\*Remuneration includes sitting fees paid to Independent Directors.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year 2023-2024 as compared to the previous year 2022-2023:

| Name of Director       | Designation             | Percentage (%) increase in Remuneration |
|------------------------|-------------------------|---|
| Mr. S. R. Vaidya       | Independent Director    | -                                       |
| Mr. Santosh Parab      | Independent Director    | -                                       |
| Mrs. Shilpa Bhatia     | Independent Director    | -                                       |
| Mrs. Shruti Vishal Rao | Whole-Time Director     | 0.10                                    |
| Dr. Vibha Gagan Sharma | Whole-Time Director     | 0.10                                    |
| Mr. Gagan Harsh Sharma | Managing Director       | 0.20                                    |
| Mr. Deepak Sawant*     | Chief Financial Officer | -                                       |
| Ms. Aditi Bhatt        | Company Secretary       | 0.18                                    |

Note:

\* Mr. Deepak Sawant's remuneration cannot be compared as he was appointed as Chief Financial Officer w.e.f. December 30, 2022.

(iii) The percentage increase in the median remuneration of employees in the financial year 2023-2024:

The percentage increase in the median remuneration of employees in the financial year 2023-2024 is 1%.

(iv) The number of permanent employees on the rolls of the Company as on March 31, 2024:

The Company has 831 permanent employees on the rolls as on March 31, 2024.

(v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with 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 2023-2024, there was an increase in remuneration due to the annual increment cycle of the Company.

(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**b) Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- (i) The statement containing names of the top ten employees in terms of remuneration drawn as required under Section 197(12) of the Act read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided to a member who is interested in obtaining these particulars upon receipt of a written request from such member by the Company. Member can write to the Company at [cs@blissgvs.com](mailto:cs@blissgvs.com)
- (ii) The following details are given hereunder in respect of employees employed throughout the year and were in receipt of remuneration aggregating One Crore and

| Employee Name          | Designation       | Educational Qualification             | Age      | Experience (in years) | Date of Joining | Gross Remuneration paid (in lakh) | Previous Employment and Designation | Whether such employee holds by himself or alongwith his spouse or dependent children not less than 2% of the Equity Shares of the Compan | Whether such employee is a relative of any Director or Manager and if yes name of he Director or Manager |
|------------------------|-------------------|---------------------------------------|----------|-----------------------|-----------------|-----------------------------------|-------------------------------------|--|--|
| Mr. Gagan Harsh Sharma | Managing Director | B.E. in Electronics and Communication | 41 years | 19                    | May 11, 2021    | 216                               | NA                                  | Yes  | Yes. He is a Husband of Dr. Vibha Gagan Sharma and Brother-in-Law of Mrs. Shruti Vishal Rao.             |

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

# Annexure - V to Board's Report

## DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND 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:

The Company has a well-structured energy management system in place and regular efforts are made to optimize process parameters and conserve energy. Additionally, while undertaking modernization and technological upgradation of production facilities, consideration is also given in the selection of plant and equipment that conforms to the best-in-class energy conservation parameters. The other identified key initiatives for the conservation of energy during the year were -

#### (i) The steps taken or impact on the conservation of energy:

All the Equipment and Machinery purchased in the new manufacturing plant are energy efficient. A heater was installed in the feed water tank of the boiler which increased the efficiency of the Boiler and reduced the emissions due to a reduction in LDO/LPG fuel consumption.

Installation of an Auto tube cleaning system for Chillers has reduced the electricity.

Installation of an Hour meter in the water system to monitor the running hours of the Ultra filtration and RO system which creates water conservation awareness.

#### (ii) The steps taken by the Company for utilizing alternate sources of energy:

The Company successfully commissioned a 4.5 MW solar power plant in March 2022 in the Ahmednagar district of Maharashtra. The solar power generated from the plant is used for captive consumption and has reduced the power consumption by 60%-70% in its manufacturing facilities at Palghar, Maharashtra. Further, the Company has decided to add a further 3 MW solar capacity in FY 2024-25.

#### (iii) The capital investment on energy conservation equipment: ₹ 25.50 lakh

### B. Technology absorption:

#### (i) The efforts made towards technology absorption:

The Company's R & D Laboratory is recognized by the Department of Scientific & Industrial Research, Government of India, where continuous efforts are made to innovate new products and improve the quality of products manufactured /procured by the Company and make the manufacturing process safe, cost-effective, and environment friendly.

#### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution, etc.:

Technology, innovations, and improvements undertaken at the Laboratory scale have been successfully absorbed at the plant level. These efforts shall benefit the Company by increasing sales, reducing costs, and improving the quality and scale of production.

#### (iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL

#### (iv) The expenditure incurred on Research and Development:

|  | (₹ in lakh)     |                 |
|--|-----------------|-----------------|
|  | 2023-2024       | 2022-2023       |
| a) Capital   | 32.41           | 15.45           |
| b) Recurring*  | 1,522.97        | 1,256.28        |
| <b>c) Total</b>  | <b>1,555.38</b> | <b>1,271.73</b> |
| <b>Total R&amp;D expenditure as a percentage of total turnover</b> | <b>2.57%</b>    | <b>2.13%</b>    |

\* Excluding depreciation and amortization

### C. Foreign exchange earnings and Outgo:

During the year, the foreign exchange outgo in terms of actual outflows was ₹ 8,963.73 lakh while foreign exchange earned in terms of actual inflows was ₹ 56,071.09 lakh. The Company continues to make concerted efforts to boost its export turnover as a strategy in the new geopolitical scenario.

On behalf of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Place: Mumbai  
Date: May 02, 2024

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

# Annexure - VI to Board's Report

## FORM NO. MR.3

### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Bliss GVS Pharma Limited**  
102, Hyde Park, Saki Vihar Road,  
Andheri (E), Mumbai- 400072

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Bliss GVS Pharma Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

#### Auditor's Responsibility:

Our responsibility is to express an opinion on compliance with the applicable laws and maintenance of records based on the audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

#### Modified Opinion:

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the

Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment. (**Foreign Direct Investment and External Commercial Borrowings not applicable to the Company during the audit period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the audit period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the audit period**) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the audit period**)

(vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on the test-check basis, the Company has complied with the following laws applicable specifically to the Company to the extent applicable:

- The Drugs & Cosmetics Act, 1940 & Rules, 1945
- The Drugs (Control) Act, 1950
- The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954
- The Narcotic Drugs and Psychotropic Substances Act, 1985
- The Petroleum Act, 1934 & Rules, 2002
- The Drugs (Pricing Control) Order, 2013
- The Pharmacy Act, 1948
- Food Safety and Standards Act, 2006
- The Legal Metrology Act, 2009 & the Legal Metrology (Packaged Commodities) Rules, 2011

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the disclosure regarding the allotment of 18,000 Equity Shares under ESOP was submitted to the Stock Exchanges with a delay of 62 days, accompanied by an explanation for the same.

#### We further report that:

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Additionally, a delay of a few days was observed for the transfer of equity shares related to unpaid or unclaimed dividends for the FY 2015-16 to the IEPF Authority.

**We further report that** the Board of Directors of the Company, at their meeting held on February 16, 2024, approved an internal restructuring of the Company's foreign subsidiaries as follows:

1. Change in Ownership by way of transfer of entire equity stake of Asterisk Lifesciences (GH) Limited held by Asterisk Lifesciences Limited (UK), a wholly-owned subsidiary of the Company to Bliss GVS International Pte. Ltd. (Singapore), a wholly-owned subsidiary of the Company.
2. Voluntary closure of Asterisk Lifesciences DRC, a step-down subsidiary of the Company in the Democratic Republic of Congo, under the applicable laws of the Democratic Republic of Congo due to macroeconomic business scenarios.
3. Conversion of the loan including interest granted by the Company to Bliss GVS International Pte. Ltd. ('BG IPL'), Singapore a wholly owned subsidiary of the Company into Equity Shares of BG IPL.

For **AVS & Associates**  
Company Secretaries

Sd/-  
**Vijay Yadav**  
Partner

Membership No. F11990  
C.P. No: 16806

Place: May 2, 2024  
Date: Navi Mumbai

Peer Review No: 1451/2021  
UDIN: F011990F000300828

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.

## 'Annexure – A'

To,  
The Members,  
**Bliss GVS Pharma Limited**  
102, Hyde Park, Sakivihar Road,  
Andheri (E), Mumbai- 400072

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

- Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period and in few instances, procedural delay, not material, has been noticed in compliance of the provisions of the Companies Act, 2013.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of Management. Our examination was limited to the verification of procedures on a test-check basis for the purpose of issue of the Secretarial Audit Report.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **AVS & Associates**  
Company Secretaries

Sd/-  
**Vijay Yadav**  
Partner

Membership No. F11990  
C.P. No: 16806  
Peer Review No: 1451/2021  
UDIN: F011990F000300828

Place: May 2, 2024  
Date: Navi Mumbai

## Annexure - VI (A) to Board's Report

**FORM NO. MR.3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended 31<sup>st</sup> March, 2024  
(Secretarial Audit Report pursuant to Regulation 24A of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
**Kremoint Pharma Private Limited**  
(CIN: U24230MH1992PTC066737)  
B-8, Additional Ambarnath MIDC, Opp. Anand  
Nagar Octroi Naka,  
Dist. Thane, Ambarnath-421506, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kremoint Pharma Private Limited** (hereinafter called "the Company"). The Company is a Material Subsidiary of Bliss GVS Pharma Limited [CIN: L24230MH1984PLC034771] within the meaning of Regulation 16(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

### Auditor's Responsibility:

Our responsibility is to express an opinion on compliance with the applicable laws and maintenance of records based on the audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

### Modified Opinion:

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

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

- The Companies Act, 2013 ('the Act') and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (Not applicable to the Company during the audit period);
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during the audit period);
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not attracted to the Company during the audit period);
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the audit period);
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during the audit period);
  - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the audit period);
  - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);

**Annexure – A**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the audit period);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period);
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);
  - (j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period) and
- (vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on the test-check basis, the Company has complied with the following laws applicable specifically to the Company to the extent applicable:
- The Drugs & Cosmetics Act, 1940 & Rules, 1945
  - The Drugs (Control) Act, 1950
  - The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954
  - The Narcotic Drugs and Psychotropic Substances Act, 1985
  - The Petroleum Act, 1934 & Rules, 2002
  - The Drugs (Pricing Control) Order, 2013
  - The Pharmacy Act, 1948
  - Food Safety and Standards Act, 2006
  - The Legal Metrology Act, 2009 & the Legal Metrology (Packaged Commodities) Rules, 2011
  - National Pharmaceuticals Pricing Policy, 2012
  - The Trade Marks Act, 1999

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

**We further report that:**

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance except in some cases where the meeting was held on a shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**We further report that, during the period under review:**

- a) The Company has re-appointed Mr. Bhadrash Keshavji Thakkar [DIN: 00774787] as Managing Director of the Company w.e.f. August 31, 2023;
- b) The Company has adopted new set of Articles of Association pursuant to the Companies Act, 2013 and
- c) The Company has provided Corporate Guarantee to the Bank for the credit facility availed by the Subsidiary Company, M/s. EIPII Exports Private Limited [CIN: U52100MH2014PTC259675].

For **Sushant Gawade & Associates**  
Practicing Company Secretaries

Sd/-  
**CS Sushant S. Gawade**  
FCS: 8782  
CP: 9791

Date: April 29, 2024      Peer Review No. 3676/2023  
Place: Mumbai              UDIN: F008782F000265192

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.

To,  
The Members,  
**Kremoint Pharma Private Limited**  
(CIN: U24230MH1992PTC066737)  
B-8, Additional Ambarnath MIDC, Opp. Anand Nagar Octroi Naka,  
Dist. Thane, Ambarnath-421506, Maharashtra

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 the secretarial records. The verification was done on test check basis to ensure that 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 like, Income Tax, Goods & Service Tax, Cost Records, Customs, etc., as the same were dealt with under separate audit/s.
4. Wherever required, we have obtained the management representation/clarifications about the compliance of laws, rules and regulations and major events during the audit period and in few instances, delay in filing of form(s)/return(s) has been noticed during the period under review pursuant to the provisions of the Companies Act, 2013.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on a test-check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report 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.
7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company and as per the information provided by the Company and its officers.

For **Sushant Gawade & Associates**  
Practicing Company Secretaries

Sd/-  
**CS Sushant S. Gawade**  
FCS: 8782  
CP: 9791  
Peer Review No. 3676/2023  
UDIN: F008782F000265192

Date: April 29, 2024  
Place: Mumbai

# Annexure - VII to Board's Report

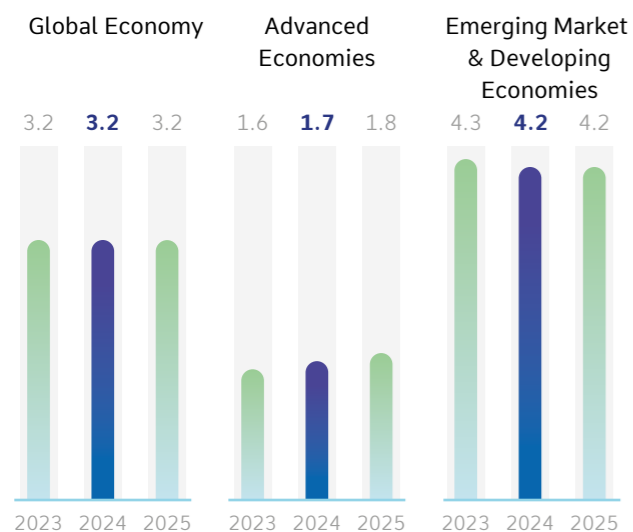
## MANAGEMENT DISCUSSION AND ANALYSIS

### Global economic overview

The global economic environment of CY23 recorded significant positive developments amidst ongoing geopolitical tensions. With inflation falling to 6.8% coupled with GDP growth of 3.2%, the economy has outperformed the predictions of the International Monetary Fund (IMF). Effective monetary policies resulting in reduced energy prices and increased expenditures, stimulating consumption, have propelled the growth of the economy, especially in the United States and other key emerging nations. Geopolitical turmoil has led to fluctuations in commodity prices worldwide, however, with the normalising of supply chains, shipping costs have reduced notably. It is expected for advanced economies such as the US to adopt more relaxed fiscal policies in the coming years. The adoption of more lenient fiscal policies than the Eurozone and other economies currently in recovery has already led the United States to exceed pre-pandemic GDP levels impressively.

WORLD ECONOMIC OUTLOOK UPDATE JANUARY 2024

### GROWTH PROJECTIONS



### Outlook

The global economy is poised on a delicate growth trajectory. It is expected for the global economy to maintain the growth of 3.2% in 2024 and then follow the same trajectory of 3.2% in 2025. While there is improvement, the growth still fails to meet the expected demand, owing to factors such as implementation of strict monetary policies, reduced fiscal support and subdued productivity. However, the US economy is expected to surpass the IMF's predictions in the upcoming financial years. Advanced economies facing an initial dip, are expected to rebound in 2025. On the other hand, emerging markets and developing economies are projected to maintain stable growth trajectories. The global inflation is forecasted to decrease from 6.8% in 2023 to 5.9% in 2024 implying positive developments in the supply chains.

<https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

### Indian economic overview

Despite persistent inflation, India remained one of the world's fastest-growing economies in FY24. India observed a rise in inflation from a low of 4.9% in October 2023 to 5.7% in December of that same year, however, a reduction in inflation to 5.1% was recorded in January 2024 due to positive development in the food industry. The Indian economy showed remarkable resilience in the face of adversity, competing against global peers. The economy grew by 8.2% in FY24.

India, utilising its G20 chair, has relentlessly promoted substantial multilateral efforts. In the times of global crisis, India's banking industry demonstrated resilience and have substantially driven the economy's growth by incorporating effective monetary policies. Current statistics indicate continuous growth in the upcoming financial years as well.

Industry and services sectors have played pivotal roles in accelerating the upward trajectory of the Indian economy, positioning the country as a frontrunner among both advanced and emerging market economies. The IMF predicts India is enroute to become the world's third-largest economy by 2027 (measured in USD at market exchange rates). India's contribution to global economic growth is expected to increase by 200 basis points over the next five years, underscoring its expanding influence on the international stage.

### Outlook

The Indian Government's fiscal policy for FY25 aims at strengthening the domestic economy and maintaining macroeconomic stability amidst potential external challenges. Focusing on inclusivity and sustainability, the strategy intends to equip the economy to navigate unforeseen headwinds effectively. A significant capital is allocated towards sustaining infrastructure development and preparation of a collaborative approach towards fiscal federalism to support state-level initiatives. Priority is given to key sectors such as healthcare, education, agriculture and rural development, ensuring sustainable growth and a better future. Resource allocation systems are innovated to optimise cash management, reflecting the government's commitment to strengthen the Indian economy and foster a comprehensive development across all sectors.

### Industry overview

#### Global pharmaceutical industry

The financial year of 2024 witnessed the global pharmaceutical business undergoing considerable transformations in the midst of several headwinds. Significant disruptions in the healthcare market resulted in a fundamental shift to the bygone business strategies. Economic restrictions, increased competition and stringent policies have dictated industry growth and altered market

expectations. The current scenario predicts augmentation of the healthcare delivery system in the future, resulting in the development of diverse healthcare system and changing in the dynamics of medical purchases. The change in the demography with the increase in the number of ageing patients and evolving requirements are driving the growth of the industry. Regulatory policies like the Inflation Reduction Act in the United States has forced pharmaceutical corporations to reassess their research and development strategies, pricing structures and market expansion techniques.

### Key highlights

- Growth for COVID-19 vaccines and treatment has improved by two percentage points, despite a low prediction
- The growth rise can be attributed to patients receiving better treatments, particularly in immunology, endocrinology and oncology.
- Over the next five years, Latin America and Asia will see an increase in medicine consumption compared to other regions.
- Global pharmaceutical usage increased by 14% during the last five years, with a further expected 12% increase by 2028, reaching 3.8 trillion defined daily doses each year.
- Global spending on medicines at marked prices has climbed by 35% in the last five years and is expected to rise by 38% by 2028.
- The updated projection for the US market, based on predicted net prices, has been revised by 3 percentage points to a 2-5% CAGR through 2028, indicating stronger recent growth and expected greater patient use of higher value medications.

### Spending and growth by regions

- **Health System modifications:** Governments in the United States and the European Union are implementing policies to mediate drug prices and improve access to healthcare services.
- **Demographic changes:** An increase in the number of elderly people in countries such as Spain, Switzerland, South Korea and China has increased the demand for preventative care investments to reduce future healthcare costs.
- **Shifting Patient Experiences:** Despite increased trust in pharmaceuticals, the public is yet to form a consolidated opinion on the business. Companies are relentlessly implementing patient engagement techniques and advanced technologies such as generative AI and blockchain to suit changing consumer demands and to optimise experiences.

### Spending and growth by regions

- **Healthcare Mergers and Acquisitions:** In the light of increase in consolidations in 2024, there is a notable emphasis on system-wide drug placements in healthcare M&A industry.
- **Cybersecurity Focus:** The upsurge in digital attacks on pharmaceutical companies highlights the requisite for enhanced cybersecurity efforts to protect sensitive patient data and continuous business operations.
- **Advances in AI:** The advancement in technology, including generative AI techniques, has altered drug development procedures, making it easier to identify novel chemical structures and improve predictive scientific research.
- **Regenerative Medicine:** The creation of innovative medications facilitating gene and cell therapies, creates new complications and regulatory issues; it has become a necessity for regulatory frameworks to align with the scientific advances.

### Indian pharmaceutical industry

The Indian pharmaceutical industry plays a prominent role in the global market. Being one of the biggest suppliers of economical vaccines in the world, India occupies 20% of the global supply share by volume. The country accounts for 60% of global vaccine production which contributes to 70% of the WHO's demand for Diphtheria, Tetanus and Pertussis (DPT) and Bacillus Calmette-Guerin (BCG) vaccines, and 90% of the WHO's demand for the measles vaccine. The pharmaceutical industry is currently at a value of USD 50 billion and is expected to reach USD 65 billion by CY24 and USD 130 billion by CY30. India is a major exporter of pharmaceuticals with its distribution expanding over 200+ countries. India meets 50% of Africa's and 40% of the USA's demand for generics.

### Government initiatives

- **Government Schemes:** The Indian government has implemented several schemes and initiatives to bolster the pharmaceutical industry. The Strengthening of Pharmaceuticals Industry (SPI) scheme, the Production Linked Incentive (PLI) for pharmaceuticals and for the promotion of domestic manufacturing of critical Key Starting Materials (KSMs)/Drug Intermediates and Active Pharmaceutical Ingredients (APIs) have driven the growth of the industry effectively. Additionally, schemes like the promotion of Bulk Drug Parks aim to enhance productivity, quality and competitiveness while encouraging domestic manufacturing of vital inputs and intermediates.
- **Research and Development Support:** Government-backed research and development aid in continuous innovation to meet the evolving needs of the consumers.

The National Policy on Research and Development and Innovation in the Pharma-MedTech Sector allocates substantial financial aid to the industry, encouraging collaborations between industries, MSMEs, SMEs, startups and government institutes. The policy emphasises upon industry-academia partnerships, key focus areas, product development and affordable healthcare solutions. This will foster innovation, strengthen research capabilities and position India as a global leader in pharmaceutical R&D.

- **Infrastructure Development:** India prides in constructing the highest number of US-FDA-compliant plants outside the US, indicating a robust infrastructure for pharmaceutical manufacturing. The country's expertise in producing low-cost generic patented drugs and end-to-end manufacturing augments its position in the global pharmaceutical market. India's strong domestic demand and strategic initiatives like the launch of the largest National Health Protection Scheme, underscore the Government's commitment to support and advance the pharmaceutical industry.

**Trends and innovations**

The Indian pharmaceutical company showcased remarkable resilience while navigating headwinds in the reported financial year. The industry underwent transformations amidst turmoil; however, it is expected to grow further to USD 120-130 billion over the next ten years. Continuous innovation and urge to meet the evolving demands will propel the growth of the Country.

- **Adoption of Digital Technologies:** Advanced digital technologies such as smart sensors, advanced analytics and automation are incorporated to enhance operational efficiencies. The adoption of digital solutions aims to streamline processes, improve product quality control and create a more agile and responsive industry framework.
- **Enhancing Cybersecurity:** With the increasing reliance on digital innovation, cybersecurity has become a primary requisite for the pharmaceutical sector in India. The companies rely on the integrity of sensitive data and maintenance of seamless operations to uphold the trust of their consumers, therefore, the rise in demand for a robust cybersecurity is observed to safeguard against potential cyber threats and breaches.
- **Growing focus on sustainability-** The conscious efforts to develop a sustainable future has emerged as a key trend in the pharmaceutical industry. The Indian pharmaceutical companies are adopting green manufacturing practices to reduce their carbon footprint and minimise environmental impact. The paradigm shift of embracing sustainable practices aligns with the evolving expectations of the consumers and regulatory requirements, driving the industry towards a more bright future.

**Growth opportunities**

- **AI and Automation Advancements:** The integration of AI and automation in drug discovery and manufacturing processes presents a lucrative opportunity for pharmaceutical firms to streamline operations, lower expenditure and expedite the development of novel treatments. Tools such as AlphaMissense and GNoME facilitate faster molecule design and property prediction, thus fostering the emergence of innovative materials and technologies.
- **Flexible Manufacturing for Personalized Medicine:** Medical advancements in genomics and biomarker identification are fuelling the development of personalised medicines, customised to meet the requirement of the patients. Companies investing in flexible manufacturing technologies, such as modular manufacturing and single-use systems can capitalise on the growing demand for personalised drugs and adapt to changing formulations.
- **Real-World Data Integration:** The incorporation of real-world data into drug development processes streamlines safety evaluations, providing accurate analysis of a larger demographic and identification of minute details overlooked during clinical trials. The integration improves efficacy and facilitates the discovery of potential new treatments.
- **Health Equity and Accessibility:** The emphasis on health equity and develop accessibility presents the companies with opportunities to develop effective treatments accessible to an expansive demographic, addressing health disparities and affordability. The strategy aligns with the Company's increased demand to tap into unmarked clientele and understand the societal needs.
- **Regulatory Changes and Data Transparency:** Governments and regulatory bodies globally are emphasising data transparency, quality assurance and traceability in the pharmaceutical supply chain. The shift presents opportunities for companies to leverage the potential of advanced technologies such as blockchain to ensure compliance, mitigate the risk of counterfeit drugs and foster collaboration among stakeholders. Consequently, an industry with integrity and increased reverence can be observed.

**Challenges**

1. **Regulatory compliance and quality standards-** Indian pharmaceutical companies are presented with the challenge of complying with international regulations and maintenance of high-quality standards. While developing innovative medications, it is imperative for the companies to allocate resources to ensure definite adherence to foreign jurisdictions, notably the United States. Conducting extensive research while adhering to evolving laws across different countries is a formidable obstacle. It is a challenge for industry

participants to balance innovations with compliance. The Indian healthcare sector plays a vital role in guiding pharmaceutical companies by updating regulatory frameworks regularly.

2. **Intellectual property rights (IPR)-** The protection of intellectual property rights, particularly patents, is crucial for pharmaceutical companies. A significant investment is made in research and development to discover new drugs, patents serve as a deterrent against unauthorised copying of formulations. This allows companies to recoup their investments and generate profits. However, complexities arise ensuing access to affordable healthcare while safeguarding patents. Patent expirations and legal disputes can disrupt the dynamics of the pharmaceutical market. The industry is progressing towards developing mutually beneficial licensing agreements and streamlining operations to promote innovation while ensuring accessibility to essential medications.
3. **Price controls and market dynamics-** The imposition of monetary policies by the Indian government plays a crucial role in ensuring accessibility and affordability for all segments of society. However, these regulations impose challenges on pharmaceuticals as recuperating from investments made in research, development, and marketing becomes difficult. Despite enhancing accessibility to affordable medicines, stringent monetary policies negatively impact the pharmaceuticals' profitability. To foster further the development of sustainable and equitable healthcare system, striking a balance between marketing freedom and affordability is essential.
4. **Global supply chain disruption-** The Indian pharmaceutical sector is reliant on imported raw materials and essential ingredients, making it vulnerable to global supply chain disruptions. Disturbance in the international supply chain can affect manufacturing processes and availability of medicines in India. Pharmaceutical companies must explore alternative local sourcing to mitigate global supply chain turmoil. The Government can devise initiatives to strategize consistent and reliable supply of medicines in the domestic market amidst global uncertainties.
5. **Research and development-** The Indian pharmaceutical sector faces significant challenges in conducting research and development (R&D) to develop new medicines. While India boasts a robust R&D infrastructure, there is a pressing need for increased funding in research and innovation initiatives. Developing novel and effective medicines necessitates substantial investment of time, resources and expertise.

Despite these factors posing a complex challenge for pharmaceutical companies, innovation still remains at forefront to stay ahead of competitors and augment medical progress. The Indian pharmaceutical industry remains committed to overcome these challenges and maintain its contribution in consolidating India's position on the global medical map.

**African Pharmaceutical Industry<sup>1</sup>**

Africa's pharmaceutical market presents a unique scenario with immense potential for growth. Historically, the continent has relied heavily on imports for medicine, with domestic manufacturing lagging behind. Almost 95% of the drugs consumed by the whole continent is imported while some Sub-Saharan countries rely entirely on imported medicines. Initiatives have been taken in Africa in recent years to rediscover the pharmaceutical sector and strengthen regulations around the same. The goal is to boost the continent's self-reliance and tip the balance towards the middle.

**Key Trends and Growth Opportunities:**

- **Shifting Market Focus:** Stagnant growth in established markets is pushing pharmaceutical companies to explore new opportunities. Africa's booming population and rising healthcare needs make it a prime target.
- **Demographic Boom:** Africa's population is projected to double by 2050, creating a massive patient pool and increasing demand for medicines.
- **Changing Disease Profile:** Non-communicable diseases like cancer and diabetes are becoming the leading health concerns in Africa, necessitating new treatment options.
- **Policy Push for Self-Sufficiency:** The COVID-19 pandemic exposed Africa's vulnerabilities in medicine production. Governments are now prioritising local manufacturing and sustainable markets.
- **Public-Private Partnerships:** Economically challenged countries are embracing public-private partnerships and creating business-friendly policies to attract investment.
- **Regulatory Harmonization:** Initiatives like the African Medicines Agency aim to streamline regulations across the continent, fostering a more unified market.
- **Mobile Technology Integration:** Mobile technology holds immense potential to improve diagnostics, data collection, and medicine distribution, addressing existing market inefficiencies.

<sup>1</sup><https://www.iqvia.com/blogs/2023/09/africas-next-chapter-a-continent-of-opportunity>



**Africa posing opportunities for India**

- **Limited domestic manufacturing:** Africa relies heavily on imports for medicine, with weak local production of essential drugs and vaccines.
- **Weak distribution networks:** Inefficient distribution systems increase costs and allow counterfeit drugs to enter the market.
- **Lack of universal healthcare:** Many Africans cannot afford essential medicines due to the absence of universal healthcare coverage.
- **Limited clinical research:** Africa's unique disease profile and genetic diversity are not well-reflected in clinical trials, hindering the development of relevant treatments.
- **The brain drain of healthcare workers:** African nations struggle to retain healthcare professionals due to better opportunities abroad.

**Company overview**

With a legacy spanning over three decades, Bliss GVS has established itself as a powerful pharmaceutical company. Founded in 1984, the Company prides in 40 years of expertise in manufacturing, marketing, and exporting over 250 branded formulations in various dosage forms. The Company has a global outreach, especially focusing on Sub-Saharan Africa. The Company enjoys a strong position in Africa's anti-malarial market with its flagship brand, Lonart, which is WHO-endorsed.

Bliss GVS boasts of an extensive product portfolio, especially in the specialised market. The Company is considered as global leaders in Suppositories and Pessaries dosage forms. Bliss GVS facilities maintain European GMP standards and are accredited with EU GMP, US FDA, WHO GMP, OHSAS-18001:2007 and ISO-14001:2004, making it India's first EU-GMP certified suppository maker.

Bliss GVS's relentless efforts to diversify their product portfolio has ushered the Company into a new domain of dermatology and herbal treatments. The Company is resolute to meet the evolving demands and exceed the expectations of their clients.

**Human resource management**

Bliss GVS Pharma Limited considers their workforce as one of their most valuable assets. The Company is committed to create a productive and holistic work environment, dedicated to provide a safe workplace for its employees. The Company includes a variety of skill development and engagement programmes to motivate its employees. Bliss GVS values their employees' skills and provides necessary workshops to hone their skills to grow in their careers. The Company prioritises the health and safety of its employees by developing a comprehensive Environmental, Health and Safety (EHS) policy. Bliss GVS certified industrial hygiene

practices are followed to ensure safety of the workers' health and well-being.

**Research and Development**

Bliss GVS's Research & Development Centre religiously adheres to the regulations laid in the Good Laboratory Practices. The Company is equipped with the latest tools and pieces of equipment, such as particle size analyser, gas chromatography, high-performance liquid chromatography, dissolution testers, stability chambers and lab scale manufacturing equipment.

The Company's R&D team is certified by the Department of Scientific and Industrial Research (DSIR), Government of India. The team plays an important role in developing an innovation-driven culture throughout the organisation. Constituting proficient professionals in formulation and analytical development, the Company strives to innovate safe and effective medications that meet the evolving patients' needs and regulatory requirements.

The four segments that the Company innovates in are:



**Quality assurance**

Bliss GVS Pharma prioritizes patient safety and customer satisfaction by placing quality assurance at the forefront of everything they do. Their commitment is reflected in the certifications by various national and international regulatory authorities, including CDSCO (WHO GMP), US FDA, TGA, Health Canada, EU-GMP, ISO 9001, ISO 14001, ISO 22000, ISO 45001, and ANSI 455-4. These certifications are testaments to their dedication to maintaining the highest quality and safety standards throughout their operations.

Continuous improvement is ingrained in Bliss GVS Pharma's philosophy. They achieve this through a self-assessment framework encompassing Quality Risk Management, internal audits, and management reviews. A comprehensive Quality Management System (QMS) governs their processes, procedures, and responsibilities for achieving quality objectives. This system ensures quality is embedded in every aspect, from product development to distribution.

Quality Risk Management plays a vital role, allowing them to proactively identify, assess, and mitigate potential risks that could impact product quality and safety. By addressing these risks, Bliss GVS Pharma safeguards consumer health and maintains the integrity of its products.

The Company implements rigorous and extensive process control measures. This includes regular equipment calibration and qualification, process and system validation, adherence to operating procedures, and continuous process verification. They also leverage advanced analytical tools like chromatography, spectroscopy, and microbiological testing to assess the quality attributes of their products. These techniques enable them to accurately analyse raw materials and finished products, ensuring compliance with specifications and pharmacopeial requirements.

Regular internal and external audits are conducted to evaluate compliance with both regulatory requirements and internal quality standards. These audits provide valuable feedback for improvement and ensure the continued effectiveness of their quality systems.

Driven by feedback, data analysis, and innovation, Bliss GVS Pharma nurtures a culture of continuous improvement.

They actively seek opportunities to enhance their processes, technologies, and systems to deliver superior-quality products to their customers.

This dedication to excellence extends to their employees. Bliss GVS Pharma believes quality is a collective effort and encourages employee involvement through training, empowerment, and recognition programs. Finally, Bliss GVS Pharma invests in research and development, coupled with state-of-the-art manufacturing equipment. This ensures their products consistently meet the highest quality standards.

In conclusion, Bliss GVS Pharma upholds the most stringent quality standards throughout its operations. Their robust quality systems, advanced control tools, and continuous improvement initiatives all contribute to ensuring the safety, efficacy, and integrity of their products. This commitment to quality ultimately earns the trust and confidence of their customers and stakeholders.

| Risk management                |  |  |
|--------------------------------|--|--|
| Risk                           | Explanation  | Mitigation   |
| <b>Market volatility</b>       | The Company's sales and profitability can alter due to fluctuations in demand, pricing pressures, currency exchange rates and competitive dynamics. This can consequently shake the consumers' trust in the Company.     | Market volatility is something that each business has to face and the Company mitigates the risk by participating in extensive research and taking responsible measures for any changes.   |
| <b>Non compliance</b>          | Risks can be associated with the Company's inability to comply with laws, regulations and guidelines set by pharmaceutical regulatory authorities.   | The Company is vigilant and understands compliance risks associated with the line of business. To maintain a strict adherence to all regulatory guidelines the Company has a team of experts dealing with the requirements in regular intervals. |
| <b>Supply chain volatility</b> | Transportation issues, geopolitical turmoil or supply disruptions can affect the timely delivery of raw materials, components or finalised products, resulting in production setbacks and scarcity of vital medications. | The Company mitigates these risks by diversifying suppliers and stockpiling critical materials to ensure a buffer against disruptions.   |

**Financial Statement**

**Standalone (in lakh)**

| Particulars                  | FY 2024   | FY 2023   | Y-O-Y (%) |
|------------------------------|-----------|-----------|-----------|
| Revenue                      | 60,545.97 | 59,833.95 | 1%        |
| EBITDA                       | 10,716.87 | 9,015.52  | 19%       |
| PBT before Exceptional Items | 11,134.38 | 11,569.22 | (4)%      |
| PBT                          | 7,025.77  | 11,569.22 | (39)%     |
| PAT                          | 5,064.49  | 8,547.86  | (41)%     |

**Consolidated (in lakh)**

| Particulars                  | FY 2024   | FY 2023   | Y-O-Y (%) |
|------------------------------|-----------|-----------|-----------|
| Revenue                      | 77,024.49 | 75,158.75 | 2%        |
| PBT before Exceptional Items | 14,606.81 | 10,607.16 | 38%       |
| PBT                          | 11,687.20 | 10,607.16 | 10%       |
| PAT                          | 8,157.79  | 7,673.48  | 6%        |
| EBITDA                       | 15,062.26 | 11,732.25 | 28%       |

| Particulars                        | For the year ended March 31, 2024 | For the year ended March 31, 2023 | Variance (%) | Reason for Variance for more than 25%   |
|------------------------------------|-----------------------------------|-----------------------------------|--------------|---|
| Current Ratio                      | 6.59                              | 4.76                              | 38%          | Improvement due to decrease in current liabilities on account of reduction in capital creditors and lower utilisation of current borrowings |
| Debt-Equity Ratio                  | 0.07                              | 0.08                              | (17)%        | -   |
| Interest Coverage Ratio            | 23.50                             | 12.94                             | 82%          | Improvement due to decrease in finance cost component   |
| Debt Service Coverage Ratio        | 2.86                              | 6.79                              | (58)%        | Reduced due to increase in current maturities of long term debt   |
| Return on Equity Ratio             | 0.05                              | 0.10                              | (49)%        | Due to decrease in profitability on account of one time exceptional item  |
| Inventory Turnover Ratio           | 14.59                             | 11.26                             | 30%          | Increase due to built up of stock to cater orders in hand   |
| Trade Receivables turnover Ratio   | 1.52                              | 1.47                              | 3%           | -   |
| Trade Payable turnover Ratio       | 4.83                              | 3.73                              | 29%          | Improvement due to reduction in creditors on account of timely payments   |
| Net Working Capital turnover Ratio | 1.24                              | 1.21                              | 2%           | -   |
| Operating Profit %                 | 51%                               | 47%                               | 7%           | -   |
| Net Profit %                       | 8%                                | 13%                               | (40)%        | Decrease due to one time exceptional item   |

### Outlook

Bliss GVS Pharma is dedicated to uphold the highest standards in the pharmaceutical industry. Upon incorporating advanced technology and stringent operational practice, the Company has streamlined operations to meet the expectations of their consumers. Beyond simply complying with certifications like cGMP, the Company prioritises cultivating a culture of excellence and regulatory adherence across all aspects of its manufacturing teams. The Company incorporates quality into both products and processes, maintaining consistent integrity while pursuing cost-effectiveness through efficiency. The Company aims to continue progressing forward with renewed vigour, sustained by stable R&D investments and a robust manufacturing infrastructure. The Company's continued innovation and enhanced R&D capabilities aim to improve operational efficiency and diversify further into the global market.

### Internal control systems and their adequacy

To ensure accurate recording of financial and operational information and compliance with various internal controls, statutory compliances and other regulatory compliances, the Company has a strong internal financial control system that is proportionate to the size, scale and complexity of its operations.

No significant or important observation regarding the effectiveness or appropriateness of such controls was made by the Company's internal auditors throughout the assessment period. The finance department closely monitors and assesses the effectiveness and sufficiency of the Company's internal control system, as well as its compliance with operational systems, accounting procedures and internal regulations at all of the Company's locations.

The effectiveness of the internal financial control system in the Company has been assessed and monitored by M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and Statutory Auditors of the Company. It complies with the Company's operating system, accounting practices and standards at all of its sites.

Corrective measures are performed in the relevant areas and controls are improved following the results of the Internal Audit function's report. The Audit Committee of the Board is given a presentation outlining any major audit observations, recommendations and recommended corrective action. In order to correctly manage the books of account and publish financial statements, the Company complies with all applicable Indian Accounting Standards.

### Cautionary Statement

The Management Discussion and Analysis (MDA) section may contain forward-looking statements regarding potential future developments. These statements involve known and unknown risks and uncertainties that could materially affect final results. In addition to macro-environmental changes, a worldwide pandemic could introduce unforeseen, unprecedented and continuously evolving risks to the Company and its operating environment. The facts and figures in the report are derived from assumptions based on available internal and external data, making them susceptible to change as underlying variables are dynamic. Any forward-looking statement made in this context reflects the Company's current intentions, beliefs or assumptions as of the date it was made. The Company does not undertake to update or revise any forward-looking statements, whether due to new data, unexpected developments or other factors.

# Annexure - VIII to Board's Report

## CORPORATE GOVERNANCE REPORT

### 1) CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY

Bliss GVS Pharma Limited ("BGPL" or "the Company") corporate governance philosophy is deeply rooted in our core values and principles, guiding every aspect of our operations. Our commitment to compassion and patient care permeates our organization, shaping our vision of providing life-saving drugs at affordable prices.

We believe in going beyond mere compliance with regulations, instead, embodying the spirit of good governance in all our decisions and actions. Our overarching vision is to be a consistent innovator and leading provider of pharmaceutical formulations, improving accessibility and quality of life globally.

Our governance approach emphasizes sustainable growth achieved ethically, with the best interests of all stakeholders at heart. Upholding our core values such as Quality, Trust, Fairness, and Integrity, we aim to make a global impact while positively influencing lives. Transparency, accountability, and professionalism are the cornerstones of our interactions with shareholders, employees, consumers, suppliers, and regulators.

We recognize that good governance is an ongoing effort and reaffirm our commitment to the highest standards through rigorous management practices, legal compliance, and ethical conduct. Our Code of Conduct for Directors and Senior Management Personnel, along with internal procedures for monitoring trades, reflect our dedication to ethical business practices and regulatory compliance.

As a responsible corporate citizen, we prioritize meeting the expectations of our stakeholders, understanding that good governance is essential for achieving long-term corporate objectives and enhancing stakeholder value. This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the report contains the details of Corporate Governance systems and processes at Bliss GVS. There are no non-compliances with any requirements of the Corporate Governance Report, as per sub-para (2) to (10) of Schedule V Part C of the SEBI Listing Regulations.

### 2) BOARD OF DIRECTORS

The Company's comprehensive oversight is entrusted to the Board of Directors ("Board"), which holds the ultimate responsibility for the Company's strategy, management, general affairs, direction, and performance. The Board

has a balanced mix of expertise, experience, and diversity to provide strategic direction and guidance to the company. The Board has delegated the operational conduct of the business to the Managing Director & Whole-Time Directors of the Company. The Managing Director, Whole-Time Directors & Chief Financial Officer report to the Board and oversee the management of the affairs of the Company, executing business strategy in consultation with the Board, and achieving annual and long-term business goals.

With a primary focus on providing strategic direction and leadership, the Board oversees management policies to ensure their effectiveness, always prioritizing the long-term interests of shareholders and stakeholders. Every action and decision by the Board is aligned with the Company's best interests.

The Board of Directors exercises independent judgment and pivotal oversight, ensuring adherence to corporate governance standards and transparency. Responsible for strategic supervision and overseeing management performance, the Board acts on behalf of shareholders and stakeholders, playing a crucial role in monitoring the Company's affairs.

### Board Composition

The Company boasts an active, experienced, highly qualified, and diverse Board, well-informed and committed to fulfilling its fiduciary duties while upholding the Company's Corporate Governance philosophy. This diversity enables a comprehensive analysis of market dynamics, competitive landscape, and future trends. Leveraging their varied knowledge and experiences, the Board introduces innovative ideas, alternative approaches, and novel solutions to address challenges effectively. Such diversity also brings numerous advantages to the Company, such as enhanced decision-making, improved risk management, adaptability to change, a strategic vision, inclusive stakeholder representation, fostering innovation and ensuring effective oversight, thereby contributing significantly to the Company's long-term success.

With a focus on stakeholder interests, the Board and its Committees diligently oversee operations. The Board has entrusted the operational conduct of the business to the Managing Director, Whole-Time Directors, and Chief Financial Officer. These key executives report to the Board, ensuring alignment with the Company's vision and strategy while striving to achieve both annual and long-term business objectives.

As per the SEBI Listing Regulations, the composition of the Board of Directors of the Company shall be such that, the Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors and if Chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors.

As of the date of this report, the Board of the Company comprised Six Members, consisting of one non-executive independent Chairman, two non-executive independent Directors, and three Executive Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ('the Act').

**The Composition and Category of Board of Directors are as follows:**

| Name of the Director   | Category of Director               | Designation         | Inter-se Relationship between Director  |
|------------------------|------------------------------------|---------------------|---|
| Mr. S. R. Vaidya       | Non-Executive Independent Director | Chairman            | -   |
| Mr. Santosh Parab      | Non-Executive Independent Director | Director            | -   |
| Ms. Shilpa Bhatia      | Non-Executive Independent Director | Director            | -   |
| Mrs. Shruti Vishal Rao | Promoter Executive Director        | Whole-time Director | Sister of Dr. Vibha Gagan Sharma & Sister-in-law of Mr. Gagan Harsh Sharma.   |
| Dr. Vibha Gagan Sharma | Promoter Executive Director        | Whole-time Director | Wife of Mr. Gagan Harsh Sharma & Sister of Mrs. Shruti Vishal Rao.            |
| Mr. Gagan Harsh Sharma | Promoter Executive Director        | Managing Director   | Husband of Dr. Vibha Gagan Sharma & Brother-in-law of Mrs. Shruti Vishal Rao. |

**Board Meetings**

The Board meets at least once every quarter to review the quarterly results and other items of the agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Chairman of the Board, the Managing Director and the Company Secretary discuss the items to be included in the Agenda and the Agenda is sent in advance to the Directors along with the draft of the relevant documents and explanatory notes wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions. In case of special and urgent business needs, the Board/Committees approval is taken by passing resolution by circulation, as permitted by law, which is noted and then confirmed in the next Board/Committee Meeting.

The agenda of the Board and board committee meetings are circulated electronically through a secured IT platform. The Board members have unrestricted access to all Company-related information. At Board meetings, management representatives who can provide additional insights into the items being discussed/put forth for approval, are invited for presenting the relevant items. Matters in the nature of unpublished price-sensitive information are circulated to the Board and committee members, at a shorter notice, as per the general consent taken from the Board / Committee, from time to time.

Five Board meetings were held during the year ended March 31, 2024. All the meeting of the board were held physically. The maximum gap between any two Board Meetings did not exceed one hundred and twenty days. The dates on which the meetings were held during the year ended March 31, 2024, are as follows:

May 11, 2023; August 01, 2023; November 01, 2023; January 23, 2024; and February 16, 2024.

Names and categories of the Directors on the Board, their appointment and re-appointment, attendance at Board Meetings held during the year under review and attendance at the last 38<sup>th</sup> Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2024, are given herein below. Other directorships do not include directorships of private limited companies, foreign companies, and companies registered under Section 8 of the Act.

| Name of the Director   | No. of Board Meetings attended during the year 2023-2024 | 38 <sup>th</sup> AGM attended | No. of Directorship in other listed company (ies) as of 31.03.2024 | No. Membership(s)/ Chairmanship(s) of committees in other company(ies) as of 31.03.2024 |        | No. of shares held in the Company as of 31.03.2024 |
|------------------------|--|-------------------------------|--|---|--------|--|
|                        |  |                               |  | Chairman  | Member |  |
| Mr. S. R. Vaidya*      | 5  | Yes                           | 1  | 2   | 2      | Nil  |
| Mr. Santosh Parab      | 5  | Yes                           | -  | -   | -      | 2300   |
| Mrs. Shilpa Bhatia**   | 5  | Yes                           | 1  | -   | -      | Nil  |
| Mrs. Shruti Vishal Rao | 5  | Yes                           | -  | -   | -      | 21,10,000  |
| Dr. Vibha Gagan Sharma | 5  | Yes                           | -  | -   | -      | 24,75,000  |
| Mr. Gagan Harsh Sharma | 5  | Yes                           | -  | -   | -      | Nil  |

**Note:**

\*Mr. S. R. Vaidya is holding the position of Independent Director in M/s. GM Polyplast Limited i.e. Listed Company other than BGPL.

\*\*Mrs. Shilpa Bhatia is holding the position of Woman Independent Director in M/s. Aeroflex Industries Limited i.e. Listed Company other than BGPL.

Moreover, the Company annually obtains from each Director, details of the Board and Board Committee positions he/ she occupies in other Companies, and changes, if any regarding their Directorships. None of the Directors are members of more than 10 Committees of the Board and not the Chairman of more than 5 Committees of the Board across all the companies in which they are directors.

**Independent Directors**

All Independent Directors, at the first meeting of the Board in which they participate as Directors and thereafter at the first meeting of the Board in every financial year, have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act and the rules framed thereunder. The Independent Directors have further stated that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent, judgment and without any external influence. The Company has also received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs (IICA) pursuant to Section 152 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosures/ declarations received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions

of Independence as specified in the Act as well as the SEBI Listing Regulations and are independent from the Management.

All Independent Directors maintain their limits of directorship as required under the SEBI Listing Regulations. The maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and Rules made thereunder, in this regard, from time to time.

**Independent Directors Induction and Familiarisation Programme**

In accordance with SEBI Listing Regulations 25 (7) and provisions of the Companies Act, 2013, and associated rules, the Company has instituted a familiarization program for its Independent Directors. Upon appointment, Independent Directors receive formal letters of appointment outlining their roles, responsibilities, and duties within the Company. Additionally, they are provided with essential documents such as the Code of Business Conduct, Insider Trading Code, and other relevant policies to make them familiar with the Company's standards and expectations.

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time to time. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company including finances, sales, marketing of the Company's major business segments, overview of business operations, business strategy and risks involved. The CFO also engage in one-on-

one discussion with newly appointed Directors to familiarize them with Company's operations. The Board members are updated regarding important regulatory amendments applicable to the Company.

The details of the 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, business model of the Company, and other related matters are uploaded on the Company's website at <https://www.blissgvs.com/policies-and-codes1/>

**Separate Independent Directors' Meetings**

During the year under review, one (1) separate meeting of the Independent Directors was held on January 23, 2024 without the presence of the Non-Independent Directors and members of management as stipulated in the Code of Independent Directors under Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations. All the Independent Directors were present at the meeting. At the said meeting, the Independent Directors, inter alia, discussed the following matters:

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

**Board Evaluation Process**

The Board has carried out the annual performance evaluation of its own performance, committees and of the independent directors in accordance with the provisions of the Act and the SEBI Listing Regulations for evaluation of independent directors and board of directors, on the parameters such as level of engagement, contribution, attendance, acquaintance with business, effective participation, communication inter se between board members, expertise, knowledge, etc.

The evaluation process is conducted through a questionnaire having qualitative parameters and feedback based on ratings. The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The Board evaluated

the performance of the Committees after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness and structure of committee meetings, independence of the committee etc.

During the year, the Board conducted its evaluation cycle in the board meeting held on January 23, 2024, internally within the Company. This evaluation encompassed an assessment of the Board as a whole, its committees, and peer evaluation of Directors. Individual Director performance was thoroughly reviewed based on various criteria, including knowledge, competency, fulfillment of responsibilities, availability and attendance, initiative, integrity, contribution, independence, and the expression of independent views and judgment. The detailed criteria for this evaluation, including that for Independent Directors, is disclosed in the Company's policy for Evaluation of the Board of Directors, accessible on the Company's website <https://www.blissgvs.com/policies-and-codes1/>. The performance evaluation is conducted in the following manner:

- Performance evaluation of the Board, Chairman, Managing Director, Non-Executive Director, and Executive Director is conducted by the Independent Directors;
- Performance evaluation of the Committee is conducted by the Board of Directors;
- The performance evaluation of Independent Directors is conducted by the entire Board of Directors.

**Skills/expertise/competencies of the Board of Directors**

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, exceptional skills and geography. In compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("SEBI Amendment Regulations, 2018), the Board of Directors has identified the skills/expertise/competencies in the context of the Company's business and possession of the same by each member of the Board in compliance with the said regulations which are as follows:

1. Business experience
2. Industry knowledge
3. Professional Skill and Qualification
4. Behavioural Competencies including integrity and high ethical standard.

However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

| Name of the Director   | Business experience | Industry knowledge | Professional Skill and Qualification | Behavior Competencies including integrity and high ethical standard |
|------------------------|---------------------|--------------------|--------------------------------------|---|
| Mr. Santosh Parab      | ✓                   | ✓                  | ✓                                    | ✓   |
| Mr. S. R. Vaidya       | ✓                   | ✓                  | ✓                                    | ✓   |
| Mrs. Shruti Vishal Rao | ✓                   | ✓                  | ✓                                    | ✓   |
| Dr. Vibha Gagan Sharma | ✓                   | ✓                  | ✓                                    | ✓   |
| Ms. Shilpa Bhatia      | ✓                   | ✓                  | ✓                                    | ✓   |
| Mr. Gagan Harsh Sharma | ✓                   | ✓                  | ✓                                    | ✓   |

Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in the SEBI Listing Regulations to the extent applicable to them and all independent directors are independent from the management.

**3) CODE OF CONDUCT**

All the Directors and Senior Management have affirmed compliance with the Code of Conduct as approved by the Board of Directors and a declaration to that effect, signed by the Managing Director, has been annexed to the Corporate Governance Report. The Code of Conduct has been uploaded on the Company's website at <https://blissgvs.com/policies-and-codes1/>.

**4) COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations which concern the Company and need a closer review and they focus on specific areas and make informed decisions within the authority delegated. The committees also make specific recommendations to the board on various matters, within the scope delegated to them, whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval and the board has accepted all recommendations of the Committees. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special

invitees to join the meeting, as appropriate. The Board has established the following statutory Committees:

**AUDIT COMMITTEE:**

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them.

**Composition of the Audit Committee**

The composition of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee of the Company presently comprises of four Directors which includes three Non-executive and Independent Directors viz. Mr. S. R. Vaidya, Mr. Santosh Parab, and Ms. Shilpa Bhatia and one Executive Director viz. Mr. Gagan Harsh Sharma. Mr. Santosh Parab is the Chairman of the Audit Committee.

**Details of Audit Committee Meetings**

During the financial year 2023-2024, a total of 5 (five) Audit Committee Meetings viz May 11, 2023; August 01, 2023; November 01, 2023; January 23, 2024; and February 16, 2024, were held. All the meetings of the committee were held physically at the registered office of the company, Mumbai. The maximum gap between any two Board Meetings did not exceed one hundred and twenty days.

**Attendance of Members at the Audit Committee Meetings**

Details with respect to the attendance of Members at the Audit Committee Meetings held during the financial year under review were as follows:

| Name of the Member     | Designation in the Committee | Number of Audit Committee Meetings entitled to attend | No. of Meetings attended |
|------------------------|------------------------------|---|--------------------------|
| Mr. Santosh Parab      | Chairman                     | 5   | 5                        |
| Mr. Gagan Harsh Sharma | Member                       | 5   | 5                        |
| Mr. S. R. Vaidya       | Member                       | 5   | 5                        |
| Ms. Shilpa Bhatia      | Member                       | 5   | 5                        |

The quorum as required under Regulation 18(2) of the SEBI Listing Regulations was maintained at all the meetings.

The previous 38<sup>th</sup> AGM of the Company was held on July 19, 2023, and was attended by Mr. Santosh Parab, Chairman of the Committee.

The Company Secretary acts as the Secretary to the Audit Committee.

The Committee acts as a link between the management, external and internal auditors, and the Board of Directors of the Company.

Executives from the Finance Department, representatives of the Statutory Auditors, and the Internal Auditors are also invited to attend the Audit Committee Meetings, whenever necessary.

The Committee has discussed with the Statutory Auditors and Internal Auditors about their audit methodology, audit planning and significant observations/ suggestions made by them.

**Terms of reference of the Audit Committee**

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
  - a. Matters required being included in Director's Responsibility Statement included in Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries based on exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  - Reviewing, with the management, statement of uses and application of funds raised through an issue, the statement of funds utilized for other purposes and report of 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;
  - Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
  - Approval or any subsequent modification of transactions of the Company with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - 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;

- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Reviewing 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;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- In addition to the above, the Committee reviews the management discussion and analysis, statement of related party transactions, including granting omnibus approvals, management letters/ internal audit reports relating to observations on internal controls, etc.
- The audit committee shall mandatorily review the following information:
  - 1) management discussion and analysis of financial condition and results of operations;
  - 2) management letters / letters of internal control weaknesses issued by the statutory auditors;

- 3) internal audit reports relating to internal control weaknesses;
- 4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- 5) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee ("NRC") has key role in ensuring that the company attracts and retains the best talent – and there is transparency in the process of appointment/ re-appointment and payment of remuneration to Directors, Key Managerial Personnel ("KMPs") and senior management. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity, and knowledge on the Board & KMPs.

**Composition of the Nomination & Remuneration Committee**

The composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 read with part D of Schedule II of the SEBI Listing Regulations. The NRC of the Company presently comprises of three Non-executive and Independent Directors viz. Mr. S. R. Vaidya, Mr. Santosh Parab, and Mrs. Shilpa Bhatia. Mr. Santosh Parab is the Chairman of the Nomination and Remuneration Committee.

**Details of Nomination & Remuneration Committee Meetings**

During the financial year 2023-2024, a total of 3 (three) Nomination & Remuneration Committee Meetings viz May 11, 2023, August 01, 2023, and November 01, 2023, were held. All the meetings of the committee were held physically at the registered office of the company, Mumbai.

### Attendance of Members at the Nomination & Remuneration Committee Meetings

Details with respect to the attendance of Members at the Nomination & Remuneration Committee Meetings held during the financial year under review were as follows:

| Name of the Member | Designation in the Committee | Number of NRC Meetings entitled to attend | No. of Meetings attended |
|--------------------|------------------------------|---|--------------------------|
| Mr. Santosh Parab  | Chairman                     | 3   | 3                        |
| Mr. S. R. Vaidya   | Member                       | 3   | 3                        |
| Mrs. Shilpa Bhatia | Member                       | 3   | 3                        |

The quorum as required under Regulation 19 of the SEBI Listing Regulations was maintained at all the meetings.

The previous 38<sup>th</sup> AGM of the Company was held on July 19, 2023, and was attended by Mr. Santosh Parab, Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

### Terms of reference of the Nomination & Remuneration Committee

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

- 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.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

### Evaluation of Performance of Board, Committees, and Directors

Pursuant to the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Guidance Note issued by SEBI, the Board of Directors of the Company evaluated the performance of individual Directors, the Board as a whole, and all the Committees of the Board based on the performance evaluation criteria approved by the Nomination and Remuneration Committee of the Company. The individual Directors were assessed after considering their overall contribution and engagement in the growth of the Company, active role in monitoring the effectiveness of the Company's Corporate Governance practices and adherence to the Code of Conduct, etc. The performance of the Committees of the Board was evaluated after considering the composition, regularity of meetings, independence of the Committees from the Board, their contribution to the effective decisions of the Board, etc.

### Remuneration of Directors

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel, and other employees form an integral part of the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees, and other individual Directors. The Company's nomination and remuneration policy is directed towards rewarding performance based on the review of achievements periodically. The nomination and remuneration policy is in consonance with the existing industry practice. The said Policy also includes criteria for making payments to Non-Executive Directors. The policy is available on Company's website at <http://www.blissgvs.com/policies-and-codes1/>.

The remuneration of the Executive and Non-Executive Directors of the Company is decided by the Board on the terms and conditions as per the recommendation by the Nomination and Remuneration Committee & Audit Committee if required.

### Remuneration to Executive Directors

The Executive Directors are paid remuneration in accordance with the limits prescribed under the Companies Act, 2013, and the Nomination and Remuneration Policy of the Company. Such remuneration is considered and approved by the Nomination and Remuneration Committee, the Board of Directors, and the Shareholders of the Company. Remuneration limits are as prescribed by Section 197, Schedule V of the Companies Act, 2013 and the Rules made thereunder.

### Details of remuneration to the executive directors for the financial year ended March 31, 2024:

| No. | Name of the Director   | Designation         | Salary & Perquisites (in ₹) |
|-----|------------------------|---------------------|-----------------------------|
| 1.  | Mr. Gagan Harsh Sharma | Managing Director   | 2,16,39,379                 |
| 2.  | Dr. Vibha Gagan Sharma | Whole-time Director | 75,37,357                   |
| 3.  | Mrs. Shruti Vishal Rao | Whole-time Director | 74,06,597                   |

### Remuneration to Non-Executive Directors

No pecuniary relationship exists between the Non-Executive Directors ("NED") and the Company other than drawing sitting fees and reimbursement of expenses to attend meetings of the Board and Committees thereof.

The NEDs play a crucial role in the independent functioning of the Board. NEDs bring in external and wider perspective to the decision-making by the Board. They provide leadership and strategic guidance, while maintaining objective judgment. The NEDs also help the Company in ensuring that all legal requirements and corporate governance are complied with and well taken care of. The responsibilities and obligations imposed on the NEDs have increased manifold in the recent years on account of several factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements.

### Details of Sitting fees to the Non-Executive Directors for the financial year ended March 31, 2024:

| No. | Name of the Director | Designation          | Salary & Perquisites (in ₹) |
|-----|----------------------|----------------------|-----------------------------|
| 1.  | Mr. S. R. Vaidya     | Independent Director | 3,75,000                    |
| 2.  | Mr. Santosh Parab    | Independent Director | 3,75,000                    |
| 3.  | Ms. Shilpa Bhatia    | Independent Director | 3,75,000                    |

### Stock Options

The Company has not granted any stock options to its Non-Executive Directors and Executive Directors.

### Service Contracts, Severance Fees, and Notice Period

The appointment and remuneration of the Managing Director and Whole-Time Directors are subject to the provisions of the Act and the resolution passed by the Board of Directors and Members of the Company which cover the terms and conditions of such appointment.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Managing Director and Whole-Time Directors.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee ("SRC") role is to specifically be to discharge the Board of Directors duties of servicing and protecting the various aspect of interest of shareholders, debenture holders, and other security holders. The SRC has the mandate to review and redress Shareholder grievances including complaints related to non-receipt of share certificates, non-receipt

of annual reports, non-receipt of dividend, complaints relating to the transfer of shares to IEPF, etc.

### Composition of the Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee of the Company is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The SRC of the Company presently comprises of four Directors which include two Non-executive and Independent Directors viz. Mr. S. R. Vaidya and Ms. Shilpa Bhatia and two Executive Directors viz. Mrs. Shruti Vishal Rao and Dr. Vibha Gagan Sharma. Mr. S. R. Vaidya is the Chairman of the Stakeholders' Relationship Committee.

### Details of Stakeholders' Relationship Committee Meetings

During the financial year 2023-2024, 2 (two) Stakeholders' Relationship Committee Meeting was held on May 11, 2023 and November 01, 2023.

**Attendance of Members at the Stakeholders' Relationship Committee Meetings**

Details with respect to the attendance of Members at the Stakeholders' Relationship Committee Meetings held during the financial year under review were as follows:

| Name of the Member     | Designation in the Committee | Number of SRC Meetings entitled to attend | No. of Meetings attended |
|------------------------|------------------------------|---|--------------------------|
| Mr. S. R. Vaidya       | Chairman                     | 2   | 2                        |
| Dr. Vibha Gagan Sharma | Member                       | 2   | 2                        |
| Mrs. Shruti Vishal Rao | Member                       | 2   | 2                        |
| Mrs. Shilpa Bhatia     | Member                       | 2   | 2                        |

The necessary quorum was present for the Meeting.

The previous 38<sup>th</sup> AGM of the Company was held on July 19, 2023, and was attended by Mr. S. R. Vaidya, Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

**Terms of reference of the Stakeholders' Relationship Committee**

- To issue share certificates pursuant to duplicate/ remat /renewal requests as and when received by the Company.
- Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.
- Approve the transmission of shares or other securities arising as a result of the death of the sole / any of joint shareholders.

- Consider and resolve the complaints/grievances of security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual reports, and non-receipt of the declared dividend.
- Approve, register, and refuse to register the transfer /transmission of shares and other securities.
- To authorize the affixing of the Common seal of the Company from time to time on any deed or other instrument requiring authentication by or on behalf of the Company.
- Oversee & review all matters connected with the transfer of securities of the Company.
- To deal with the Company's unclaimed/ undelivered shares, as prescribed in the relevant Regulation of the SEBI Listing Regulations.
- To do all such acts, deeds and things as may be necessary in this regard.

**Details of investor complaints received and redressed during F.Y. 2023-2024 are as follows:**

| Complaints at the beginning of the FY 2023-2024 | Received during the year | Resolved during the year | Complaints at the end of the FY 2023-2024 |
|---|--------------------------|--------------------------|---|
| 0   | 5                        | 5                        | 0   |

**DETAILS OF COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY:**

Ms. Aditi Bhatt,  
 Company Secretary & Compliance Officer  
 Bliss GVS Pharma Limited  
 102, Hyde Park, Saki Vihar Road,  
 Andheri (East), Mumbai -400072, Maharashtra  
 Email Id: [cs@blissgvs.com](mailto:cs@blissgvs.com) ; [info@blissgvs.com](mailto:info@blissgvs.com)  
 Tel: 022- 42160000

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Corporate Social Responsibility ("CSR") is the continuing commitment by business to behave ethically and contribute to economic development while improving

the quality of life of the workforce and their families as well as of the local community and society at large.

**Composition of the Corporate Social Responsibility Committee**

The composition of the Corporate Social Responsibility Committee of the Company is in compliance with the requirements of Section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR of the Company presently comprises of three Directors which includes one Non-Executive Independent Director viz. Mr. S. R. Vaidya and two Executive Directors viz. Mrs. Shruti Vishal Rao and Mr. Gagan Harsh Sharma. Mr. S. R. Vaidya is the Chairman of the Corporate Social Responsibility Committee.

**Details of Corporate Social Responsibility Committee Meetings**

During the financial year 2023-2024, a total of 2 (two) Corporate Social Responsibility Meetings viz. May 11, 2023 and November 01, 2023 were held.

**Attendance of Members at the Corporate Social Responsibility Committee Meetings**

Details with respect to the attendance of Members at the Corporate Social Responsibility Committee Meetings held during the financial year under review were as follows:

| Name of the Member     | Designation in the Committee | Number of CSR Meetings entitled to attend | No. of Meetings attended |
|------------------------|------------------------------|---|--------------------------|
| Mr. S. R. Vaidya       | Chairman                     | 2   | 2                        |
| Mrs. Shruti Vishal Rao | Member                       | 2   | 2                        |
| Mr. Gagan Harsh Sharma | Member                       | 2   | 2                        |

The quorum as required under Section 135 of the Companies Act, 2013 was maintained at all the meetings.

The previous 38<sup>th</sup> AGM of the Company was held on July 19, 2023, and was attended by Mr. S. R. Vaidya, Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

**Terms of reference of the Corporate Social Responsibility Committee**

- Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- Recommending the amount of expenditure to be incurred on CSR activities of the Company;
- Reviewing the performance of the Company in the area of CSR;
- Providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- Monitoring the CSR Policy of the Company from time to time;
- Monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.

**Risk Management Committee**

Risk can be perceived either positively (upside opportunities) or negatively (downside threats). A risk is the potential of a situation or event to impact on the achievement of specific objectives. Risk Management is the process of identification, analysis, and acceptance or mitigation of uncertainty in the future.

**Composition of the Risk Management Committee**

The composition of the Risk Management Committee ("RMC") of the Company is in compliance with the requirements of Regulation 21 of SEBI Listing Regulations. The RMC of the Company presently comprises of three Directors and one Senior Management which includes one Non-Executive Independent Director viz. Ms. Shilpa Bhatia and two Executive Directors viz. Mrs. Shruti Vishal Rao and Mr. Gagan Harsh Sharma, and one Senior Management viz. Mr. Sourya Das

Ms. Shilpa Bhatia is the Chairperson of the Risk Management Committee.

**Details of Risk Management Committee Meetings**

During the financial year 2023-2024, a total of 2 (Two) Risk Management Committee Meetings viz. May, 11, 2023 and November, 07, 2023 were held.

**Attendance of Members at the Risk Management Committee Meetings**

Details with respect to the attendance of Members at the Risk Management Committee Meetings held during the financial year under review were as follows:

| Name of the Member     | Designation in the Committee | Number of RMC Meetings entitled to attend | No. of Meetings attended |
|------------------------|------------------------------|---|--------------------------|
| Ms. Shilpa Bhatia      | Chairperson                  | 2   | 2                        |
| Mrs. Shruti Vishal Rao | Member                       | 2   | 2                        |
| Mr. Gagan Harsh Sharma | Member                       | 2   | 2                        |
| Mr. Sourya Das         | Member                       | 2   | 2                        |

The quorum as required under Regulation 21(3B) of the SEBI Listing Regulations was maintained at all the meetings.

The Company Secretary acts as the Secretary to the Committee.

**Terms of reference of the Risk Management Committee**

- Review the adequacy and effectiveness of various risk management initiatives of the organization and approve appropriate risk management framework.
- Provide directions to ensure effective implementation of various risk management practices across the organization.
- To approve and periodically review the risk management policies of the Company's operations.
- Monitor and review the risk management plan.
- Review cybersecurity-related matters.
- Discharge such duties and functions as may be delegated to the Committee by the Board under the applicable laws from time to time.

**PARTICULARS OF SENIOR MANAGEMENT AND CHANGE THEREIN DURING FY 2023-24:**

| Sr. No | Name of the Employee    | Designation               |
|--------|-------------------------|---------------------------|
| 1      | Dinesh S. Shetty        | General Manager           |
| 2      | Prashant Churi          | VP - Technical Operations |
| 3      | Manoj B. Kulkarni       | Assistant General Manager |
| 4      | Vishal V. Rao           | Vice President            |
| 5      | Anandarup Datta         | Associate Vice President  |
| 6      | Karthik Jaiprakash Iyer | Manager                   |
| 7      | Nitesh More             | Deputy General Manager    |
| 8      | Jayesh Chaudhary        | Sr. General Manager       |
| 9      | Shailendra Shukla       | Deputy General Manager    |
| 10     | Vineetha Nambiar        | Assistant General Manager |
| 11     | Sourya Das              | Associate Vice President  |
| 12     | Vilas Patil             | General Manager           |
| 13     | Amar Pawar              | Vice President            |
| 14     | Rajendra Bachhav        | Associate Vice President  |
| 15     | Preeti Dali             | Sr. General Manager       |
| 16     | Aditi Bhatt             | Company Secretary         |
| 17     | Deepak B. Sawant        | Chief Finance Officer     |

Note: There have been no changes in the Senior Management in the Company during the financial year 2023-24.

**GOVERNANCE OF SUBSIDIARY COMPANIES:**

The Company does not have a material subsidiary as on March 31, 2024 except Asterisk Lifesciences GH Limited and Kremoint Pharma Private Limited under Reg. 16(1)(c) of SEBI Listing Regulations.

The financial statements including investments made by the unlisted subsidiaries were placed before and reviewed by the Audit Committee of the Company. The Board of Directors of the Company reviewed periodically, the statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies. Copies of the Minutes

of the Board Meetings of the unlisted subsidiary Companies were placed at the Board Meetings of the Company held during the year.

The Company has a policy for determining material subsidiaries which is disclosed on its website at <https://blissgvs.com/policies-and-codes1/>

**GENERAL BODY MEETINGS**

**Annual General Meeting**

The details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

| Financial Year ended | Date and Time            | Venue  | Special Resolutions Passed                    |
|----------------------|--------------------------|--|---|
| 2022-2023            | July 19, 2023 11:00 a.m. | Through Video Conferencing (VC) and Other Audio-Visual Measures (OAVM) | No Special Resolution Passed in this meeting. |
| 2021-2022            | June 28, 2022 11:00 a.m. | Through Video Conferencing (VC) and Other Audio-Visual Measures (OAVM) | No Special Resolution Passed in this meeting. |

| Financial Year ended | Date and Time                 | Venue  | Special Resolutions Passed   |
|----------------------|-------------------------------|--|--|
| 2020-2021            | September 21, 2021 11:00 a.m. | Through Video Conferencing ("VC") and Other Audio-Visual Measures ("OAVM") | <ul style="list-style-type: none"> <li>• Re-appointment of Mr. Santosh Laxman Parab (DIN:01622988) as an Independent Director of the Company.</li> <li>• Appointment of Mr. Gagan Harsh Sharma (DIN: 07939421) as a Director &amp; Managing Director of the Company.</li> <li>• Re-appointment of Dr. Vibha Gagan Sharma (DIN: 02307289) as a Whole-Time Director of the Company.</li> <li>• Re-appointment of Mrs. Shruti Vishal Rao (DIN: 00731501) as a Whole-Time Director of the Company.</li> <li>• Re-appointment of Mr. Vishal Vijay Rao as a General Manager, a relative of Directors holding office or place of profit in the Company</li> </ul> |

**Extraordinary General Meeting (EGM)**

No Extra-Ordinary General Meeting was held during the financial year.

**Details of Special Resolution passed through Postal Ballot**

During the financial year 2023-2024, no special resolution(s) were passed through Postal Ballot. No special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

**MEANS OF COMMUNICATION**

The Company, from time to time and as may be required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the online portal of the Stock Exchanges, press releases, the Annual Reports and uploading relevant information on its website.

|   |   |
|---|---|
| <b>Financial Results</b>  | Pursuant to the SEBI Listing Regulations, unaudited Quarterly financial results and audited Annual financial results are announced within 45 days from the end of every quarter and within 60 days from the end of the financial year respectively. Quarterly and Annual financial results are electronically uploaded on BSE's online Portal - 'BSE Corporate Compliance & Listing Centre' (Listing Centre) and on NSE's 'Electronic Application Processing System' (NEAPS) within prescribed timeline.  |
| <b>Newspapers in which financial results are published</b>              | <ul style="list-style-type: none"> <li>• Economic Times (English)</li> <li>• Maharashtra Times (Marathi)</li> <li>• Free Press Journal (English)</li> <li>• Navshakti (Marathi)</li> </ul>  |
| <b>Any Display of Financial Results in Official News Release</b>        | No  |
| <b>Presentations made to institutional investors or to the analysts</b> | No  |
| <b>Website of the Company</b>   | In Compliance with Regulation 46 of SEBI Listing Regulations, a separate dedicated section under 'Investors' on the Company's website <a href="http://www.blissgvs.com">www.blissgvs.com</a> gives information on various announcements made by the Company including status of quarterly filings such as Corporate Governance, Shareholding Pattern, Unclaimed Dividend, Annual Report, Quarterly/Half yearly/Nine-months and Annual Financial Results along with the applicable policies of the Company.  |
| <b>Annual Report</b>  | Annual Report containing inter alia Audited Annual Accounts, Consolidated Financial Statements, Board's Report, the Management Discussion and Analysis Report, Auditor's Report, and other important information are sent to the shareholders of the Company. However, this year as per the directions given in the circulars issued by Ministry Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") the companies are allowed to send Annual Report by e-mail to all the shareholders of the Company. Therefore, the Annual Report for FY 2023-24 and Notice of 39 <sup>th</sup> AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars. |



|                             |   |
|-----------------------------|---|
| <b>Material Information</b> | The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance /operations of the Company or other Price Sensitive Information.   |
| <b>Corporate Filing</b>     | Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with the Stock Exchanges and are available on the website of BSE Ltd. - <a href="http://www.bseindia.com">www.bseindia.com</a> and National Stock Exchange of India Ltd. - <a href="http://www.nseindia.com">www.nseindia.com</a> and also on the website of the Company – <a href="http://www.blissgvs.com">www.blissgvs.com</a> . |

**DIVIDEND**

The Company provides the facility of payment of dividends to the shareholders by directly crediting the dividend amount to the shareholder's Bank Account. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account through the Banks' Automated Clearing House ("ACH") and/or any other permitted mode for credit of dividends.

Members holding shares in physical form are requested to register and/or update their core banking details with the Company and those holding shares in electronic form shall register/update such details with their Depository Participants (DPs) to enable credit of the dividend to their bank accounts electronically through ACH and/or any other permitted mode for credit of dividend.

Further, to prevent fraudulent encashment of dividend warrants, shareholders are requested to provide their bank account details (if not provided earlier) to the Company/its RTA (if shares are held in physical form) or to DPs (if shares held in electronic form) the for the printing of the same on the dividend warrants.

Dividend warrants in respect of the dividends declared already had been dispatched to the shareholders at their addresses which are registered with the Company. Those shareholders who have not yet received the dividend warrants may please write to the Company's RTA for further information in this regard. Shareholders who have not encashed the warrants are requested to do so by getting them revalidated from the Registered Office of the Company or its RTA.

**Dividend Declared and Paid**

The details of dividends declared and paid by the Company for the last Ten (10) years are as follows:

| Financial Year      | Date of Declaration of Dividend | Percentage | Dividend per equity share of ₹ 1/- each |
|---------------------|---------------------------------|------------|---|
| 2013-2014           | August 28, 2014                 | 50%        | 0.50                                    |
| 2014-2015 (Interim) | February 12, 2015               | 20%        | 0.20                                    |
| 2014-2015 (Final)   | September 16, 2015              | 50%        | 0.50                                    |
| 2015-2016           | September 14, 2016              | 50%        | 0.50                                    |
| 2016-2017           | September 26, 2017              | 60%        | 0.60                                    |
| 2017-2018           | August 24, 2018                 | 100%       | 1                                       |
| 2018-2019           | September 20, 2019              | 100%       | 1                                       |
| 2019-2020           | September 25, 2020              | 50%        | 0.50                                    |
| 2020-2021           | September 21, 2021              | 50%        | 0.50                                    |
| 2021-2022           | June 28, 2022                   | 50%        | 0.50                                    |
| 2022-2023           | July 19, 2023                   | 50%        | 0.50                                    |

**Transfer to Investor Education and Protection Fund (IEPF)**

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends not encashed/claimed within seven years from the date of the declaration are to be transferred to the Investor Education and Protection Fund ('IEPF') Authority.

The IEPF Rules mandate the company to transfer shares of Members whose dividends remain unpaid/unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividends/shares are transferred to the IEPF Authority can claim their shares/dividends from the IEPF Authority. In accordance with the said IEPF Rules and its amendments, the Company sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspapers advertisement.

The details of unclaimed dividends and shares transferred to IEPF during FY 2023-2024 are as follows:

| Dividend declared in the financial year | Unclaimed Dividend amount transferred (in ₹) | Unclaimed Dividend shares transferred |
|---|--|---------------------------------------|
| 2015-2016                               | 15,85,065.00                                 | 51,698                                |
| <b>Total</b>                            | <b>15,85,065.00</b>                          | <b>51,698</b>                         |

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com). Details of shares/shareholders in respect of which dividend has not been claimed are provided on the website of the Company at <http://www.blissgvs.com/unclaimed-dividend/>. The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed. No claims shall lie against the Company in respect of the dividends/shares so transferred.

**Details of Unclaimed Dividend**

The following table gives information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company or its Registrar and Transfer Agent:

| Financial Year | Date of Declaration | Last date of claiming dividend |
|----------------|---------------------|--------------------------------|
| 2016-2017      | September 26, 2017  | November 02, 2024              |
| 2017-2018      | August 24, 2018     | September 30, 2025             |
| 2018-2019      | September 20, 2019  | October 27, 2026               |
| 2019-2020      | September 25, 2020  | November 01, 2027              |
| 2020-2021      | September 21, 2021  | October 28, 2028               |
| 2021-2022      | June 28, 2022       | August 04, 2029                |
| 2022-2023      | July 19, 2023       | August 25, 2030                |

**GENERAL SHAREHOLDER INFORMATION**

**Annual General Meeting for the FY 2023-2024**

|                       |   |
|-----------------------|---|
| <b>Day &amp; Date</b> | 39 <sup>th</sup> AGM shall be conveyed on Thursday, July 25, 2024 and will be conducted through Video Conferencing ("VC")/Other Audio-Visual Means ("OVAM") |
| <b>Deemed Venue</b>   | 102, Hyde Park, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai- 400072  |
| <b>Time</b>           | 11 a.m. IST   |

**Book Closure dates for the Final Dividend 2023-2024**

Friday, July 19, 2024, to Thursday, July 25, 2024 (both days inclusive)

**Dividend Payment Date**

If approved, the Dividend for the year ended March 31, 2024, shall be paid on or before August 24, 2024.

**Listing on Stock Exchanges**

The Company's shares are listed on the following Stock Exchanges and the annual listing fees have been paid to each of such Stock Exchanges:

| Name and Address of Stock Exchange   | Stock Code/Script Code/Symbol | ISIN for NSDL/CDSL (Dematerialized shares) |
|--|-------------------------------|--|
| BSE Limited (BSE)  | 506197                        |  |
| Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001<br>The National Stock Exchange of India Limited (NSE)<br>Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 | BLISSGVS                      | INE416D01022                               |

The Company has duly paid Annual Listing Fees to the respective Stock Exchanges.

**Details of Demat/Unclaimed Suspense Account**

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

**Calendar of financial year ended March 31, 2024**

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended March 31, 2024, were held on the following dates:

|  |                   |
|--|-------------------|
| First Quarter Results                  | August 08, 2023   |
| Second Quarter and Half yearly Results | November 01, 2023 |
| Third Quarter Results                  | January 23, 2024  |
| Fourth Quarter and Annual Results      | May 02, 2024      |

**Tentative Calendar for the financial year ending March 31, 2025**

The tentative dates of meeting of the Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2025, are as follows:

|  |                          |
|--|--------------------------|
| First Quarter Results                  | By mid of August, 2024   |
| Second Quarter and Half yearly Results | By mid of November, 2024 |
| Third Quarter Results                  | By mid of February, 2025 |
| Fourth Quarter and Annual Results      | By end of May, 2025      |

**Stock Market Data - Equity Shares of ₹ 1/- paid-up value**

**On BSE Limited**

The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:

| Month  | Open Price | High Price | Low Price | Close Price | No. of Shares |
|--------|------------|------------|-----------|-------------|---------------|
| Apr-23 | 72.12      | 90.85      | 71.85     | 76.50       | 1,54,468      |
| May-23 | 76.20      | 87.78      | 71.00     | 72.74       | 4,51,478      |
| Jun-23 | 72.70      | 85.54      | 71.91     | 80.40       | 3,80,679      |
| Jul-23 | 79.50      | 103.90     | 75.53     | 99.41       | 15,10,529     |
| Aug-23 | 100.95     | 101.83     | 89.00     | 96.86       | 19,99,210     |
| Sep-23 | 97.19      | 100.69     | 88.42     | 89.30       | 4,60,978      |
| Oct-23 | 89.00      | 91.50      | 77.65     | 84.07       | 3,21,175      |
| Nov-23 | 84.00      | 148.95     | 83.85     | 141.27      | 46,57,373     |
| Dec-23 | 139.25     | 148.35     | 112.60    | 124.60      | 7,33,749      |
| Jan-24 | 126.85     | 137.40     | 108.50    | 112.20      | 15,07,513     |
| Feb-24 | 112.90     | 142.15     | 110.95    | 126.55      | 20,42,145     |
| Mar-24 | 126.85     | 127.95     | 100.55    | 112.65      | 11,23,464     |

(Source: [www.bseindia.com](http://www.bseindia.com))

**On the National Stock Exchange of India Limited**

The Monthly high/low quotation of equity shares traded on the National Stock Exchange of India Limited, Mumbai are as follows:

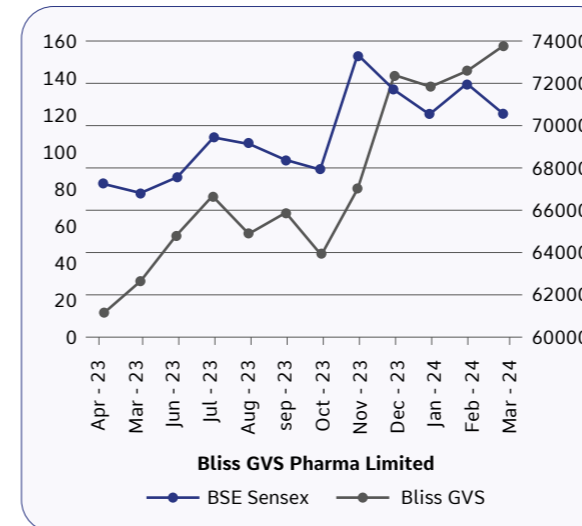
| Month  | Open Price | High Price | Low Price | Close Price | No. of Shares |
|--------|------------|------------|-----------|-------------|---------------|
| Apr-23 | 77.7       | 78         | 76.1      | 76.55       | 95,459        |
| May-23 | 73.5       | 73.7       | 72.5      | 72.75       | 64,572        |
| Jun-23 | 81         | 82.05      | 79.95     | 80.25       | 1,07,214      |
| Jul-23 | 101.1      | 101.75     | 99.1      | 99.65       | 3,42,335      |
| Aug-23 | 98.7       | 99.75      | 96.15     | 96.85       | 1,50,575      |
| Sep-23 | 89.55      | 89.8       | 88.45     | 89.15       | 1,56,770      |
| Oct-23 | 84.35      | 85.1       | 83.5      | 84.1        | 90,942        |
| Nov-23 | 141.9      | 143.85     | 139.2     | 140.8       | 4,00,280      |
| Dec-23 | 126.75     | 126.75     | 124.2     | 124.65      | 1,57,206      |
| Jan-24 | 114.2      | 115        | 111.55    | 112.3       | 5,47,192      |
| Feb-24 | 124.25     | 130        | 123.5     | 126.45      | 8,63,639      |
| Mar-24 | 115.8      | 116.7      | 111.55    | 112.85      | 3,67,160      |

(Source: [www.nseindia.com](http://www.nseindia.com))

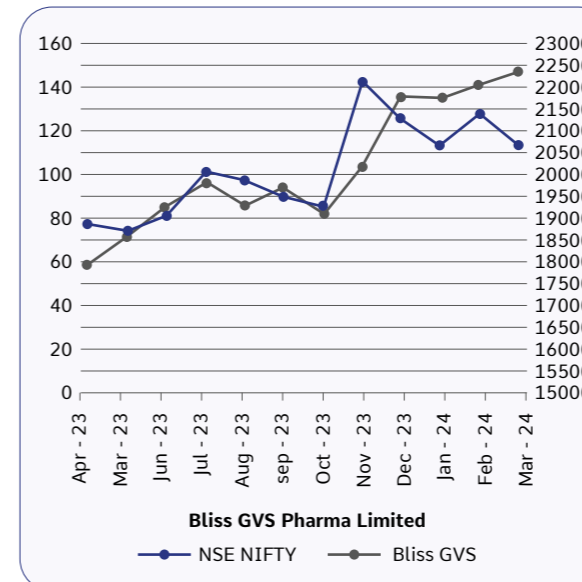
**Share Price performance in comparison to broad-based indices – BSE Sensex and NSE Nifty**

| Month  | BSE                   |                | NSE                   |          |
|--------|-----------------------|----------------|-----------------------|----------|
|        | Bliss share price (₹) | S&P BSE Sensex | Bliss share price (₹) | Nifty 50 |
| Apr-23 | 76.5                  | 61112.44       | 76.55                 | 17915.05 |
| May-23 | 72.74                 | 62622.24       | 72.75                 | 18534.4  |
| Jun-23 | 80.4                  | 64718.56       | 80.25                 | 19189.05 |
| Jul-23 | 99.41                 | 66527.67       | 99.65                 | 19753.8  |
| Aug-23 | 96.86                 | 64831.41       | 96.85                 | 19253.8  |
| Sep-23 | 89.3                  | 65828.41       | 89.15                 | 19638.3  |
| Oct-23 | 84.07                 | 63874.93       | 84.1                  | 19079.6  |
| Nov-23 | 141.27                | 66988.44       | 140.8                 | 20133.15 |
| Dec-23 | 124.6                 | 72240.26       | 124.65                | 21731.4  |
| Jan-24 | 112.2                 | 71752.11       | 112.3                 | 21725.7  |
| Feb-24 | 126.55                | 72500.3        | 126.45                | 21982.8  |
| Mar-24 | 112.65                | 73651.35       | 112.85                | 22326.9  |

**Performance of the share price of the Company in comparison with BSE Sensex.**



**Performance of the share price of the Company in comparison with NSE Nifty**



**Registrar and Share Transfer Agent**

The Company's Registrar and Share Transfer Agent ("RTA"), formerly known as Universal Capital Securities Private Limited, has merged with M/s. Link Intime India Private Limited, effective December 22, 2023, in accordance with the Order dated December 18, 2023, issued by the Mumbai Bench of the National Company Law Tribunal (NCLT).

Further M/s. Link Intime India Private Limited is a Company's Registrar and Share Transfer Agent ("RTA") and shall continue to act as the RTA of the Company and its SEBI registration number is INR000004058. The address of the RTA is C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

**Share Transfer System**

Share transfers are processed and duly endorsed share certificates are dispatched within prescribed timelines, subject to documents being valid and complete in all respects.

The RTA of the Company is responsible for carrying out share-related activities like the transfer of shares, the transmission of shares, the transposition of shares, name deletion, and change of address, amongst others. The Board of Directors of the Company has delegated the authority to approve the transfer of shares, the transmission of shares, request for name deletion of name of shareholders, etc. to the designated officials of the Company.

The Company obtains a half-yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of the SEBI Listing Regulations and the same is filed with the Stock Exchanges. In terms of requirements for amendments to Regulation 40 of the SEBI Listing Regulations w.e.f. April 01, 2020, transfer of securities except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the Dematerialised form with a depository. Hence no transfer of shares in physical form can be lodged by the shareholders.

**Dematerialization of Shares and Liquidity as on March 31, 2024**

| Particulars          | No. of Shares       | % of Shares |
|----------------------|---------------------|-------------|
| Physical Segment (A) | 15,78,902           | 1.51%       |
| Demat Segment        |                     |             |
| NSDL (B)             | 7,36,73,065         | 70.37%      |
| CDSL (C)             | 2,94,38,855         | 28.12%      |
| Total (B+C)          | 10,31,11,920        | 98.49%      |
| <b>Total (A+B+C)</b> | <b>10,46,90,822</b> | <b>100%</b> |

Shareholders who continue to hold shares in physical mode are advised to dematerialize their shares at the earliest. The risks pertaining to physical share certificates like loss, theft, forgery, and damage are eliminated when shares are held in electronic form. For any clarification, assistance, or information relating to the dematerialization of shares, kindly contact the Company's RTA.

**Reconciliation of Share Capital Audit**

A Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total

number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**Outstanding GDR/ADRs/Warrants or any convertible instruments, conversion date, and likely impact on equity**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**Commodity price risk or foreign exchange risk and hedging activities**

During the year under review, the Company has managed the commodity price risk, foreign exchange risk, and hedging activities.

**Distribution of Shareholding as on March 31, 2024**

| No. of Equity Shares |       | Shareholders |               | Shares           |               |
|----------------------|-------|--------------|---------------|------------------|---------------|
| From                 | To    | Number       | Percentage    | Number           | Percentage    |
| 1                    | 500   | 38410        | 83.4347       | 4215924          | 4.0270        |
| 500                  | 1000  | 3284         | 7.1335        | 2667687          | 2.5482        |
| 1001                 | 2000  | 2093         | 4.5464        | 3064408          | 2.9271        |
| 2001                 | 3000  | 810          | 1.7595        | 2023358          | 1.9327        |
| 3001                 | 4000  | 318          | 0.6908        | 1137155          | 1.0862        |
| 4001                 | 5000  | 338          | 0.7342        | 1582068          | 1.5112        |
| 5001                 | 10000 | 441          | 0.9579        | 3256876          | 3.1109        |
| 10001                | ***** | 342          | 0.7429        | 86743346         | 82.8567       |
| <b>Total</b>         |       | <b>46036</b> | <b>100.00</b> | <b>104690822</b> | <b>100.00</b> |

**Shareholding as on March 31, 2024**

| Sr. No       | Category of Shareholder(s)                                   | Total no. of Shares | % of Total no. of Shares |
|--------------|--|---------------------|--------------------------|
| <b>(A)</b>   | <b>Shareholding of Promoter and Promoter Group</b>           |                     |                          |
| (a)          | Individuals/Hindu undivided Family/Trust                     | 3,66,07,174         | 34.97                    |
| (b)          | Bodies Corporate   | -                   | -                        |
|              | <b>Total Shareholding of Promoter and Promoter Group (A)</b> | <b>3,66,07,174</b>  | <b>34.97</b>             |
| <b>(B)</b>   | <b>Public Shareholding</b>                                   |                     |                          |
| <b>(I)</b>   | <b>Institutions</b>  |                     |                          |
| (a)          | Mutual Funds   | 734                 | 0.00                     |
| (b)          | Banks / FI   | -                   | -                        |
| (c)          | Insurance Companies  | 69,01,355           | 6.59                     |
| (d)          | FIIIs  | 1,54,24,421         | 14.73                    |
| <b>(II)</b>  | <b>Central / State government(s)</b>                         |                     |                          |
| (a)          | Central Government/ State Government(s)/President of India   | -                   | -                        |
| <b>(III)</b> | <b>Non-Institutions</b>                                      |                     |                          |

| Sr. No | Category of Shareholder(s)   | Total no. of Shares | % of Total no. of Shares |
|--------|--|---------------------|--------------------------|
| (a)    | Key Managerial Personnel   | 12,260              | 0.01                     |
| (b)    | Investor Education and Protection Fund (IEPF)                            | 24,98,910           | 2.39                     |
| (c)    | Resident Individuals holding nominal share capital upto ₹ 2 lakh         | 2,26,52,473         | 21.64                    |
| (d)    | Resident Individuals holding nominal share capital in excess of ₹ 2 lakh | 1,05,42,984         | 10.07                    |
| (e)    | Non-Resident Indians (NRIs)  | 13,33,080           | 1.27                     |
| (f)    | Foreign Companies  | 200                 | 0.00                     |
| (g)    | Bodies Corporate   | 76,19,380           | 7.28                     |
| (d)    | Others (specify)   |                     |                          |
| i)     | Clearing Members   | 69                  | 0.00                     |
| ii)    | LLP  | 49,190              | 0.05                     |
| iii)   | Hindu Undivided Family   | 10,48,592           | 1.00                     |
|        | <b>Sub-Total (B)</b>   | <b>6,80,83,648</b>  | <b>65.03</b>             |
|        | <b>Total (A) + (B)</b>   | <b>10,46,90,822</b> | <b>100.00</b>            |

**Top ten equity shareholders of the Company as on March 31, 2024**

| Sr. No | Name of the Shareholders   | Number of Equity shares held | Percentage of Holding |
|--------|--|------------------------------|-----------------------|
| 1.     | Arian Investment Limited   | 9857361                      | 9.4157                |
| 2.     | Life Insurance Corporation Of India  | 6901355                      | 6.5921                |
| 3.     | Gulbarga Trading And Investment Private  | 5837000                      | 5.5755                |
| 4.     | Arjun Gautam Ashra .   | 5049000                      | 4.8228                |
| 5.     | Gautam Rasiklal Ashra  | 2897302                      | 2.7675                |
| 6.     | Investor Education And Protection Fund Authority Ministry Of Corporate Affairs | 2498910                      | 2.3869                |
| 7.     | Aspire Emerging Fund   | 2439647                      | 2.3303                |
| 8.     | Polus Global Fund  | 1859594                      | 1.7763                |
| 9.     | Bhupesh Kumar Lodha  | 1010000                      | 0.9647                |
| 10.    | Aegis Investment Fund Pcc  | 590536                       | 0.5641                |
|        | <b>Total</b>   | <b>3,8940,705</b>            | <b>37.1959</b>        |

**Credit Ratings**

As on March 31, 2024, the Company has the following credit ratings assigned/reaffirmed by Informerics Ratings:

|  |   |
|--|---|
| Loan Term Loans/Facility                               | IVR BBB / Stable (IVR Triple B with Stable Outlook) |
| Short Term Facility/Fund Bases/Non-Fund Faced Facility | IVR A3+ (IVR A Three plus)                          |

**Plant Locations**

- i. Plot 10, 11 and 12 Dewan Udyog Nagar, Aliyali Village, Palghar- 401404.
- ii. Survey No. 43-44, Vevoor Village, Nandore Road, Palghar (East), Palghar - 401404.

**Investor Correspondence**

|   |   |
|---|---|
| Registrar and Share Transfer Agent  | Link Intime India Pvt. Ltd.<br>Unit: Bliss GVS Pharma Limited<br>C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai (INDIA) – 400083.<br>Tel. No.: +91 22 49186000<br>Fax No.: +91 22 49186060<br>E-Mail: <a href="mailto:rnt_helpdesk@linkintime.co.in">rnt_helpdesk@linkintime.co.in</a> |
| Individual Investors & Queries Related to Shares/ Dividend, etc. Secretarial Department | Bliss GVS Pharma Limited<br>102, Hyde Park, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072.<br>Tel. No.: +91 22 42160000<br>E-Mail: <a href="mailto:cs@blissgvs.com">cs@blissgvs.com</a>   |

|   |  |
|---|--|
| Nodal Officer (for the purpose of IEPF) | Ms. Aditi Bhatt, Company Secretary<br>Bliss GVS Pharma Limited<br>102, Hyde Park, Saki Vihar Road, Saki Naka,<br>Andheri (East), Mumbai – 400072.<br>Tel. No.: +91 22 42160000<br>E-Mail: <a href="mailto:cs@blissgvs.com">cs@blissgvs.com</a> |
|---|--|

**Addresses of the Redressal Agencies for Investors to lodge their grievances**

|   |   |
|---|---|
| Ministry of Corporate Affairs (MCA)           | 'A' Wing, Shastri Bhawan, Rajendra Prasad Road, New Delhi – 110 001.<br>Tel.: (011) 2338 4660, 2338 4659<br>Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>   |
| Securities and Exchange Board of India (SEBI) | Plot No.C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra.<br>Tel. No.: +91-22-26449000 / 40459000<br>Fax No.: +91-22-26449019-22/ 40459019-22<br>Toll-Free Investor Helpline: 1800 22 7575<br>E-mail: <a href="mailto:sebi@sebi.gov.in">sebi@sebi.gov.in</a><br>Website: <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> |
| BSE Limited                                   | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.<br>Phones: +91-22-22721233/4, +91-22-66545695<br>Fax: 91-22-22721919<br>Email: <a href="mailto:corp.comm@bseindia.com">corp.comm@bseindia.com</a><br>Website: <a href="http://www.bseindia.com">www.bseindia.com</a>   |
| National Stock Exchange India Limited         | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.<br>Tel No: 022.265.98100 - 8114 / 66418100<br>Fax No: 022.265.98120<br>Website: <a href="https://www.nse-india.com/">https://www.nse-india.com/</a>  |
| National Securities Depository Limited        | Trade World, 'A' Wing, 4 <sup>th</sup> & 5 <sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013.<br>Tel.: (022) 2499 4200<br>Fax: (022) 2497 6351<br>Email: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a><br>Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>   |
| Central Depository Services (India) Limited   | Marathon Futurex, A-Wing, 25 <sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai – 400 013.<br>Toll-free: 1800-22-5533<br>Email: <a href="mailto:complaints@cdslindia.com">complaints@cdslindia.com</a><br>Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a>  |

**SCORES - SEBI Complaints Redress System**

Facility has been provided by SEBI for investors to place their complaints / grievances on a centralized web-based complaints redressal system viz. SEBI Complaints Redress System (SCORES). The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**OTHER DISCLOSURES**

**a) Related party transactions**

The Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the rules made there under and Regulation 23 of the SEBI Listing Regulations. There are no material related party transactions during the year under review that conflict with the interest of the Company. All related party transactions are placed before the Audit Committee for its review and approval. Prior/omnibus approval of the

Audit Committee is obtained on an annual basis for a financial year, for the transactions which are foreseen and repetitive in nature. Considering the necessity of business operations, the Company had entered into certain related party transactions for which the Company has obtained approval from the audit committee instead of prior approval, after noting the rationale for the same.

The statement giving details of all related party transactions entered into according to the approval together with relevant information are placed before the Audit Committee for review and updated every quarter. Transactions entered into with related parties during FY 2023-2024 were in the ordinary course of business and at arms' length basis.

The details of Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report. The Company complies with the applicable Accounting Standard for related party disclosures in the Financial Statements. The Board's approved policy for related party transactions is uploaded on the website of the Company and can be accessed at <http://www.blissgvs.com/investors/policies-and-codes-1/>.

**b) Penalty or Strictures**

The Company has diligently adhered to the requirements set forth by the Stock Exchanges, SEBI, and other regulatory bodies concerning capital markets. Furthermore, fines totaling ₹ 94,400/- and ₹ 53,100/- were levied by NSE and BSE, respectively, due to inadvertent and unintentional omission of pages from the Cash Flow Statement during the PDF filing of financial results (both standalone and consolidated) for the quarter and half-year ending on September 30, 2022. The Company promptly applied for a waiver of these fines, which was successfully granted by both stock exchanges. So, the Company did not incur any fines as the fines imposed by both NSE and BSE were waived.

**c) Whistle Blower and Vigil Mechanism**

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior. The Company hereby affirms that no Director/employee has been denied access to the Chairman and Audit Committee and that no complaints were received during the year.

The Whistle Blower and Vigil Mechanism policy is available on the website of the Company at <http://www.blissgvs.com/investors/policies-and-codes1/>.

**d) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2018**

During the year 2023-2024, there were no complaints received by the Company. The Company has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

**e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements read with adoption of discretionary requirements of Part – E of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of SEBI Listing Regulations except those mentioned in this report. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.
- The Internal Auditor of the Company directly reports to the Audit Committee on functional matters. Also, Internal Auditor is generally present in the Audit Committee Meeting.
- As on March 31, 2024, the Chairman of the Company is Non-Executive Independent Director.
- Further, the Chairman and Managing Director of the Company are different.

**f) Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies**

Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies in which directors of the Company are interested along with disclosures of transactions of the Company with Promoter/Promoter group holds 10% or more shareholdings are set out in the Notes to Financial Statements forming part of this Annual Report.

**g) Disclosure of Commodity price risks and commodity hedging activities**

The Company does not undertake any commodity hedging activities.

**h) Details of the utilization of Funds raised through preferential allotment or qualified institutions placement**

The Company has not raised any funds by way of preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

**i) Acceptance of Recommendation of the Committees**

The Board has accepted all the recommendations of the Committees of the Board.

**j) Material Subsidiaries**

Details of the material subsidiary as on March 31, 2024 under Reg. 16(1)(c) of SEBI Listing Regulations are as follows:

|  |                                   |
|--|-----------------------------------|
| Name of the Material Subsidiary          | Asterisk Lifesciences GH Limited  |
| Date and Place of Incorporation          | September 02, 2015, Accra, Ghana. |
| Name of Statutory Auditor                | M/s. Kedar Limaye & Co.           |
| Date of Appointment of Statutory Auditor | Since FY 2019-20                  |

|  |                                 |
|--|---------------------------------|
| Name of the Material Subsidiary          | Kremoint Pharma Private Limited |
| Date and Place of Incorporation          | 12/05/1992                      |
| Name of Statutory Auditor                | M/S. Panachand K. Shah & Co.    |
| Date of Appointment of Statutory Auditor | Since FY 2019-20                |

The Company has a policy for determining material subsidiaries which is disclosed on its website at <https://blissgvs.com/policies-and-codes1/>.

**k) Total Fees paid to Statutory Auditors**

The fees for all services paid by your Company to Kalyaniwalla & Mistry, Chartered Accountants, and Statutory Auditors during the financial year 2023-2024 is ₹ 38.63 lakh. The total fees paid by all subsidiaries of the Company to their Statutory Auditors during the financial year 2023-2024 is ₹ 58.55 lakh.

**l) Disclosure on the Website of the Company**

The Company ensures dissemination of applicable information as per Regulation 46(2) of the SEBI Listing Regulations on the website of the Company i.e. [www.blissgvs.com](http://www.blissgvs.com). The section 'Investors' on the website serves to inform the members by giving complete financial details, annual reports, presentations made by the Company to investors, press releases, if any, shareholding patterns, and such other material relevant to shareholders.

**m) Terms of Appointment of Independent Directors**

Terms and conditions of appointment/re-appointment of Independent Directors are available on the Company's website at <https://blissgvs.com/policies-and-codes1/>.

**Annual Secretarial Compliance Report**

The Company has undertaken an audit for the financial year 2023-2024 for all applicable compliances as per SEBI Listing Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within the prescribed timeline.

**Secretarial Audit Report**

The Company has undertaken Secretarial Audit for the financial year 2023-2024 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, the SEBI Listing Regulations and applicable Regulations prescribed by the SEBI and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of the this Board's Report.

**Compliance Certificate on Financial Statements**

Pursuant to Regulation 17(8) of the SEBI Listing Regulations, a compliance certificate issued by the Managing Director (since the Company do not have a CEO) and CFO on the financial statements, cash flow statement and internal control relating to financial reporting for the financial year 2023-2024 is annexed to this Report.

**Non-Disqualification Certificate from Practicing Company Secretary**

A certificate as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI Listing Regulations, a certificate received from AVS & Associates, Practicing Company Secretaries, that as on March 31, 2024, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the order of Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is annexed to this Report.

**Certificate on Compliance with the Corporate Governance requirements under the SEBI Listing Regulations**

The Company has complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations except those reported by the secretarial auditor in their report and reason thereof/board reply discussed in the board report. A certificate received from AVS & Associates, Practicing Company Secretaries for corporate governance is annexed to this Report.

**Update of shareholders details**

Shareholders holding shares in physical form are requested to notify the changes to the Company/

its RTA, promptly by a written request under the signatures of sole/ first joint holder and Shareholders holding shares in electronic form are requested to send their instructions directly to their Depository Participants (DPs).

**Disclosure of certain types of agreements binding listed entities**

The Company has not entered into any agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of these regulations.

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**S. R. Vaidya**  
Chairman & Independent Director  
DIN: 03600249

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

## Declaration of Compliance with Code of Conduct

[Pursuant to Regulation 34(3), Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of,  
**Bliss GVS Pharma Limited**

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2024.

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

## MD & CFO Certificate Under Regulation 17(8) of SEBI (LODR) Regulation, 2015

To,  
The Board of Directors,  
**Bliss GVS Pharma Limited**

We, Gagan Harsh Sharma, Managing Director, and Mr. Deepak Sawant, Chief Financial Officer of the Company, hereby certify that:

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

For and on behalf of the Board of Directors  
**Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: May 02, 2024

Sd/-  
**Deepak Sawant**  
Chief Financial Officer

## 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,  
**Bliss GVS Pharma Limited**  
102, Hyde Park, Sakivihar Road, Andheri (E), Mumbai - 400072

We have examined the relevant records, information, forms, returns and disclosures received from the Directors of **M/s. Bliss GVS Pharma Limited** having **CIN:L24230MH1984PLC034771** and having registered office at **102, Hyde Park, Sakivihar Road, Andheri (E), Mumbai-400072** (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and based on (a) Documents available on the website of the Ministry of Corporate Affairs ("MCA"); (b) Verification of Directors Identification Number ("DIN") status at the website of the MCA (c) Disclosures provided by the Directors (as enlisted in below Table) to the Company; and (d) SEBI Debarment list available at BSE Limited and National Stock Exchange of India Limited, we hereby certify that none of the Directors on the Board of the Company (as enlisted in below Table) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, MCA or any such other statutory authority for the financial year ending on March 31, 2024.

| Sr. No | Name of the Directors        | DIN      | Date of appointment in Company* |
|--------|------------------------------|----------|---------------------------------|
| 1.     | Gagan Harsh Sharma           | 07939421 | 21/01/2021                      |
| 2.     | Vibha Gagan Sharma           | 02307289 | 29/07/2008                      |
| 3.     | Shruti Vishal Rao            | 00731501 | 27/07/2006                      |
| 4.     | Santosh Laxman Parab         | 01622988 | 24/05/2016                      |
| 5.     | Subramanian Ramaswamy Vaidya | 03600249 | 01/08/2011                      |
| 6.     | Shilpa Bhatia                | 08695595 | 11/02/2020                      |

\*The date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

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

For **AVS & Associates**  
Company Secretaries

Sd/-  
**Vijay Yadav**  
Partner

Membership No. F11990  
C.P. No: 16806  
Peer Review No. 1451/2021  
UDIN: F011990F000300861

Place: Navi Mumbai  
Date: May 2, 2024

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

To  
The Members of  
**Bliss GVS Pharma Limited**

We have examined the compliance of conditions of corporate governance by **Bliss GVS Pharma Limited** ('the Company') for the year ended March 31, 2024 as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time, of the said Company with stock exchanges.

The Compliance with the conditions of corporate governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **AVS & Associates**  
Company Secretaries

Sd/-  
**Vijay Yadav**  
Partner  
Membership No. F11990  
C.P. No: 16806  
Peer Review No. 1451/2021  
UDIN: F011990F000300841

Place: Navi Mumbai  
Date: May 2, 2024

## Annexure - IX to Board's Report BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

### SECTION A : GENERAL DISCLOSURES

#### I. Details of Listed Entity

| Sr. No. | Indicator  | Responses   |
|---------|--|---|
| 1       | Corporate Identity Number (CIN) of the Listed Entity   | L24230MH1984PLC034771   |
| 2       | Name of the Listed Entity  | BLISS GVS PHARMA LIMITED  |
| 3       | Date of Incorporation  | 11-12-1984  |
| 4       | Registered office address  | 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400072, India                       |
| 5       | Corporate address  | 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400072, India                       |
| 6       | E-mail   | <a href="mailto:info@blissgvs.com">info@blissgvs.com</a>                                      |
| 7       | Telephone  | +91 (22) 4216 0000  |
| 8       | Website  | <a href="http://www.blissgvs.com">www.blissgvs.com</a>  |
| 9       | Financial year for which reporting is being done   | FY 2023-24  |
| 10      | Name of the Stock Exchange(s) where shares are listed  | The BSE Limited and The National Stock Exchange of India Limited                              |
| 11      | Paid-up Capital  | ₹ 1,046.91 Lakh   |
| 12      | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report   | Aditi Bhatt<br>+91 (22) 4216 0000<br><a href="mailto:info@blissgvs.com">info@blissgvs.com</a> |
| 13      | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). | Disclosures under this report are made on Standalone basis                                    |
| 14      | Whether the company has undertaken reasonable assurance of the BRSR Core   | No  |
| 15a     | Name of assurance provider   | Not Applicable  |
| 15b     | Type of assurance obtained   | Not Applicable  |

#### Products/services

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

| Sr. No. | Indicator   | Responses   | % of Turnover of the entity |
|---------|---|---|-----------------------------|
| 1       | Manufacturing, Marketing, Trading, Export of Pharmaceutical products and Product Development Services | Manufacturing, Marketing, Trading, Export of Pharmaceutical products and Product Development Services | 100%                        |

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

| Sr. No. | Product/Service | NIC Code | % of total Turnover contribute |
|---------|-----------------|----------|--------------------------------|
| 1       | Pharmaceutical  | 21002    | 100%                           |

18 Number of locations where plants and/or operations/offices of the entity are situated

| Location      | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National      | 4                | 4                 | 8     |
| International | 0                | 0                 | 0     |

19 Markets served by the entity:

| Location  | Number  |
|---|---|
| a. Number of locations  |   |
| National (No. of States)  | 29 States & 2 Union Territory                   |
| International (No. of Countries)  | 44  |
| b. What is the contribution of exports as a percentage of the total turnover of the entity? | 93.19%  |
| c. A brief on types of customers  | Major Customers are Pharmaceutical distributors |

20 Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

| S.No.            | Particulars                    | Total (A)  | Male       |               | Female     |               |
|------------------|--------------------------------|------------|------------|---------------|------------|---------------|
|                  |                                |            | No. (B)    | % (B/A)       | No. (C)    | % (C/A)       |
| <b>Employees</b> |                                |            |            |               |            |               |
| 1                | Permanent (D)                  | 831        | 664        | 79.90%        | 167        | 20.10%        |
| 2                | Other than Permanent (E)       | -          | -          | -             | -          | -             |
| 3                | <b>Total employees (D + E)</b> | <b>831</b> | <b>664</b> | <b>79.90%</b> | <b>167</b> | <b>20.10%</b> |
| <b>Workers</b>   |                                |            |            |               |            |               |
| 4                | Permanent (F)                  | -          | -          | -             | -          | -             |
| 5                | Other than Permanent (G)       | 300        | 140        | 46.67%        | 160        | 53.33%        |
| 6                | <b>Total workers (F + G)</b>   | <b>300</b> | <b>140</b> | <b>46.67%</b> | <b>160</b> | <b>53.33%</b> |

b. Differently-abled employees and workers

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

21 Participation/Inclusion/Representation of women

|                          | No. and percentage of Females |         |         |
|--------------------------|-------------------------------|---------|---------|
|                          | Total (A)                     | No. (B) | % (B/A) |
| Board of Directors       | 6                             | 3       | 50%     |
| Key Management Personnel | 5                             | 3       | 60%     |

22 Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

|                     | FY 2023-24 |        |       | FY 2022-23 |        |       | FY 2021-22 |        |       |
|---------------------|------------|--------|-------|------------|--------|-------|------------|--------|-------|
|                     | Male       | Female | Total | Male       | Female | Total | Male       | Female | Total |
| Permanent Employees | 29%        | 19%    | 26%   | 22%        | 22%    | 22%   | 24%        | 27%    | 25%   |
| Permanent Workers   | -          | -      | -     | -          | -      | -     | -          | -      | -     |

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

| Sr. No. | Name of the holding/ subsidiary/ associate companies/ joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No) |
|---------|--|--|-----------------------------------|---|
| 1       | Kremoint Pharma Pvt. Ltd.  | Subsidiary   | 70%                               | No  |
| 2       | Eipii Exports Pvt. Ltd.  | Subsidiary   | 49%                               | No  |
| 3       | Bliss GVS International Pte. Ltd.  | Subsidiary   | 100%                              | No  |
| 4       | Asterisk Lifesciences Ltd  | Subsidiary   | 100%                              | No  |
| 5       | Greenlife Bliss Healthcare Ltd.  | Subsidiary   | 51%                               | No  |
| 6       | Asterisk Lifesciences (GH) Ltd.  | Subsidiary   | 100%                              | No  |
| 7       | Asterisk Lifesciences DRC (Till Feb 19, 2024)                            | Subsidiary   | 100%                              | No  |

24 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/ No) Yes

(ii) Turnover (in ₹) ₹ 60,545.97 Lakh

(iii) Net worth (in ₹) ₹ 98,844.38 Lakh

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

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)   | FY 2023-24                                 |  |                           | FY 2022-23                                 |  |                           |
|---|---|--|--|---------------------------|--|--|---------------------------|
|   |   | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks                   | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks                   |
| Communities                                       | No  | 0  | 0  |                           | 0  | 0  |                           |
| Investors (other than shareholders)               | Yes. <a href="https://blissgvs.com/investors/investorgrievance/">https://blissgvs.com/investors/investorgrievance/</a>  | 0  | 0  |                           | 0  | 0  |                           |
| Shareholders                                      | Yes. <a href="https://blissgvs.com/investors/investorgrievance/">https://blissgvs.com/investors/investorgrievance/</a>  | 5  | 0  |                           | 9  | 0  |                           |
| Employees and workers                             | Yes. The Company has whistleblower policy and Vigil mechanism policy in place. Link : <a href="https://blissgvs.com/policies-and-codes1/">https://blissgvs.com/policies-and-codes1/</a> | 0  | 0  |                           | 0  | 0  |                           |
| Customers   | Yes. <a href="https://blissgvs.com/contact-us/">https://blissgvs.com/contact-us/</a>  | 29   | 1  | Product Market Complaints | 9  | 0  | Product Market Complaints |
| Value Chain Partners                              | No  | 0  | 0  |                           | 0  | 0  |                           |
| Other (please specify)                            | No  | 0  | 0  |                           | 0  | 0  |                           |



25 Overview of the entity's material responsible business conduct issues

| S.No. | Material issue identified                      | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity   | In case of risk, approach to adapt or mitigate   | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|-------|--|--|---|--|--|
| 1     | Product Quality and Safety, and Data integrity | Risk                                       | <p>The Company acknowledges that issues related to product quality and safety, as well as data integrity, have the potential to affect its ability to meet customer demand and generate value for its stakeholders.</p> <p>The Company recognizes that problems concerning the quality and safety of its products, along with data accuracy, could potentially hinder its capacity to satisfy customer needs and create value for its stakeholders.</p> | <p>A team of quality professionals is assigned to each manufacturing site, responsible for overseeing and facilitating the delivery of quality performance while ensuring continuous audit readiness.</p> <p>The Company leverages information technology to digitise and enhance the processes of quality assurance and quality control. It consistently adheres to a quality improvement and training programme that focuses on addressing historically known quality issues. Robust Corrective and Preventive Action (CAPA) procedures are implemented to investigate and address identified non-conformities. The Company also follows a stringent evaluation process for vendors and suppliers, assessing them against quality parameters and ensuring compliance with cGMP requirements mandated by industry regulatory standards.</p> <p>The Company uses technology to digitize and improve its quality assurance and control processes. It consistently follows a program for quality enhancement and training that targets previously identified quality issues.</p> | Negative   |
| 2     | EHS  | Risk                                       | Safety & Compliance issues Interruptions in the Company's manufacturing operations can lead to impacts on its reputation. Additionally, there could be potential risks to human life and property   | Adherence to statutory and regulatory compliances including E-waste management and EHS policy  | Negative   |
| 3     | Supply   | Risk                                       | Key raw materials are majorly single source dependency, and in case of stoppage of supply from vendor may impact operation/ procurement at higher prices  | <p>Procurement team identifies new vendors through various sources and has documented alternate approved vendors for few raw materials. The Company is in process to identify alternative vendor sources to mitigate risk of single source dependency.</p> <p>The procurement team finds new suppliers using a variety of methods and has a list of approved alternative suppliers for certain raw materials. The Company is currently working on finding more supplier options to reduce the risk associated with relying on a single source.</p>   | Negative   |

| S.No. | Material issue identified     | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity  | In case of risk, approach to adapt or mitigate  | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|-------|-------------------------------|--|--|---|--|
| 4     | IT Security & Data Protection | Risk                                       | <p>Network is vulnerable and prone to cyber attacks resulting into loss of data or compromise on confidential information</p> <p>The network is susceptible to cyber threats, which could lead to data loss or breaches of sensitive information.</p>  | The Company has a well-documented Standard Operating Procedure (SOP) in place, which includes a detailed plan for disaster recovery and business continuity. This plan specifies the procedures for data backup, archiving, and restoration. The IT department conducts yearly checks on general controls and routinely reviews SAP user access to ensure duties are properly divided. A firewall is in place for application control, and regular monitoring of email content is carried out to ensure that confidential information is not sent to email addresses outside the Bliss network. | Negative   |
| 5     | People                        | Risk                                       | The absence of a contingency plan for important roles could lead to delay in business decisions and interruptions in operations.   | Various programmes being run to address attrition and retention of key talents; focus on bringing work-life balance; increasing rewards and recognitions; succession planning of key positions with talent calibration is done.   | Negative   |
| 6     | Energy Efficient              | Opportunities                              | Focus on alternate energy sources, reducing emissions and optimising natural resources   | The Company have made investments in environmentally friendly, sustainable, and energy-saving technologies. This strategy lessens reliance on traditional energy sources and boosts the share of renewable and clean energy in their overall energy consumption. As a result, reduction in carbon emissions and decrease in energy expenses.  | Positive   |
| 7     | Corporate Governance          | Risk                                       | <p>Not adhering to legal and regulatory standards could negatively influence our business activities, future fundraising capabilities, and the overall value of the Company.</p> <p>Stakeholders may lose trust and confidence if the Company's management is ineffective or if there are breaches in business ethics.</p> | <p>The Company adheres to all regulatory and statutory compliances and preservation of investor interest by ensuring the most stringent governance protocols and address their concerns through our Investor Relation and Grievance Redressal Policy.</p> <p>The Company strictly follows all legal and regulatory requirements, prioritizing investor interests by implementing rigorous governance protocols. Any concerns are addressed through our Investor Relations and Grievance Redressal Policy.</p>   | Negative   |

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

| Disclosure Question  | P1   | P2   | P3  | P4  | P5                               | P6  | P7  | P8  | P9  |
|--|--|--|---|-----|----------------------------------|-----|-----|-----|-----|
|  | <b>Policy and management processes</b>   |  |   |     |                                  |     |     |     |     |
| a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/ No)   | Yes  | Yes  | Yes   | Yes | Yes                              | Yes | Yes | Yes | Yes |
| b. Has the policy been approved by the Board? (Yes/ No)  | Yes (Policies are approved by the Board, respective board committees, respective department heads, wherever applicable)  |  |   |     |                                  |     |     |     |     |
| c. Web Link of the Policies, if available  | The above mentioned policies are available on (1) website of the Company - <a href="http://www.blissgvs.com">www.blissgvs.com</a> and (2) Intranetportal of the Company - accessible to the employees of the Company except for P2, P3, P5, P6 and P9  |  |   |     |                                  |     |     |     |     |
| Whether the entity has translated the policy into procedures. (Yes/ No)  | Yes  | Yes  | Yes   | Yes | Yes                              | Yes | Yes | Yes | Yes |
| Do the enlisted policies extend to your value chain partners? (Yes/ No)  | Yes  | Yes  | Yes   | Yes | Yes                              | Yes | Yes | Yes | Yes |
| Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | SMETA Certified for Palghar west   | cGMP standards   | Occupational Health and Safety management system (ISO 14001,45001, IS14489) for plant | No  | SMETA Certified for Palghar west | No  | No  | No  | No  |
| Specific commitments, goals and targets set by the entity with defined timelines, if any.  | No   | The performance against specific commitments, goals and targets are provided in the respective capitals of the integrated annual report, wherever applicable | No  | No  | No                               | No  | No  | No  | No  |
| Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.   | No   | The performance against specific commitments, goals and targets are provided in the respective capitals of the integrated annual report, wherever applicable | No  | No  | No                               | No  | No  | No  | No  |
| <b>Governance, leadership and oversight</b>  |  |  |   |     |                                  |     |     |     |     |
| Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)                                       | Bliss GVS Pharma recognises the importance of responsible operations and the alignment of its business with sustainability goals. The Company demonstrates its commitment to environmental sustainability by actively addressing air, land, and water pollution, as well as optimising natural resource consumption. Moreover, the Company is dedicated to embracing the finest corporate governance practices, evident in its operations, with the aim of achieving business excellence and enhancing long-term shareholder value. The Company, through regular and extensive stakeholder engagement over the course of many years, has witnessed the evolution of its business operations. This evolution has allowed the Company to achieve a delicate balance between its business priorities and its responsibilities towards economic, environmental, and social sustainability. By actively building trust through productive relationships and fostering collaborative partnerships, the Company recognises the vital importance of both internal and external stakeholders in its business framework. |  |   |     |                                  |     |     |     |     |
| Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).   | Mr Gagan Harsh Sharma, MD (DIN: 07939421)  |  |   |     |                                  |     |     |     |     |
| Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details   | No   |  |   |     |                                  |     |     |     |     |

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

| Subject for Review   | Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee  |    |    |    |    |    |    |    |    | Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)   |    |    |    |    |    |    |    |    |
|--|--|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
|  | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action  | The policies of the Company are reviewed periodically/ on a need basis by department heads/ director/ board committees/ board members, wherever applicable |    |    |    |    |    |    |    |    | Any other - Continuous assessment is an inherent component of corporate functioning and remains a continual pursuit. |    |    |    |    |    |    |    |    |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Status of compliance with all applicable statutory requirements is reviewed by the Board on a quarterly basis.   |    |    |    |    |    |    |    |    | Quarterly basis  |    |    |    |    |    |    |    |    |

| Principles   | P1   | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|----|----|----|----|----|----|----|----|
| Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency. | The policies of the Company are subject to audit by the internal auditors of the Company. The adherence of the policy is also ensured by the various department heads/ director/board committees/ board members, wherever applicable |    |    |    |    |    |    |    |    |

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

| Questions  | P1             | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|----------------|----|----|----|----|----|----|----|----|
| The entity does not consider the Principles material to its business (Yes/ No)   | Not Applicable |    |    |    |    |    |    |    |    |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/ No) | Not Applicable |    |    |    |    |    |    |    |    |
| The entity does not have the financial or/human and technical resources available for the task (Yes/ No)                         | Not Applicable |    |    |    |    |    |    |    |    |
| It is planned to be done in the next financial year (Yes/ No)  | Not Applicable |    |    |    |    |    |    |    |    |
| Any other reason (please specify)  | Not Applicable |    |    |    |    |    |    |    |    |

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

**Essential Indicators**

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

| Segment                           | Total number of training and awareness programmes held | Topics/ principles covered under the training and its impact   | %age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|--|--|
| Board of Directors                | 4  | Familiarisation programmes are carried out by way of exhaustive presentations on the Financial, Operational and Business Performance, Business Strategies and policies, Foreign Exchange Exposure and Un-hedging Operation, Annual Budget and planned expenditure, Review of Internal Financial Control, Internal Audit and Risk Management Framework, amended laws affecting Bliss GVS Pharma Limited, and so on. | 100%   |
| Key Managerial Personnel          | 4  | The employees/ workers undergo various trainings/ awareness sessions such as induction training at the time of joining and leadership, policy, technical and compliance training during the course of employment.  | 100%   |
| Employees other than BoD and KMPs | 28   |  | 100%   |
| Workers                           | 0  |  | -  |

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

| Monetary        |                 |   |               |                   |   |
|-----------------|-----------------|---|---------------|-------------------|---|
|                 | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) | Brief of the Case | Has an appeal been preferred? (Yes/ No) |
| Penalty/ Fine   | 0               | 0   | 0             | 0                 | No                                      |
| Settlement      | 0               | 0   | 0             | 0                 | No                                      |
| Compounding fee | 0               | 0   | 0             | 0                 | No                                      |

| Non-Monetary |                 |   |                   |   |
|--------------|-----------------|---|-------------------|---|
|              | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/ No) |
| Imprisonment | 0               | 0   | 0                 | NA                                      |
| Punishment   | 0               | 0   | 0                 | NA                                      |

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

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

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

Yes, The Company maintains an anti-corruption and anti-bribery policy. The Company has robust internal controls to prevent unethical behavior among employees. The policy offers guidance on identifying and addressing bribery and corruption issues. Additionally, as part of our Code of Conduct training, employees receive instruction on Anti-Corruption and Anti-Bribery matters. The policy is accessible on the Company's Intranet portal.

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

|           | FY 2023-24 | FY 2022-23 |
|-----------|------------|------------|
| Directors | -          | -          |
| KMPs      | -          | -          |
| Employees | -          | -          |
| Workers   | -          | -          |

6 Details of complaints with regard to conflict of interest

|  | FY 2023-24 |        | FY 2022-23 |        |
|--|------------|--------|------------|--------|
|  | Number     | Remark | Number     | Remark |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | -          | -      | -          | -      |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | -          | -      | -          | -      |

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

Not Applicable

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

|                                     | FY 2023-24 | FY 2022-23 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 76         | 98         |

9 Open-ness of business

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

| Parameter                  | Metrics   | FY 2023-24 | FY 2022-23 |
|----------------------------|---|------------|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases                                | 0%         | 0%         |
|                            | b. Number of trading houses where purchases are made from                               | 0          | 0          |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses     | 0%         | 0%         |
| Concentration of Sales     | a. Sales to dealers/ distributors as % of total sales                                   | 93%        | 93%        |
|                            | b. Number of dealers/ distributors to whom sales are made                               | 46         | 44         |
|                            | c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors   | 86%        | 84%        |
| Share of RPTs in           | a. Purchases (Purchases with related parties/ Total Purchases)                          | 2%         | 2%         |
|                            | b. Sales (Sales to related parties/ Total Sales)  | 27%        | 22%        |
|                            | c. Loans & advances (Loans & advances given to related parties/ Total loans & advances) | 100%       | 100%       |
|                            | d. Investments (Investments in related parties/ Total Investments made)                 | 100%       | 100%       |

**Leadership Indicators**

1 Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

| Total number of awareness programmes held | Topics/ principles covered under the training | %age of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|---|---|--|
| 0   | 0   | 0  |

2 Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, The Company has implemented a 'Policy on Related Party Transactions' that addresses conflicts of interest. This policy applies to board members. Any transactions involving board members or entities in which they have an interest must receive approval from the Audit Committee and the Board of Directors. In such instances, the interested directors refrain from participating in related discussions during meetings. Refer website www.blissgvs.com for policy.

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

**Essential Indicators**

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

|       | FY 2023-24 | FY 2022-23 | Details of improvements in environmental and social impacts  |
|-------|------------|------------|--|
| R&D   | 0%         | 0%         | 75 KW off grid installtion to increase the infeed water to Boiler and sustain the feed water temp of Boiler to 80 degree. This decrease the LPG/LDO fuel. Thus limiting environmental pollution due to Boiler.<br><br>The automatic tube cleaning unit to Chiller units which leans the condesor tubes on line. This reduces the electrical consumption. |
| Capex | 0.01%      | 0.32%      |  |

2 a. Does the entity have procedures in place for sustainable sourcing? (Yes/ No)

Yes, The Company is dedicated to ensuring the quality, safety, and reliable supply of products for patients and consumers. Throughout the entire supply chain, from material sourcing to product manufacturing and marketing, the Company rigorously adhere to effective quality management practices. Key focus areas include engaging local suppliers, optimizing cost efficiencies, and minimizing environmental impacts such as air and noise pollution. Additionally, the Company actively work to reduce the consumption of natural resources like petrol and diesel.

The Company prioritises the safety of its patients and consumers. As a responsible organization, the Company has robust controls in place to identify, assess, and communicate both the benefits and risks associated with our products.

b. If yes, what percentage of inputs were sourced sustainably?

100% of critical inputs sourced is sourced sustainably from approved suppliers

3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

|                                    |   |
|------------------------------------|---|
| (a) Plastics (including packaging) | As a Pharmaceutical Company, Bliss GVS do not reclaim products for reuse, recycling, or disposal at the end of their life cycle. Instead, the Company strictly adhere to waste handling regulations set by the Central Pollution Control Board (CPCB) and other local laws. This practices ensure the safe recycling and disposal of end-of-life e-waste, hazardous waste, and other types of waste. These efforts align with the prescribed guidelines of the CPCB |
| (b) E-waste                        |   |
| (c) Hazardous waste                |   |
| (d) other waste.                   |   |

4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, The Company adheres to Extended Producer Responsibility (EPR) obligations outlined by the Central Pollution Control Board (CPCB) and Maharashtra Pollution Control Board (MPCB) norms. The Company manages waste across all categories in an environmentally sustainable manner, following Standard Operating Procedures. Waste management process involves segregation, and collaborate with government-approved vendors for recycling and appropriate incineration.

**Leadership Indicators**

1 Has the entity conducted Life Cycle Perspective/ Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

| NIC Code   | Name of Product/ Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective/ Assessment was conducted | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/ No) If yes, provide the web-link. |
|--|--------------------------|---------------------------------|---|--|---|
| No, The Company has not conducted LCA for any of its product |                          |                                 |   |  |   |

2 If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/ services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same

| Name of Product/ Service | Description of the risk/ concern | Action Taken |
|--------------------------|----------------------------------|--------------|
| Not Applicable           |                                  |              |

3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

| Indicate input material  | Recycled or re-used input material to total material |            |
|--|--|------------|
|  | FY 2023-24   | FY 2022-23 |
| Since Bliss GVS is engaged in Pharmaceutical sector, the Company do not recycle or reuse input material. |  |            |

4 Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

|                                | FY 2023-24   |          |                 | FY 2022-23 |          |                 |
|--------------------------------|--|----------|-----------------|------------|----------|-----------------|
|                                | Re-Used  | Recycled | Safely Disposed | Re-Used    | Recycled | Safely Disposed |
| Plastics (including packaging) | Since Bliss GVS is engaged in Pharmaceutical sector, the Company do not reclaim products for reusing, recycling and disposing them at the end of their life. For further information, refer BRSR question no 3 under essential indicators of Principle 2 |          |                 |            |          |                 |
| E-waste                        |  |          |                 |            |          |                 |
| Hazardous waste                |  |          |                 |            |          |                 |
| Other waste                    |  |          |                 |            |          |                 |

5 Reclaimed products and their packaging materials (as percentage of products sold) for each product category

| Indicate product category  | Reclaimed products and their packaging materials as % of total products sold in respective category |
|--|---|
| Since Bliss GVS is engaged in Pharmaceutical sector, the Company do not reclaim products for reusing, recycling and disposing them at the end of their life. |   |

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

**Essential Indicators**

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

| Category                              | % of employees covered by |                  |             |                    |             |                    |             |                    |         |                     |         |
|---------------------------------------|---------------------------|------------------|-------------|--------------------|-------------|--------------------|-------------|--------------------|---------|---------------------|---------|
|                                       | Total (A)                 | Health insurance |             | Accident insurance |             | Maternity benefits |             | Paternity Benefits |         | Day Care facilities |         |
|                                       |                           | Number (B)       | % (B/A)     | Number (C)         | % (C/A)     | Number (D)         | % (D/A)     | Number (E)         | % (E/A) | Number (F)          | % (F/A) |
| <b>Permanent employees</b>            |                           |                  |             |                    |             |                    |             |                    |         |                     |         |
| Male                                  | 664                       | 664              | 100%        | 664                | 100%        | -                  | -           | -                  | -       | -                   | -       |
| Female                                | 167                       | 167              | 100%        | 167                | 100%        | 167                | 100%        | -                  | -       | -                   | -       |
| <b>Total</b>                          | <b>831</b>                | <b>831</b>       | <b>100%</b> | <b>831</b>         | <b>100%</b> | <b>167</b>         | <b>100%</b> | -                  | -       | -                   | -       |
| <b>Other than Permanent employees</b> |                           |                  |             |                    |             |                    |             |                    |         |                     |         |
| Male                                  | -                         | -                | -           | -                  | -           | -                  | -           | -                  | -       | -                   | -       |
| Female                                | -                         | -                | -           | -                  | -           | -                  | -           | -                  | -       | -                   | -       |
| <b>Total</b>                          | -                         | -                | -           | -                  | -           | -                  | -           | -                  | -       | -                   | -       |

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

| Category                              | % of workers covered by |                  |             |                    |         |                    |             |                    |         |                     |         |
|---------------------------------------|-------------------------|------------------|-------------|--------------------|---------|--------------------|-------------|--------------------|---------|---------------------|---------|
|                                       | Total (A)               | Health insurance |             | Accident insurance |         | Maternity benefits |             | Paternity Benefits |         | Day Care facilities |         |
|                                       |                         | Number (B)       | % (B/A)     | Number (C)         | % (C/A) | Number (D)         | % (D/A)     | Number (E)         | % (E/A) | Number (F)          | % (F/A) |
| <b>Permanent employees</b>            |                         |                  |             |                    |         |                    |             |                    |         |                     |         |
| Male                                  | -                       | -                | -           | -                  | -       | -                  | -           | -                  | -       | -                   | -       |
| Female                                | -                       | -                | -           | -                  | -       | -                  | -           | -                  | -       | -                   | -       |
| <b>Total</b>                          | -                       | -                | -           | -                  | -       | -                  | -           | -                  | -       | -                   | -       |
| <b>Other than Permanent employees</b> |                         |                  |             |                    |         |                    |             |                    |         |                     |         |
| Male                                  | 140                     | 140              | 100%        | -                  | -       | -                  | -           | -                  | -       | -                   | -       |
| Female                                | 160                     | 160              | 100%        | -                  | -       | 160                | 100%        | -                  | -       | -                   | -       |
| <b>Total</b>                          | <b>300</b>              | <b>300</b>       | <b>100%</b> | -                  | -       | <b>160</b>         | <b>100%</b> | -                  | -       | -                   | -       |

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

|  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Cost incurred on wellbeing measures as a % of total revenue of the Company | 0.41%      | 0.39%      |

2 Details of retirement benefits, for Current FY and Previous Financial Year.

| Benefits                | FY 2023-24   |  |  | FY 2022-23   |  |  |
|-------------------------|--|--|--|--|--|--|
|                         | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                      | 100%   | 100%   | Y  | 100%   | 100%   | Y  |
| Gratuity                | 100%   | 100%   | Y  | 100%   | 100%   | Y  |
| ESI                     | 16%  | 100%   | Y  | 40%  | 100%   | Y  |
| Others – please specify | -  | -  | NA   | -  | -  | NA   |

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

Yes, the Company has proactively enhanced accessibility within its offices, demonstrating its commitment to ensuring that individuals with disabilities encounter no obstacles when accessing different areas and facilities. These efforts include installing ramps, lifts, and other necessary accommodations to facilitate convenient mobility for everyone. By implementing these measures, the Company aims to create an inclusive environment where individuals with disabilities can navigate the premises effortlessly, fostering equal opportunities and a sense of belonging for all.

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

Yes, the Company has implemented an equal opportunity policy in accordance with the Rights of Persons with Disabilities Act 2016. This policy is available on the Company's Intranet portal, which is accessible to all employees of the Company.

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

| Gender       | Permanent employees |                | Permanent workers   |                |
|--------------|---------------------|----------------|---------------------|----------------|
|              | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male         | -                   | -              | -                   | -              |
| Female       | 100                 | 100            | 100                 | 100            |
| <b>Total</b> | <b>100</b>          | <b>100</b>     | <b>100</b>          | <b>100</b>     |

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

| Gender                         | Yes/ No<br>(If Yes, then give details of the mechanism in brief)  |
|--------------------------------|---|
| Permanent Workers              | The Company maintains a Grievance Redressal Policy, designed to provide an accessible platform for the resolution of complaints. This policy ensures a swift settlement of grievances at the most immediate level of authority. At the organisational level, it aspires to foster a just and balanced mechanism, aiming to reduce dissatisfaction and discontent among the workforce. |
| Other than Permanent Worker    |   |
| Permanent Employees            |   |
| Other than Permanent Employees |   |

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

| Category                  | FY 2023-24   |  |         | FY 2022-23   |  |         |
|---------------------------|--|--|---------|--|--|---------|
|                           | Total employees/workers in respective category (A) | No. of employees/workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees/workers in respective category (C) | No. of employees/workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 831  | 0  | 0%      | 763  | 0  | 0%      |
| Male                      | 664  | 0  | 0%      | 616  | 0  | 0%      |
| Female                    | 167  | 0  | 0%      | 147  | 0  | 0%      |
| Total Permanent Workers   | -  | -  | -       | -  | -  | -       |
| Male                      | -  | -  | -       | -  | -  | -       |
| Female                    | -  | -  | -       | -  | -  | -       |

8 Details of training given to employees and workers:

|                  | FY 2023-24 |                               |            |                      |            | FY 2022-23 |                               |            |                      |            |
|------------------|------------|-------------------------------|------------|----------------------|------------|------------|-------------------------------|------------|----------------------|------------|
|                  | Total (A)  | On Health and safety measures |            | On Skill upgradation |            | Total (D)  | On Health and safety measures |            | On Skill upgradation |            |
|                  |            | No. (B)                       | % (B/A)    | No. (C)              | % (C/A)    |            | No. (E)                       | % (E/D)    | No. (F)              | % (F/D)    |
| <b>Employees</b> |            |                               |            |                      |            |            |                               |            |                      |            |
| Male             | 664        | 448                           | 67%        | 448                  | 67%        | 616        | 386                           | 63%        | 386                  | 63%        |
| Female           | 167        | 75                            | 45%        | 75                   | 45%        | 147        | 64                            | 44%        | 64                   | 44%        |
| <b>Total</b>     | <b>831</b> | <b>523</b>                    | <b>63%</b> | <b>523</b>           | <b>63%</b> | <b>763</b> | <b>450</b>                    | <b>59%</b> | <b>450</b>           | <b>59%</b> |
| <b>Worker</b>    |            |                               |            |                      |            |            |                               |            |                      |            |
| Male             | -          | -                             | -          | -                    | -          | -          | -                             | -          | -                    | -          |
| Female           | -          | -                             | -          | -                    | -          | -          | -                             | -          | -                    | -          |
| <b>Total</b>     | <b>-</b>   | <b>-</b>                      | <b>-</b>   | <b>-</b>             | <b>-</b>   | <b>-</b>   | <b>-</b>                      | <b>-</b>   | <b>-</b>             | <b>-</b>   |

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

| Category         | FY 2023-24 |            |             | FY 2022-23 |            |             |
|------------------|------------|------------|-------------|------------|------------|-------------|
|                  | Total (A)  | No. (B)    | % (B/A)     | Total (C)  | No. (D)    | % (D/C)     |
| <b>Employees</b> |            |            |             |            |            |             |
| Male             | 664        | 664        | 100%        | 616        | 616        | 100%        |
| Female           | 167        | 167        | 100%        | 147        | 147        | 100%        |
| <b>Total</b>     | <b>831</b> | <b>831</b> | <b>100%</b> | <b>763</b> | <b>763</b> | <b>100%</b> |
| <b>Workers</b>   |            |            |             |            |            |             |
| Male             | -          | -          | -           | -          | -          | -           |
| Female           | -          | -          | -           | -          | -          | -           |
| <b>Total</b>     | <b>-</b>   | <b>-</b>   | <b>-</b>    | <b>-</b>   | <b>-</b>   | <b>-</b>    |

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

Yes. The Company has put in place a comprehensive Occupational Health and Safety Management System to safeguard the well-being of all employees. This system includes various measures to create a secure work environment. Firstly, registered medical practitioners conduct annual health checkups for employees to monitor their overall well-being. Additionally, employees working in hazardous processes undergo biannual checkups to address specific occupational health concerns. The Company has also established a dedicated Occupational Health Centre, equipped to handle any health-related emergencies during working hours. To further support employees, a visiting consulting doctor provides additional medical guidance on a weekly basis. Additionally, quarterly safety committee meetings review and enhance safety measures, ensuring a continuous focus on maintaining a safe workplace for everyone.

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

The Company conducts regular HAZOP studies and ISO 14489 audits every two years. When introducing new products, hazard identification is carried out through Quality Risk Management (QRM). Additionally, the Company performs periodic preventive maintenance to eliminate potential hazards in machine operations. Self-inspections and spot checks are conducted by the Quality team in collaboration with the Administrative team to proactively identify any potential hazards before they arise

Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has established and maintains an on-site emergency plan to efficiently address potential emergencies or critical situations that may arise within its premises. As part of this plan, the Company identifies and evaluates potential risks and hazards that could lead to emergencies. This involves conducting thorough risk assessments and analyzing the specific vulnerabilities of the facility, equipment, and processes involved.

Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company provides medical insurance benefits to its employees and their direct families, offering valuable assistance in times of healthcare needs.

11 Details of safety related incidents, in the following format:

| Safety Incident/Number  | Category  | FY 2023-24 | FY 2022-23 |
|---|-----------|------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | -          | -          |
|   | Workers   | -          | -          |
| Total recordable work-related injuries  | Employees | -          | -          |
|   | Workers   | -          | -          |
| No. of fatalities   | Employees | -          | -          |
|   | Workers   | -          | -          |
| High consequence work-related injury or ill-health (excluding fatalities)     | Employees | -          | -          |
|   | Workers   | -          | -          |

\*Including the contract workforce

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company places significant emphasis on safety, compliance, and risk management across its operations. It has implemented various measures to ensure these priorities are met. Notably, Plot 11 is ISO 14001 and 45001 compliant, reflecting the Company's strong commitment to effective environmental management and occupational health and safety. Additionally, Plot 10 and 12 undergo regular IS14489 audits every two years to maintain rigorous safety standards.

To proactively address potential hazards, the Company conducts comprehensive risk assessments, including HAZOP studies, for all units. This approach allows efficient identification and mitigation of risks, creating a safer work environment. Safety awareness is promoted through initiatives like Safety Week, Fire Safety Week, and Environment Day, providing valuable education for employees. Regular safety committee meetings discuss concerns and identify areas for improvement, fostering a healthy workplace atmosphere.

For product quality and safety, the Company diligently follows Quality Risk Management (QRM) processes for each new product. Personal Protective Equipment (PPE) is readily available to employees, prioritizing their well-being and ensuring a secure working environment. These comprehensive safety measures demonstrate the Company's unwavering commitment to maintaining a safe, compliant, and healthy workplace for all employees.

13 Number of Complaints on the following made by employees and workers:

|                    | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                    | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0                     | 0                                     | -       | 0                     | 0                                     | -       |
| Health & Safety    | 0                     | 0                                     | -       | 0                     | 0                                     | -       |

14 Assessments for the year:

|                             | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Health and safety practices | 100%  |
| Working Conditions          | 100%  |

15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

In current year, there were no safety related incident reported.

Leadership Indicators

1 Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)

Yes, it extend to employees and there are no permanent workers in the Company

**2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company ensures that it deducts and deposits the necessary statutory dues in accordance with applicable regulations when transacting with its value chain partners. Additionally, the Company collects certificates and proofs from contractors regarding payment of statutory dues (such as PF and ESIC) for contractual employees and workers. Ethical behavior and integrity are expected from all value chain partners in their business transactions, upholding standards of fair practices.

**3 Provide the number of employees/ workers having suffered high consequence work-related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment**

|           | Total no. of affected employees/ worker |            | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment |            |
|-----------|---|------------|---|------------|
|           | FY 2023-24                              | FY 2022-23 | FY 2023-24  | FY 2022-23 |
| Employees | -                                       | -          | -   | -          |
| Workers   | -                                       | -          | -   | -          |

**4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

No

**5 Details on assessment of value chain partners:**

|                             | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Health and safety practices | 100%  |
| Working Conditions          | 80%   |

**Note:** For key Raw material/Packing material

**6 Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from assessments of health and safety practices and working conditions of value chain partners**

There were no significant risks/ concerns arising from the assessments of health and safety practices and working conditions of value chain partners

**PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

**1 Describe the processes for identifying key stakeholder groups of the entity**

The Company recognizes that stakeholders significantly influence its strategies, decisions, and overall performance. By prioritizing stakeholder needs, expectations, and concerns. The Company effectively manages relationships and strives for mutually beneficial outcomes. The stakeholder identification process involves assessing interests across various groups, including distributors, employees, shareholders, suppliers, local communities, and regulatory bodies. The Company evaluates their impact on operations and involvement in governance matters. Effective communication channels are established, allowing proactive addressing of concerns, risk mitigation, and collaboration for shared value creation.

**2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

| Stakeholder Group        | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement   |
|--------------------------|---|---|---|---|
| Distributors/ Customers  | No  | In-market visits/Meetings/ Email  | Periodic  | To enhance access to medicines in various geographies, To develop a strong partnership for uninterrupted supply of vital medicines, To achieve higher market share through better coverage and penetration into new markets, To create awareness about new portfolio and initiatives, To address any query/feedback by channel partners |
| Suppliers                | No  | Supplier visits/Supplier audits/Supplier engagement on compliance and QMS   | Periodic  | To ensure business continuity and opportunities without any quality related challenges, To identify and close gaps at supplier facilities related to cGMP practices and to seek their confirmation on compliance with the Company's Suppliers Code of Conduct   |
| Government & Regulators  | No  | Written communication/ Facility visits/Engagement with Industry Associations/ Subcommittees                                   | Event based/ Periodic   | To Ensure timely compliances with Government and regulatory requirements and prompt reply to any communication to the agencies  |
| Shareholders & Investors | No  | General Meeting/Grievance mechanism/Financial results/ Stock exchange and other communications/Annual report                  | Annual/Event based/Quarterly  | Understanding the expectations of the shareholders/ investors and seeking their feedback and presenting it to the Company's management and Board. Communicating the business and financial performance and overall strategy of the Company  |
| Employees                | No  | Appraisal, awards and recognition/Grievance mechanism/One-to-one manager connects   | Quarterly/Annual /Permanent/ Event based  | Performance and career development reviews, For building a safe, diverse and inclusive working environment, To communicate the performance and strategy of the Company, To seek their feedback on the work culture  |

**Leadership Indicators**

**1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company's business and functional leaders actively engage with stakeholders on Environmental, Social, and Governance (ESG) matters. Valuable feedback from these interactions is shared with the Board when relevant. This practice ensures that stakeholder perspectives and concerns are considered in decision-making and governance processes.

2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/ No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

The Company actively engages with stakeholders to identify material issues. Through meaningful dialogue, it gains a comprehensive understanding of stakeholder concerns, priorities, and expectations. Regular customer audits provide valuable feedback directly from customers. These audits assess alignment with customer expectations and industry standards, identifying areas for improvement. This approach ensures relevance to emerging trends, customer preferences, and industry best practices, while fostering strong stakeholder relationships.

3 Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

Not Applicable

**PRINCIPLE 5** Businesses should respect and promote human rights

**Essential Indicators**

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

|                        | FY 2023-24 |                                      |            | FY 2022-23 |                                      |            |
|------------------------|------------|--------------------------------------|------------|------------|--------------------------------------|------------|
|                        | Total (A)  | No. of employees/workers covered (B) | % (B/A)    | Total (C)  | No. of employees/workers covered (D) | % (D/C)    |
| <b>Employees</b>       |            |                                      |            |            |                                      |            |
| Permanent              | 831        | 523                                  | 63%        | 763        | 450                                  | 59%        |
| Other than permanent   | -          | -                                    | 0%         | -          | -                                    | 0%         |
| <b>Total Employees</b> | <b>831</b> | <b>523</b>                           | <b>63%</b> | <b>763</b> | <b>450</b>                           | <b>59%</b> |
| <b>Workers</b>         |            |                                      |            |            |                                      |            |
| Permanent              | -          | -                                    | -          | -          | -                                    | -          |
| Other than permanent   | 300        | -                                    | -          | 318        | -                                    | -          |
| <b>Total Workers</b>   | <b>300</b> | <b>-</b>                             | <b>-</b>   | <b>318</b> | <b>-</b>                             | <b>-</b>   |

2 Details of minimum wages paid to employees and workers, in the following format

| Category             | FY 2023-24 |                       |         |                        |         | FY 2022-23 |                       |         |                        |         |
|----------------------|------------|-----------------------|---------|------------------------|---------|------------|-----------------------|---------|------------------------|---------|
|                      | Total (A)  | Equal to Minimum Wage |         | More than Minimum Wage |         | Total (D)  | Equal to Minimum Wage |         | More than Minimum Wage |         |
|                      |            | No. (B)               | % (B/A) | No. (C)                | % (C/A) |            | No. (E)               | % (E/D) | No. (F)                | % (F/D) |
| <b>Employees</b>     |            |                       |         |                        |         |            |                       |         |                        |         |
| Permanent            | 831        | 143                   | 17%     | 688                    | 83%     | 763        | 329                   | 43%     | 434                    | 57%     |
| Male                 | 664        | 120                   | 18%     | 544                    | 82%     | 616        | 273                   | 44%     | 343                    | 56%     |
| Female               | 167        | 23                    | 14%     | 144                    | 86%     | 147        | 56                    | 38%     | 91                     | 62%     |
| Other than Permanent | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| Male                 | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| Female               | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| <b>Worker</b>        |            |                       |         |                        |         |            |                       |         |                        |         |
| Permanent            | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| Male                 | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| Female               | -          | -                     | -       | -                      | -       | -          | -                     | -       | -                      | -       |
| Other than Permanent | 300        | 300                   | 100%    | -                      | -       | 318        | 318                   | 100%    | -                      | -       |
| Male                 | 140        | 140                   | 100%    | -                      | -       | 134        | 134                   | 100%    | -                      | -       |
| Female               | 160        | 160                   | 100%    | -                      | -       | 184        | 184                   | 100%    | -                      | -       |

3 Details of remuneration/salary/wages, in the following format:

|                                  | Male   |   | Female |  |
|----------------------------------|--------|---|--------|--|
|                                  | Number | Median remuneration/salary/ wages of respective category (in Lakhs) | Number | Median remuneration/ salary/ wages of respective category (in Lakhs) |
| Board of Directors (BoD)         | 1      | 216.0   | 2      | 76.2   |
| Key Managerial Personnel         | 1      | 64.8  | 1      | 18.0   |
| Employees other than BoD and KMP | 662    | 4.8   | 164    | 4.8  |
| Workers                          | -      | -   | -      | -  |

a. Gross wages paid to females as % of total wages paid by the entity, in the following format:

|   | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Gross wages paid to females as % of total wages | 19%        | 18%        |

4 Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/ No)

Yes, the Company has dedicated HR team at various location to address the human rights issues.

5 Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a robust Grievance Redressal Policy that outlines a clear process for handling employee grievances. Key aspects of this policy include:

- > Committee Convening: The Grievance Redressal Committee meets regularly to thoroughly discuss all received grievances.
- > HR Involvement: The HR business partner or representative assigned to specific locations serves as a committee member or secretary, providing necessary support.
- > Employee Participation: During grievance examination, the Committee may request the presence of the aggrieved employee and any relevant records or documents.
- > Timely Communication: The Committee's unanimous decision is promptly communicated to the concerned employee within three days after the meeting.

This structured approach ensures effective and timely resolution of employee grievances.

6 Number of Complaints on the following made by employees and workers:

|                                   | FY 2023-24            |                                       |         | FY 2022-23            |                                       |         |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
|                                   | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment                 | -                     | -                                     |         | -                     | -                                     |         |
| Discrimination at workplace       | -                     | -                                     |         | -                     | -                                     |         |
| Child Labour                      | -                     | -                                     |         | -                     | -                                     |         |
| Forced Labour/ Involuntary Labour | -                     | -                                     |         | -                     | -                                     |         |
| Wages                             | -                     | -                                     |         | -                     | -                                     |         |
| Other human rights related issues | -                     | -                                     |         | -                     | -                                     |         |



**7 Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

|   | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | -          | -          |
| Complaints on POSH as a % of female employees/ workers  | -          | -          |
| Complaints on POSH upheld   | -          | -          |

**8 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company has proactively created an Internal Complaints (IC) Committee in strict compliance with the Prevention of Sexual Harassment (POSH) Policy. This Committee serves as a confidential platform for employees to report instances of sexual harassment, ensuring a supportive framework. The IC Committee diligently investigates complaints, takes appropriate actions, and upholds principles of justice and equality.

Additionally, recognizing the importance of addressing all employee concerns, the Company has established a Grievance Redressal Committee. This Committee handles various grievances raised by employees, including work-related issues, conflicts, and disputes. By providing a structured mechanism for expressing concerns, the Grievance Redressal Committee fosters a harmonious and inclusive workplace

**9 Do human rights requirements form part of your business agreements and contracts? (Yes/ No)**

Yes

**10 Assessments for the year:**

|                             | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child labour                | 100%  |
| Forced/involuntary labour   | 100%  |
| Sexual harassment           | 100%  |
| Discrimination at workplace | 100%  |
| Wages                       | 100%  |
| Others – please specify     | -   |

**11 Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above**

Not Applicable

**Leadership Indicators**

**1 Details of a business process being modified/ introduced as a result of addressing human rights grievances/ complaints.**

No process has been modified as a result of addressing human rights grievances or complaints.

**2 Details of the scope and coverage of any Human rights due-diligence conducted.**

The Company has conducted SMETA audit at its manufacturing plant, in alignment with its specific business needs.

**3 Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

The Company prioritizes accessibility standards across its locations, demonstrating its commitment to inclusivity. By adhering to these standards, the Company fosters an environment where individuals of all abilities can access and navigate its facilities seamlessly, without encountering any barriers or limitations.

**4 Details on assessment of value chain partners:**

|                             | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Child labour                | 80%   |
| Forced/involuntary labour   | 80%   |
| Sexual harassment           | 80%   |
| Discrimination at workplace | 80%   |
| Wages                       | 80%   |
| Others – please specify     | -   |

**5 Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.**

Not Applicable

**PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1 Details of total energy consumption in Megajoule (MJ) and energy intensity, in the following format:**

| Parameter  | FY 2023-24      | FY 2022-23      |
|--|-----------------|-----------------|
| <b>From renewable sources</b>  |                 |                 |
| Total electricity consumption (A)  | 18393382        | 18859918        |
| Total fuel consumption (B)   | 87472           | -               |
| Energy consumption through other sources (C)   | -               | -               |
| Total energy consumption from renewable sources (A+B+C)  | 18480854        | 18859918        |
| <b>From non-renewable sources</b>  |                 |                 |
| Total electricity consumption (D)  | 27737332        | 10636783        |
| Total fuel consumption (E)   | 4812485         | 1915010         |
| Energy consumption through other sources (F)   | 1132542         | 853303          |
| <b>Total energy consumed from non-renewable sources (D+E+F)</b>  | <b>33682359</b> | <b>13405096</b> |
| <b>Total energy consumed (A+B+C+D+E+F)</b>   | <b>52163213</b> | <b>32265014</b> |
| Energy intensity per rupee of turnover (Total energy consumed/ Revenue from operations)  | 0.0086          | 0.0054          |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)<br>(Total energy consumed/ Revenue from operations adjusted for PPP) | 0.1971          | 0.1233          |
| Energy intensity in terms of physical output   | 0.0366          | 0.0336          |
| Energy intensity (optional) – the relevant metric may be selected by the entity  | -               | -               |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

**2 Does the entity have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

The Company doesn't fall under PAT scheme.

3 Provide details of the following disclosures related to water, in the following format

| Parameter   | FY 2023-24   | FY 2022-23   |
|---|--------------|--------------|
| <b>Water withdrawal by source (In Kiloliters)</b>                                     |              |              |
| (i) Surface water   | -            | -            |
| (ii) Groundwater  | 20470        | 49861        |
| (iii) Third party water   | 22350        | -            |
| (iv) Seawater/ desalinated water  | -            | -            |
| (v) Others  | -            | -            |
| <b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>       | <b>42820</b> | <b>49861</b> |
| Total volume of water consumption (in kilolitres)                                     | 42820        | 29561        |
| Water intensity per rupee of turnover (Total water consumed/ Revenue from operations) | 0.0000071    | 0.0000049    |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)      | 0.00016      | 0.00011      |
| (Total water consumption/ Revenue from operations adjusted for PPP)                   |              |              |
| Water intensity in terms of physical output   | 0.00003      | 0.00003      |
| Water intensity (optional) – the relevant metric may be selected by the entity        |              |              |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency

No

4 Provide the following details related to water discharged:

| Parameter  | FY 2023-24 | FY 2022-23   |
|--|------------|--------------|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b> |            |              |
| (i) To Surface water   | -          | -            |
| No treatment   | -          | -            |
| With treatment – please specify level of treatment                           | -          | -            |
| (ii) To Groundwater  | -          | 20300        |
| No treatment   | -          | 20300        |
| With treatment – please specify level of treatment - ETP Plant/ZLD Plant     | -          | -            |
| (iii) To Seawater  | -          | -            |
| No treatment   | -          | -            |
| With treatment – please specify level of treatment                           | -          | -            |
| (iv) Sent to third-parties   | -          | -            |
| No treatment   | -          | -            |
| With treatment – please specify level of treatment                           | -          | -            |
| (v) Others   | -          | -            |
| No treatment   | -          | -            |
| With treatment – please specify level of treatment - ETP Plant               | -          | -            |
| <b>Total water discharged (in kilolitres)</b>                                | <b>-</b>   | <b>20300</b> |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company operates an Effluent Treatment Plant (ETP) with a comprehensive three-stage system: primary, secondary, and tertiary treatment. This advanced facility effectively purifies the wastewater generated by the Company's operations. To enhance the treatment process, ozone is used as an additional method to remove organic compounds and contaminants.

Following ozone treatment, a sophisticated two-stage Reverse Osmosis (RO) process is employed. This process uses a semi-permeable membrane to remove dissolved salts, heavy metals, and other impurities from the treated water. The RO process is crucial for achieving high water purity and ensuring compliance with stringent quality standards. Additionally, the Company has a Multiple Effect Evaporator (MEE) plant.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format

| Parameter                           | Please specify unit | FY 2023-24 | FY 2022-23 |
|-------------------------------------|---------------------|------------|------------|
| NOx                                 | ug/m3               | 59.74      | 24.50      |
| SOx                                 | ug/m3               | 29.74      | 56.14      |
| Particulate matter (PM)             | mg/Nm3              | 205.52     | 132.88     |
| Persistent organic pollutants (POP) |                     | -          | -          |
| Volatile organic compounds (VOC)    | ppm                 | 0.50       | 0.30       |
| Hazardous air pollutants (HAP)      |                     | -          | -          |
| Others – please specify             |                     | -          | -          |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

No

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter   | Please specify unit                  | FY 2023-24 | FY 2022-23 |
|---|--------------------------------------|------------|------------|
| Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)  | Metric tonnes of CO2 equivalent      | 474.07     | 2434.34    |
| Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)  | Metric tonnes of CO2 equivalent      | 7214.77    | -          |
| Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations)  | Metric tonnes of CO2 equivalent/ Rs. | 0.0000013  | 0.0000004  |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/ Revenue from oper | Metric tonnes of CO2 equivalent/ Rs. | 0.000029   | 0.000001   |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output  |                                      | 0.000005   | 0.000002   |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity   |                                      |            |            |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

No

8 Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details

Yes, the Company has made strategic changes to its energy sources. By transitioning to an LDO (Light Diesel Oil) fired boiler, it has optimized energy efficiency and reduced reliance on fossil fuels. Additionally, a heat pump recovery chiller system now heats water up to 50 degrees Celsius for HVAC purposes, reducing dependence on the boiler. As a result, the Company has significantly reduced fossil fuel consumption, leading to a noteworthy decrease in greenhouse gas emissions. Furthermore, the Company has invested in a Solar Project to reduce reliance on traditional electricity sources, with further to expand its solar energy capabilities.

9 Provide details related to waste management by the entity, in the following format:

| Parameter   | FY 2023-24    | FY 2022-23    |
|---|---------------|---------------|
| <b>Total Waste generated (in metric tonnes)</b>   |               |               |
| Plastic waste (A)   | 30.37         | 31.88         |
| E-waste (B)   | 0.06          | 0.01          |
| Bio-medical waste (C)   | -             | -             |
| Construction and demolition waste (D)   | 49.00         | 60.00         |
| Battery waste (E)   | -             | -             |
| Radioactive waste (F)   | -             | -             |
| Other Hazardous waste. Please specify, if any. (G)  | 95.41         | 15.16         |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 277.90        | -             |
| <b>Total (A+B + C + D + E + F + G + H)</b>  | <b>452.74</b> | <b>107.05</b> |

| Parameter  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations)   | 0.00000007 | 0.00000002 |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/ Revenue from operations adjusted for PPP) | 0.0000017  | 0.0000004  |
| Waste intensity in terms of physical output  | 0.0000003  | 0.0000001  |
| Waste intensity (optional) – the relevant metric may be selected by the entity   |            |            |

| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) |               |               |
|---|---------------|---------------|
| <b>Category of waste</b>  |               |               |
| (i) Recycled  | -             | -             |
| (ii) Re-used  | -             | -             |
| (iii) Other recovery operations   | -             | -             |
| <b>Total</b>  | -             | -             |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)                              |               |               |
| <b>Category of waste</b>  |               |               |
| (i) Incineration  | 28.77         | 15.17         |
| (ii) Landfilling  | 48.00         | 60.00         |
| (iii) Other disposal operations   | 375.97        | 31.88         |
| <b>Total</b>  | <b>452.74</b> | <b>107.05</b> |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company strictly follows the guidelines set by the Maharashtra Pollution Control Board (MPCB) for segregating hazardous waste. To ensure proper handling and management of such waste, the Company has developed an internal Standard Operating Procedure (SOP). This proactive approach allows the Company to effectively address environmental concerns and meet regulatory requirements related to hazardous waste management.

11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details in the following format

| S.No | Location of operations/offices | Type of operations | Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any |
|------|--------------------------------|--------------------|---|
|      |                                |                    | Not Applicable  |

12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/ No) | Relevant Web link |
|-----------------------------------|----------------------|------|--|---|-------------------|
|-----------------------------------|----------------------|------|--|---|-------------------|

During the year under review, the Company hasn't undertaken environmental impact assessment.

13 Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

| S.No | Specify the law/ regulation/ guidelines which was not complied with | Provide details of the non-compliance | Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|------|---|---------------------------------------|---|---------------------------------|
|------|---|---------------------------------------|---|---------------------------------|

Yes, The Company is compliant with the applicable environmental law/ regulations/ guidelines.

Leadership Indicators

Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/ plant located in areas of water stress, provide the following information operations

|  |  |
|--|--|
| (i) Name of the area   | Palghar                                  |
| (ii) Nature of Operations  | Manufacturing of Pharmaceutical products |
| (iii) Water withdrawal, consumption and discharge in the following format: |  |

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): For each facility/ plant located in areas of water stress, provide the following information: (i) Name of the area (ii) Nature of operations (iii) Water withdrawal, consumption and discharge in the following format

| Parameter   | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| (i) Surface water   | -          | -          |
| (ii) Groundwater  | -          | -          |
| (iii) Third party water   | -          | -          |
| (iv) Seawater/ desalinated water  | -          | -          |
| (v) Others  | -          | -          |
| <b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b> | -          | -          |
| <b>Total volume of water consumption (in kilolitres)</b>                        | -          | -          |
| Water intensity per rupee of turnover (Water consumed/ turnover)                | -          | -          |
| Water intensity (optional) – the relevant metric may be selected by the entity  | -          | -          |
| Water discharge by destination and level of treatment (in kilolitres)           |            |            |
| (i) To Surface water  | -          | -          |
| No treatment  | -          | -          |
| With treatment – please specify level of treatment                              | -          | -          |
| (ii) To Groundwater   | -          | -          |
| No treatment  | -          | -          |
| With treatment – please specify level of treatment                              | -          | -          |
| (iii) To Seawater   | -          | -          |
| No treatment  | -          | -          |
| With treatment – please specify level of treatment                              | -          | -          |
| (iv) Sent to third-parties  | -          | -          |
| No treatment  | -          | -          |
| With treatment – please specify level of treatment                              | -          | -          |
| (v) Others  | -          | -          |

| Parameter  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| No treatment   | -          | -          |
| With treatment – please specify level of treatment water recycled in Cooling tower | -          | -          |
| <b>Total water discharged (in kilolitres)</b>                                      | -          | -          |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency

No

**2 Please provide details of total Scope 3 emissions & its intensity, in the following format**

| Parameter  | Unit                            | FY 2023-24 | FY 2022-23 |
|--|---------------------------------|------------|------------|
| Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | -          | -          |
| Total Scope 3 emissions per rupee of turnover  |                                 |            |            |
| Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity      |                                 |            |            |

**3 With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Environmental impact assessment is carried-out for each an every activity in the plant.

**4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

| S.No | Initiative undertaken         | Details of the initiative (Web-link, if any, may be provided along-with summary)   | Outcome of the initiative  |
|------|-------------------------------|--|--|
| 1    | Solar Project                 | 4.5 MW solar power plant was successfully commissioned in March 2022 in Ahmednagar district of Maharashtra. Out of 1 MW is used in Palghar west plant and 3.5 MW is used in Palghar east plant | 60% - 70% of out total power consumption is from solar energy, due which we reduced the carbon emmission   |
| 2    | ETP Plant                     | The ETP plant consists of primary, secondary and tertiary treatment with additional provision of ozonision   | All parameters as per MPCB norms.  |
| 3    | ZLD plant                     | Consist of 2 stage RO & 2 stage MEE  | Zero effluent is sent to CETP  |
| 4    | Paper waste reduction         | Implementation of SAP system for document management   | Distribution of control and printing copy has been reduced.  |
| 5    | Reuse of reject RO water      | Reject RO is installed to reduce load on ETP in one of manufacturing plant   | 3.5 m3/hr water is recycled as good water from reject water and reuse as raw water for pre-treatment system  |
| 6    | Off grid 75kw ac solar panels | To increase the temperature of Infeed water to Boiler, Heater was installed in feed water tank of boiler. The heater was supplied electrical power via 75 kw solar panel and off grid inverter | The LDO/LPG fuel consumption decreased as the infeed water was already heated to 80 degree. Increased the efficiency of Boiler and reduced the emissions |

| S.No | Initiative undertaken   | Details of the initiative (Web-link, if any, may be provided along-with summary)  | Outcome of the initiative   |
|------|---|---|---|
| 7    | Auto tube cleaning system for Chillers  | 2 Chillers of 350 tons have a common auto cleaning for condenser that reduces the electrical load of chiller. Thus it has reduced the electrical units  | The electrical units consumed by chiller reduced as efficient in line cleaning of Chiller condensor |
| 8    | Hour meter in water system to monitor the running hours of Ultra filtration and RO system | Creation of awarness of water consumed in factory. The hour meter provides the data how many hours per day the Ultra filtration system and RO membrane are working. This indicates the water consumed | The running hours of Ultra filtration and RO system provide trigger for water conservation awarness |

**5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link**

Yes, the Company has established an on-site emergency plan that covers both internal factors that could trigger emergencies and external events like natural disasters or riots. This plan includes well-defined roles and responsibilities for all stakeholders. In addition to managing emergency situations, the plan outlines a clear strategy for restoring normal operations once the emergency has been resolved.

**6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

The Company has not identified any significant adverse environmental impacts within its value chain. As part of its adaptive approach, the Company assesses critical vendors based on ESG (Environmental, Social, and Governance) criteria when required. Furthermore, the Company exclusively collaborates with vendors who adhere to ESG standards for the supply of essential materials.

**7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

20%

**PRINCIPLE 7 Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

- 1 a. Number of affiliations with trade and industry chambers/ associations.  
5
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| S.No | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|------|---|---|
| 1    | Bombay Chamber of Commerce                            | State   |
| 2    | Pharmaceutical Export Promotion Council               | National  |
| 3    | APEDA   | National  |
| 4    | EOU Federation  | National  |
| 5    | Federation of Indian Export Organisations             | National  |

**2 Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities**

| Name of authority | Brief of the case | Corrective action taken |
|-------------------|-------------------|-------------------------|
|                   |                   | Not Applicable          |

**Leadership Indicators**

1 Details of public policy positions advocated by the entity:

| S.No           | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/ No) | Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify) | Web Link, if available |
|----------------|-------------------------|-----------------------------------|---|--|------------------------|
| Not Applicable |                         |                                   |   |  |                        |

**PRINCIPLE 8** Businesses should promote inclusive growth and equitable development

**Essential Indicators**

1 Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

| Name and brief details of project | SIA Notification No | Date of notification | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/ No) | Relevant Web link |
|-----------------------------------|---------------------|----------------------|--|---|-------------------|
| Not Applicable                    |                     |                      |  |   |                   |

2 Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

| S.no           | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|----------------|--|-------|----------|---|--------------------------|---|
| Not Applicable |  |       |          |   |                          |   |

3 Describe the mechanisms to receive and redress grievances of the community.  
 Currently, the Company does not possess distinct mechanisms to address and resolve the community's grievances. However, it is committed to fostering an environment that values open communication and problem resolution. Moreover, it adheres to cultivating an atmosphere of transparency and accountability, thereby enabling community members to express any grievances they may have.

4 Percentage of input material (inputs to total inputs by value) sourced from suppliers

| Parameter  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Directly sourced from MSMEs/ small producers                         | 20%        | 10%        |
| Sourced directly from within the district and neighbouring districts | 42%        | 34%        |

5 Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost

| Location     | FY 2023-24 | FY 2022-23 |
|--------------|------------|------------|
| Rural        | 0.03%      | 0.12%      |
| Semi-urban   | 0.00%      | 0.00%      |
| Urban        | 6.69%      | 8.00%      |
| Metropolitan | 0.12%      | 0.06%      |

(Place to be categorized as per RBI Classification System - rural/ semi-urban/ urban/ metropolitan)

**Leadership Indicators**

1 Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Applicable                               |                         |

2 Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies

| S. No          | State | Aspirational District | Amount spent (INR in Lakh) |
|----------------|-------|-----------------------|----------------------------|
| Not Applicable |       |                       |                            |

3 (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/ No)

No

(b) From which marginalized/vulnerable groups do you procure?

The Company is impartial in its selection and procurement processes of its suppliers which is driven by the Company's requirement, supplier code of conduct and supply chain management. The Company does not consider the criteria for marginalised/ vulnerable group during selection of its suppliers.

(c) What percentage of total procurement (by value) does it constitute?

During the year, the Company sourced 20% of the total inputs material from MSME suppliers.

4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

| S.no           | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/ No) | Benefit shared (Yes/ No) | Basis of calculating benefit share |
|----------------|--|---------------------------|--------------------------|------------------------------------|
| Not Applicable |  |                           |                          |                                    |

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved

| Name of authority | Brief of the Case | Corrective action taken |
|-------------------|-------------------|-------------------------|
| Not Applicable    |                   |                         |

6 Details of beneficiaries of CSR Projects:

| S.no | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized group |
|------|-------------|---|---|
|------|-------------|---|---|

The Company contributes towards Krishnalok foundation for the eradication of hunger and malnutrition, Maharogi Sewa Samiti Warora for the distribution of medicines to tribal patients in the Gadchiroli district, towards education of children in the remote, rural parts of India suffering from underdevelopment, PM's Doctoral Fellowship Research project.

**PRINCIPLE 9** Businesses should engage with and provide value to their consumers in a responsible manner

**Essential Indicators**

**1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

The Company has robust mechanisms in place to address and resolve consumer feedback and complaints. Patients, consumers, healthcare professionals, and other stakeholders can reach out to the Company via a dedicated email address ([info@blissgvs.com](mailto:info@blissgvs.com)) or respective country managers / Quality team to report adverse events or product-related issues. Upon receiving complaints, the Company follows a standard operating procedure (SOP) for managing them.

Based on its nature, the complaint is forwarded to the respective department for investigation. After a thorough examination, corrective and preventive actions (CAPA) are initiated as needed. The Company communicates the resolution to the complainant or consumer. If any further queries arise, the complaint is re-evaluated. The Company ensures compliance with relevant laws and regulations while addressing consumer concerns.

**2 Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

|   | As a percentage to total turnover |
|---|-----------------------------------|
| Environmental and social parameters relevant to the product | 98%                               |
| Safe and responsible usage                                  | 98%                               |
| Recycling and/or safe disposal                              | 8%                                |

**Note:** The Company's product labelling follows all applicable regulatory norms and any additional information subject to specific product and packaging requirements. The Company had no instances of non-compliance with regulations concerning product labelling.

**3 Number of consumer complaints in respect of the following:**

|                                | FY 2023-24               |                                   | Remarks                  | FY 2022-23               |                                   | Remarks                  |
|--------------------------------|--------------------------|-----------------------------------|--------------------------|--------------------------|-----------------------------------|--------------------------|
|                                | Received during the year | Pending resolution at end of year |                          | Received during the year | Pending resolution at end of year |                          |
| Data privacy                   | -                        | -                                 |                          | -                        | -                                 |                          |
| Advertising                    | -                        | -                                 |                          | -                        | -                                 |                          |
| Cyber-security                 | -                        | -                                 |                          | -                        | -                                 |                          |
| Delivery of essential services | -                        | -                                 |                          | -                        | -                                 |                          |
| Restrictive Trade Practices    | -                        | -                                 |                          | -                        | -                                 |                          |
| Unfair Trade Practices         | -                        | -                                 |                          | -                        | -                                 |                          |
| Other                          | 29                       | 1                                 | Product market complaint | 10                       | -                                 | Product market complaint |

**4 Details of instances of product recalls on account of safety issues:**

|                   | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | -      |                    |
| Forced recalls    | -      |                    |

**5 Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.**

Yes, the Company has established comprehensive IT policies and guidelines covering cybersecurity, data privacy, acceptable usage, and incident management. These guidelines outline best practices for users, including actions to take in the event of a cybersecurity incident and consequences for violating security policies. Additionally, the Company employs web filtering to block certain websites, restricting data exchange and access to removable media on the system.

**6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services.**

Not Applicable

**7 Provide the following information relating to data breaches:**

- a. **Number of instances of data breaches along with impact** -Nil
- b. **Percentage of data breaches involving personally identifiable information of customer** -Nil
- c. **Impact, if any, of the data breaches** - Not Applicable

**Leadership Indicators**

**1 Channels/ platforms where information on products and services of the entity can be accessed (provide web link, if available)**

Information on products of the entity can be accessed on Company's website - [www.blissgvs.com](http://www.blissgvs.com)

**2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The Company prioritizes the safe and responsible use of its medicinal products by clearly outlining instructions on both the product packaging and insert. Additionally, it promotes awareness through the strategic placement of posters and banners. To further enhance information accessibility for consumers, the Company has developed an informative leaflet. This leaflet, available in user-friendly and local languages, provides all essential details about product usage, safety guidelines, and necessary precautions.

**3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Product discontinuation shall be informed to consumers through field representatives.

**4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/ No /Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/ No)**

No, According to local regulations, it is compulsory to include product details on the packaging. The stipulations of the Drugs and Cosmetic Act 1940, along with its various schedules, must be strictly adhered to. Warnings related to the product, such as 'Schedule H Drug', are prominently displayed on the packaging. However, no surveys are conducted to gauge customer satisfaction.

# Financial Section

## Independent Auditor's Report

To the Members of Bliss GVS Pharma Limited

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

#### Opinion

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

#### Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

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

| Key Audit Matter Description  | How the scope of our audit addressed the Key Audit Matter   |
|---|---|
| <b>1. Valuation of Investment in Bliss GVS International Pte Ltd:</b>   |   |
| <p>The Company has an investment of Rs. 4,174.46 lakhs in 100% subsidiary Bliss GVS International Pte Ltd (BGIP). This subsidiary along with its stepdown subsidiaries have a consolidated negative net worth as at March 31, 2024 aggregating to Rs. 3,415.53 lakh.</p> <p>The Company has investments, loans given, accrued interest due on such loans and recognised trade receivables from the subsidiary along with its step-down subsidiaries aggregating to Rs. 15,255.83 lakh.</p> <p>The valuation by an expert was done basis which the net fair value of BGIP was arrived at Rs.101.77 lakh, which was lower than the carrying value of investments as per books. Accordingly, the impairment of Rs. 4,108.61 lakh, has been taken in the books of account and disclosed as 'Exceptional Item' in the financial statements.</p> <p>As per Ind AS 36, "A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets."</p> | <p>The following procedures were carried out in this regard:</p> <p>We reviewed the audited Ind AS Financial Statements of BGIP and its subsidiaries for FY 2023-24 and the independent auditor's report thereon.</p> <p>We assessed the Management's explanation regarding future cash flows which have led to significant diminution in value of BGIP's assets.</p> |

| Key Audit Matter Description  | How the scope of our audit addressed the Key Audit Matter   |
|---|---|
| <p>The recoverable amount is the higher of a CGU's "fair value less costs to sell" and its "value in use".</p> <p>The above factors have impacted the carrying value of BGIP's investments and consequently the Company's impairment analysis in respect of its Investment in BGIP. Accordingly, we considered this as a Key Audit Matter</p>   | <ul style="list-style-type: none"> <li>We evaluated the impairment analysis carried out during the year by the Company and auditor's expert, which included an independent comparison of externally / internally assessed value in use of BGIP's Net Assets with carrying cost of investment in the Company.</li> </ul>   |
| <p><b>2. Business Development Expenses</b></p> <p>The Company agrees to incur the cost and expenses in connection with customer marketing and advertising taking into consideration such factors as the assistance provided by agent. Third party service providers and other such factor that the Company might reasonably in determining whether to allocate resources to that agent or Third party.</p> <p>For the above the Company has provided for marketing expenses for distribution which is having impact on the profit and loss of the Company to the extent of Rs. 2,167.77 lakh.</p>   | <p>Our procedures included:</p> <ul style="list-style-type: none"> <li>We have reviewed the business development expenses as per Standard of Auditing (SA)540 "Auditing accounting estimates including fair value accounting estimates and related disclosures."</li> </ul> <p><b>Tests of controls:</b></p> <ul style="list-style-type: none"> <li>We have evaluated the design and implementation and tested the operating effectiveness of key controls over monitoring of business development expenses.</li> </ul> <p><b>Tests of details:</b></p> <ul style="list-style-type: none"> <li>We have reviewed the Company's Policy in regard to Business Development Expenses</li> <li>We have verified the expenditure incurred/claimed with relevant supporting for the same.</li> <li>We have compared provision for business development expenses against the expenditure incurred/claimed till the date.</li> </ul>  |
| <p><b>3. Information Technology General Controls</b></p> <p>A significant part of the company's financial reporting process is heavily reliant on IT systems with automated processes and controls over the capture, storage and extraction of information. A fundamental component of these processes and controls is ensuring appropriate user access and change management protocols exist and being adhered to. These protocols are important because they ensure that access and changes to IT systems and related data are made and authorized in an appropriate manner. As our audit sought to place a high level of reliance on IT systems and application controls related to financial reporting, high proportion of the overall audit effort was in Information Technology (IT) Systems and Controls. We focused our audit on those IT systems and controls that are significant to the Company's financial reporting process.</p> | <p>Our procedures included:</p> <p>We focused our audit on those IT systems and controls that are significant to the Company's financial reporting process.</p> <p>As audit procedures over IT Systems and controls require specific expertise, we involved our IT specialist.</p> <p>We assessed the design and tested the operating effectiveness of the Company's IT controls, including those over user access and change management as well as data reliability.</p> <p>In a limited number of cases, we adjusted our planned approach as follows:</p> <ul style="list-style-type: none"> <li>we extended our testing to identify whether there had been unauthorized or inappropriate access or changes made to critical IT systems and related data;</li> <li>where automated procedures were supported by systems with identified deficiencies, we extended our procedures to identify and test alternative controls; and</li> <li>where required, we performed a greater level of testing to validate the integrity and reliability of associated data and reporting.</li> </ul> |

**Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion & Analysis Report, Corporate Governance Report and Business Responsibility and Sustainability Report but does not include the standalone Ind AS financial statements, consolidated 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 will 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 the 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, the financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the Audit of the 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 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 skepticism 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone Ind AS Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS 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 financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users 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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company and its branch so far as it appears from our examination of those books.
- c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its standalone financial position in its standalone Ind AS financial statements – Refer Note 36 to the standalone Ind AS financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, however there is a instance of delay in transfer of equity shares to Investor Education and Protection Fund:

| Sr. No. | Equity Shares | Particulars         | Due Date of Transfer | Date of Transfer  | Delay in days |
|---------|---------------|---------------------|----------------------|-------------------|---------------|
| 1       | 51,698        | Equity Shares 15-16 | November 20, 2023    | December 15, 2023 | 25            |

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) As stated in Note 13 to the standalone Ind AS financial statements the final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
 

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

For **KALYANIWALLA & MISTRY LLP**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 104607W / W100166

**Sai Venkata Ramana Damarla**  
 Partner  
 Membership. No. 107017  
 UDIN: 24107017BKERTE3111

Place: Mumbai  
 Dated: May 02, 2024

# Annexure A

## to the Independent Auditor's Report

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2024.

### Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2020:

- i. a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. As explained to us, the Property, Plant and Equipment and right-of-use assets are physically verified by the management according to a phased program designed to cover all the items over a period of three years which, the frequency of which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program the Property, Plant and Equipment of the Company have been physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of examination of the records of the company, the title deeds of all the 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 are held in the name of the Company.
- d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a. The inventory including stocks with certain third parties have been physically verified by the management at reasonable intervals and confirmations have been obtained for other inventories lying with third parties. In our opinion, the coverage and procedure of such

verification by the management is appropriate; the discrepancies noticed were less than 10% for each class of inventory.

- b. The Company has working capital limits in the excess of five crore rupees, from banks or financial institutions on the basis of security of current assets; the quarterly statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

- a. The Company has not provided any loans during the year. Details of outstanding as at balance sheet date are as follows:

| (Rs. in Lakh)   |          |
|---|----------|
| Particulars   | Loans    |
| Aggregate amount granted/ provided during the year.                 | -        |
| Balance outstanding as at balance sheet date:                       |          |
| Subsidiaries (Refer Note 10 to the standalone financial statements) | 3,602.99 |
| Other   | -        |

- b. In our opinion and according to the information and explanations given to us and based on audit procedures performed by us, the investments made and the terms and conditions of the grant of all loans are, prima facie, not prejudicial to the Company's interest.
- c. According to the information and explanations given to us and based on the audit procedures performed by us, there is no stipulation of schedule of repayment of principal and payment of interest in respect of loan given to two of its subsidiary company aggregating to Rs. 3,602.99 lakh. Hence, we are unable to comment on the regularity of repayment of principal and payment of interest. Further, during the year, the Company has converted the loan given aggregating to Rs. 4,151.88 Lakh to one of its subsidiary company into equity (Refer Note 10 to the standalone financial statements).
- d. In respect of these loans, in view of no specific stipulation as to payment of principal and interest, we are unable to comment on the overdue amount, if any, on such loans or advance in nature of loan.

- e. According to the information and explanations given to us and based on the audit procedures performed by us, no loans or advances in the nature of loan has been granted by the Company which has fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f. According to the information and explanations given to us and based on the audit procedures performed by us, the Company has granted following loans to related parties which are repayable on demand.

| (Rs. in Lakh)   |                 |
|---|-----------------|
| Particulars   | Related Parties |
| Aggregate amount of loans:                                      |                 |
| Repayable on demand (A)   | 3,602.99        |
| Agreement does not specify any terms or period of repayment (B) | -               |
| <b>Total (A+B)</b>  | <b>3,602.99</b> |
| Percentage of loans to the total loans                          | 100.00%         |

- 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 Companies Act, 2013, and the Rules framed thereunder with respect to loans granted and investment made by the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not

- (b) According to the information and explanations given to us and the records examined by us, there are no material dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added tax and Cess which have not been deposited on account of any dispute other than the following:

| Sr. No. | Name of the Statute         | Assessment Year (AY) to which the amount relates | Amount (₹ in Lakh) | Forum where dispute is pending | Remarks               |
|---------|-----------------------------|--|--------------------|--------------------------------|-----------------------|
| 1       | Goods and Service Tax, 2017 | Deposit under Protest                            | 329.25             | Asst. Commissioner of CGST     | Deposit under Protest |

- viii. According to information and explanations given to us and on the basis of our procedures carried out during the course of audit, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) According to information and explanations given to us and based on examination of the records, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institutions and banks during the year.

accepted any deposits or amounts which are deemed to be deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act, or any other relevant provisions of the Act and the relevant rules framed thereunder are not applicable.

- vi. We have broadly reviewed the books of account and records maintained by the Company in respect of the product covered under the Rules prescribed by the Central Government for the maintenance of cost records, under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and 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 complete.
- vii. (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues in respect of above as on the last day of the financial year for a period of more than six months from the date they became payable.

- b) According to information and explanations given to us and on the basis of our audit procedures, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) In opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d) According to information and explanations given to us and on the basis of our audit procedures

- performed by us, and on an overall examination of the financial statements of the Company, no funds raised on short-term basis have, prima facie, been used during the year for long-term purposes by the Company.
- e) According to information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) According to information and explanations given to us and on the basis of our audit procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. a) The Company has not raised money through initial public offer or further public offer (including debt instruments).
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- 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, during the year.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable.
- xiii. According to the information and explanations and records made available to us by the Company and audit procedures performed by us, all transactions with related parties are in compliance with sections 177 and 188 of the Act. Details of such transactions during the year have been disclosed in the standalone Ind AS financial statements as required by the applicable Ind AS.
- xiv. a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us, in our opinion during the year, the Company has not entered into any non- cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Act are not applicable to the Company.
- xvi. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, hence the provisions of paragraph 3(xvi)(a), (b) and (c) of the Order are not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash loss during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly this clause is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization 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) There are no unspent amounts towards Corporate Social Responsibility (CSR) on projects other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account within a period of thirty days from the end of the financial year, in compliance of provisions of sub-section (6) of section 135 of the Act.

For **KALYANIWALLA & MISTRY LLP**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 104607W / W100166

**Sai Venkata Ramana Damarla**  
 Partner  
 Membership. No. 107017  
 UDIN: 24107017BKERTE3111

Place: Mumbai  
 Dated: May 02, 2024

# Annexure B

to the Independent Auditor's Report

Referred to in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2024.

## Report on the Internal Financial Controls with reference to standalone Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone Ind AS financial statements of **Bliss GVS Pharma Ltd** ("the Company") as of March 31, 2024, in conjunction with our audit of the standalone 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 to 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 (the "Guidance Note") 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 the Company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls with reference to standalone Ind AS financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone Ind AS financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to standalone Ind AS financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone Ind AS financial statements.

### Meaning of Internal Financial Controls with reference to standalone Ind AS Financial Statements

A Company's internal financial control with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone Ind AS 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 standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone Ind AS financial statements.

## Inherent Limitations of Internal Financial Controls with reference to standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone Ind AS 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with respect to 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 control with reference to

standalone Ind AS financial statements and such internal financial controls with reference to standalone Ind AS financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **KALYANIWALLA & MISTRY LLP**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 104607W / W100166

**Sai Venkata Ramana Damarla**  
 Partner

Membership. No. 107017  
 UDIN: 24107017BKERTE3111

Place: Mumbai  
 Dated: May 02, 2024

# Standalone Balance Sheet

as at March 31, 2024

| Particulars  | Note No. | ₹ in Lakh            |                      |
|--|----------|----------------------|----------------------|
|  |          | As at March 31, 2024 | As at March 31, 2023 |
| <b>ASSETS</b>  |          |                      |                      |
| <b>NON-CURRENT ASSETS</b>  |          |                      |                      |
| (a) Property, Plant and Equipment  | 2.1      | 32,985.73            | 32,460.51            |
| (b) Capital Work-in-Progress   | 2.1      | 782.70               | 280.05               |
| (c) Investment Property  | 2.2      | 68.45                | 68.61                |
| (d) Other Intangible Assets  | 2.3      | 9.65                 | 21.06                |
| (e) Financial Assets   |          |                      |                      |
| (i) Investments  | 3        | 1,868.95             | 1,825.68             |
| (ii) Other Financial Assets  | 4        | 585.13               | 4,748.72             |
| (f) Deferred Tax Assets (Net)  | 18       | 411.65               | -                    |
| (g) Other Non-Current Assets   | 5        | 1,245.16             | 1,599.35             |
| <b>TOTAL NON-CURRENT ASSETS</b>  |          | <b>37,957.42</b>     | <b>41,003.98</b>     |
| <b>CURRENT ASSETS</b>  |          |                      |                      |
| (a) Inventories  | 6        | 8,945.29             | 7,415.24             |
| (b) Financial Assets   |          |                      |                      |
| (i) Trade Receivables  | 7        | 39,950.83            | 39,906.11            |
| (ii) Cash and Cash Equivalents   | 8        | 1,387.45             | 1,864.86             |
| (iii) Bank balances other than (ii) above  | 9        | 15,544.43            | 6,595.78             |
| (iv) Loans   | 10       | 3,602.99             | 8,897.09             |
| (v) Other Financial Assets   | 11       | 2,009.11             | 1,221.13             |
| (c) Current Tax Assets (Net)   |          | 244.60               | 106.97               |
| (d) Other Current Assets   | 12       | 5,613.29             | 6,957.95             |
| <b>TOTAL CURRENT ASSETS</b>  |          | <b>77,297.99</b>     | <b>72,965.13</b>     |
| <b>TOTAL ASSETS</b>  |          | <b>1,15,255.41</b>   | <b>1,13,969.11</b>   |
| <b>EQUITY AND LIABILITIES</b>  |          |                      |                      |
| <b>EQUITY</b>  |          |                      |                      |
| (a) Equity Share Capital   | 13       | 1,046.91             | 1,041.53             |
| (b) Other Equity   | 14       | 97,797.47            | 92,658.33            |
| <b>TOTAL EQUITY</b>  |          | <b>98,844.38</b>     | <b>93,699.86</b>     |
| <b>LIABILITIES</b>   |          |                      |                      |
| <b>NON-CURRENT LIABILITIES</b>   |          |                      |                      |
| (a) Financial Liabilities  |          |                      |                      |
| (i) Borrowings   | 15       | 3,509.53             | 4,068.97             |
| (ia) Lease Liabilities   | 16       | 923.74               | 255.61               |
| (b) Provisions   | 17       | 246.97               | 260.64               |
| (c) Deferred Tax Liabilities (Net)   | 18       | -                    | 348.44               |
| <b>TOTAL NON-CURRENT LIABILITIES</b>   |          | <b>4,680.24</b>      | <b>4,933.66</b>      |
| <b>CURRENT LIABILITIES</b>   |          |                      |                      |
| (a) Financial Liabilities  |          |                      |                      |
| (i) Borrowings   | 19       | 3,053.63             | 3,638.84             |
| (ia) Lease Liabilities   | 20       | 263.48               | 93.60                |
| (ii) Trade Payables  | 21       |                      |                      |
| (A) Total Outstanding Dues of Micro Enterprises and Small Enterprises                      |          | 833.91               | 534.92               |
| (B) Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises |          | 4,612.69             | 7,052.54             |
| (iii) Other Financial Liabilities  | 22       | 2,251.92             | 3,473.16             |
| (b) Other Current Liabilities  | 23       | 661.45               | 369.03               |
| (c) Current Tax Liabilities (Net)  |          | 53.71                | 173.50               |
| <b>TOTAL CURRENT LIABILITIES</b>   |          | <b>11,730.79</b>     | <b>15,335.59</b>     |
| <b>TOTAL LIABILITIES</b>   |          | <b>16,411.03</b>     | <b>20,269.25</b>     |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |          | <b>1,15,255.41</b>   | <b>1,13,969.11</b>   |
| Statement of Material Accounting Policies  | 1        |                      |                      |
| The accompanying notes are an integral part of the Standalone Financial Statements         | 2-58     |                      |                      |

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

| Particulars   | Note No. | ₹ in Lakh                         |                                   |
|---|----------|-----------------------------------|-----------------------------------|
|   |          | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| <b>INCOME</b>   |          |                                   |                                   |
| I Revenue from Operations   | 24       | 60,545.97                         | 59,833.95                         |
| II Other Income   | 25       | 3,350.05                          | 5,076.63                          |
| <b>III Total Income (I+II)</b>  |          | <b>63,896.02</b>                  | <b>64,910.58</b>                  |
| <b>IV EXPENSES</b>  |          |                                   |                                   |
| Cost of Material Consumed   | 26       | 30,582.77                         | 29,365.72                         |
| Purchases of Stock-in-Trade   |          | -                                 | -                                 |
| Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade       | 27       | (636.18)                          | 2,124.15                          |
| Employee Benefits Expenses  | 28       | 8,259.15                          | 7,254.16                          |
| Finance Costs   | 29       | 580.61                            | 1,005.65                          |
| Depreciation and Amortisation Expenses  | 2        | 2,351.93                          | 1,517.28                          |
| Other Expenses  | 30       | 11,623.36                         | 12,074.40                         |
| <b>IV Total Expenses</b>  |          | <b>52,761.64</b>                  | <b>53,341.36</b>                  |
| <b>V Profit before Exceptional Items (III-IV)</b>                                   |          | <b>11,134.38</b>                  | <b>11,569.22</b>                  |
| VI Exceptional Items  | 51       | (4,108.61)                        | -                                 |
| <b>VII Profit before Tax (V-VI)</b>   |          | <b>7,025.77</b>                   | <b>11,569.22</b>                  |
| <b>VIII Tax Expenses</b>  |          |                                   |                                   |
| (a) Current Tax   |          | 2,633.54                          | 3,442.37                          |
| (b) Deferred Tax  |          | (754.92)                          | (421.01)                          |
| (c) Taxation adjustment of earlier years Excess(-)/Short(+)                         |          | 82.66                             | -                                 |
| <b>Total Tax expenses</b>   |          | <b>1,961.28</b>                   | <b>3,021.36</b>                   |
| <b>IX Profit for the year (VII-VIII)</b>  |          | <b>5,064.49</b>                   | <b>8,547.86</b>                   |
| <b>X Other Comprehensive Income</b>   |          |                                   |                                   |
| (A) (i) Items that will not be re-classified to Profit or Loss                      |          |                                   |                                   |
| (a) Remeasurement of Defined Benefit Plan   |          | (20.53)                           | (89.03)                           |
| (ii) Deferred tax relating to items that will not be reclassified to Profit or Loss |          | 5.17                              | 22.41                             |
| <b>XI Total Other Comprehensive Income for the year</b>                             |          | <b>(15.36)</b>                    | <b>(66.62)</b>                    |
| <b>XII Total Comprehensive Income for the year (IX+XI)</b>                          |          | <b>5,049.13</b>                   | <b>8,481.24</b>                   |
| <b>XIII Earnings Per Equity Share (EPS) of ₹ 1/- each</b>                           |          |                                   |                                   |
| (i) Basic (₹)   | 32       | 4.85                              | 8.23                              |
| (ii) Diluted (₹)  | 32       | 4.77                              | 8.10                              |
| Statement of Material Accounting Policies   | 1        |                                   |                                   |
| The accompanying notes are an integral part of the Standalone Financial Statements  | 2-58     |                                   |                                   |

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

## Standalone Statement of Changes in Equity

for the year ended March 31, 2024

| (₹ in Lakh)  |                     |                 |
|--|---------------------|-----------------|
| Equity Share Capital   | Number of Shares    | Amount          |
| Equity Share Capital of ₹ 1/- as at April , 2023   | 10,41,52,672        | 1,041.53        |
| Changes in Equity Share Capital due to prior period errors   | -                   | -               |
| Changes in Equity Share Capital during the current year on exercise of Employee Stock Options (ESOP) | 5,38,150            | 5.38            |
| <b>Equity Share Capital of ₹ 1/- as at March 31, 2024</b>  | <b>10,46,90,822</b> | <b>1,046.91</b> |

| (₹ in Lakh)  |                     |                 |
|--|---------------------|-----------------|
| Equity Share Capital   | Number of Shares    | Amount          |
| Equity Share Capital of ₹ 1/- as at April 1, 2022  | 10,36,77,922        | 1,036.78        |
| Changes in Equity Share Capital due to prior period errors   | -                   | -               |
| Changes in Equity Share Capital during the current year on exercise of Employee Stock Options (ESOP) | 4,74,750            | 4.75            |
| <b>Equity Share Capital of ₹ 1/- as at March 31, 2023</b>  | <b>10,41,52,672</b> | <b>1,041.53</b> |

| (₹ in Lakh)  |   |                      |                                   |                  |                   |                    |
|--|---|----------------------|-----------------------------------|------------------|-------------------|--------------------|
| Other Equity   | Share Application Money pending allotment | Reserves and Surplus |                                   |                  |                   | Total Other Equity |
|  |   | Securities Premium   | Share Options Outstanding Account | General Reserves | Retained Earnings |                    |
| <b>Balance as at April 1, 2023</b>   | -   | <b>2,699.44</b>      | <b>889.47</b>                     | <b>4,451.34</b>  | <b>84,618.08</b>  | <b>92,658.33</b>   |
| Profit for the year  | -   | -                    | -                                 | -                | 5,064.49          | 5,064.49           |
| Other Comprehensive Income for the year (net of income tax)  | -   | -                    | -                                 | -                | (15.36)           | (15.36)            |
| Payment of Dividends (including tax thereon)   | -   | -                    | -                                 | -                | (521.12)          | (521.12)           |
| Transfer from Share Options Outstanding account to Retained Earnings on exercise of Employee Stock Options | -   | -                    | (111.11)                          | -                | 111.11            | -                  |
| Share Application money received during the year   | 234.95                                    | -                    | -                                 | -                | -                 | 234.95             |
| Allotment of shares during the year  | (231.40)                                  | 226.01               | -                                 | -                | -                 | (5.39)             |
| Recognition of Share-Based payments  | -   | -                    | 381.57                            | -                | -                 | 381.57             |
| Transferred to Securities Premium on Options exercised during the year                                     | -   | 390.99               | (390.99)                          | -                | -                 | -                  |
| <b>Balance as at March 31, 2024</b>  | <b>3.55</b>                               | <b>3,316.44</b>      | <b>768.94</b>                     | <b>4,451.34</b>  | <b>89,257.20</b>  | <b>97,797.47</b>   |

## Standalone Statement of Changes in Equity

for the year ended March 31, 2024

| (₹ in Lakh)  |   |                      |                                   |                  |                   |                    |
|--|---|----------------------|-----------------------------------|------------------|-------------------|--------------------|
| Other Equity   | Share Application Money pending allotment | Reserves and Surplus |                                   |                  |                   | Total Other Equity |
|  |   | Securities Premium   | Share Options Outstanding Account | General Reserves | Retained Earnings |                    |
| <b>Balance as at April 1, 2022</b>   | -   | <b>2,127.68</b>      | <b>993.80</b>                     | <b>4,451.34</b>  | <b>76,533.47</b>  | <b>84,106.29</b>   |
| Profit for the year  | -   | -                    | -                                 | -                | 8,547.86          | 8,547.86           |
| Other Comprehensive Income for the year (net of income tax)  | -   | -                    | -                                 | -                | (66.62)           | (66.62)            |
| Payment of Dividends (including tax thereon)   | -   | -                    | -                                 | -                | (519.04)          | (519.04)           |
| Transfer from Share Options Outstanding account to Retained Earnings on exercise of Employee Stock Options | -   | -                    | (122.41)                          | -                | 122.41            | -                  |
| Share Application money received during the year   | 204.14                                    | -                    | -                                 | -                | -                 | 204.14             |
| Allotment of shares during the year  | (204.14)                                  | 199.41               | -                                 | -                | -                 | (4.73)             |
| Recognition of Share-Based payments  | -   | -                    | 390.43                            | -                | -                 | 390.43             |
| Transferred to Securities Premium on Options exercised during the year                                     | -   | 372.35               | (372.35)                          | -                | -                 | -                  |
| <b>Balance as at March 31, 2023</b>  | <b>-</b>                                  | <b>2,699.44</b>      | <b>889.47</b>                     | <b>4,451.34</b>  | <b>84,618.08</b>  | <b>92,658.33</b>   |

The accompanying notes 1 to 58 are an integral part of the Standalone Financial Statements

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Standalone Statement of Cash Flow

for the year ended March 31, 2024

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                                  |                                      |                                      |
| Net Profit before Taxation and Exceptional Items                               | 11,134.38                            | 11,569.22                            |
| <b>Adjustments for:</b>  |                                      |                                      |
| Depreciation and Amortisation expenses   | 2,351.93                             | 1,517.28                             |
| Finance costs  | 580.61                               | 1,005.65                             |
| Interest income  | (1,337.94)                           | (1,014.57)                           |
| Provision for Employee Benefits  | 104.39                               | 76.28                                |
| (Profit)/Loss on sale/scrap/written off of Property, Plant and Equipment (net) | (33.78)                              | (36.51)                              |
| (Gain)/Loss on Foreign Exchange Fluctuations (net)                             | 340.03                               | (669.66)                             |
| Dividend income  | (12.60)                              | (12.60)                              |
| Bad Debts written off  | 1,051.42                             | 208.29                               |
| Allowance and Provision for Doubtful Debts                                     | 81.37                                | 2,072.34                             |
| Balance written off/back and other non cash item/ exceptional items            | 919.88                               | 604.74                               |
| Share Based Payment expenses   | 381.57                               | 390.43                               |
|  | <b>4,426.88</b>                      | <b>4,141.67</b>                      |
| <b>Operating Profit before Working Capital changes</b>                         | <b>15,561.26</b>                     | <b>15,710.89</b>                     |
| <b>Movements in Working Capital:</b>   |                                      |                                      |
| <b>(Increase)/ Decrease in Operating Assets</b>                                |                                      |                                      |
| Trade Receivables  | (1,683.88)                           | (1,028.03)                           |
| Inventories  | (2,233.85)                           | 1,008.59                             |
| Loans and Other Financial Assets   | 4,081.20                             | (4,473.48)                           |
| Other Assets   | 1,039.74                             | (2,242.65)                           |
| <b>(Decrease)/ Increase in Operating Liabilities</b>                           |                                      |                                      |
| Trade Payables   | (2,108.43)                           | (843.34)                             |
| Other Financial Liabilities  | 716.45                               | 390.53                               |
| Other Liabilities and Provisions   | 153.83                               | (369.87)                             |
|  | <b>(34.94)</b>                       | <b>(7,558.25)</b>                    |
| <b>Cash generated from Operations</b>  | <b>15,526.32</b>                     | <b>8,152.64</b>                      |
| Income taxes paid/refund (net)   | (2,934.07)                           | (3,772.07)                           |
| <b>Net Cash generated from Operating Activities</b>                            | <b>12,592.25</b>                     | <b>4,380.57</b>                      |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                                  |                                      |                                      |
| Payment to acquire Property, Plant and Equipment and CWIP                      | (3,867.68)                           | (9,428.93)                           |
| Proceeds from sale of Property, Plant and Equipment                            | 25.38                                | 69.12                                |
| (Increase)/ Decrease in Other Bank Balances                                    | (8,948.65)                           | 6,978.17                             |
| Interest received  | 585.78                               | 1,193.14                             |
| Dividend received  | 12.60                                | 12.60                                |
| Loan given to Subsidiaries   | -                                    | (121.48)                             |
| Loan repaid by Subsidiary  | 1,233.50                             | -                                    |
| <b>Net Cash generated from/ (used in) Investing Activities</b>                 | <b>(10,959.07)</b>                   | <b>(1,297.38)</b>                    |

# Standalone Statement of Cash Flow

for the year ended March 31, 2024

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                |                                      |                                      |
| Proceeds from Secured Borrowings                             | 1,448.84                             | 4,013.52                             |
| Repayment of Secured Borrowings (net)                        | (2,457.05)                           | (5,565.29)                           |
| Payment of Lease Liabilities                                 | (264.89)                             | (117.00)                             |
| Finance cost paid  | (503.67)                             | (601.58)                             |
| Dividend paid  | (534.09)                             | (538.34)                             |
| Proceeds from issue of Shares including Securities Premium   | 231.40                               | 204.15                               |
| Share Application money received pending allotment           | 3.55                                 | -                                    |
| <b>Net Cash (used in)/ generated by Financing Activities</b> | <b>(2,075.91)</b>                    | <b>(2,604.54)</b>                    |
|  |                                      |                                      |
| <b>Net increase in Cash and Cash Equivalents (A+B+C)</b>     | <b>(442.73)</b>                      | <b>478.65</b>                        |
| Cash and Cash Equivalents at the beginning of the year       | 1,860.19                             | 1,381.54                             |
| <b>Cash and Cash Equivalents at the end of year</b>          | <b>1,417.46</b>                      | <b>1,860.19</b>                      |

**Notes:**

| 1. Cash and Cash Equivalents comprises of:                                  | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Cash and Cash equivalents (As per Note 8)                                   | 1,387.45                | 1,864.86                |
| Add: Cash included under Current Financial Assets - Others (As per Note 11) | 45.05                   | 5.17                    |
| Unrealised exchange loss/ (gain) on Cash and Cash Equivalents               | (15.04)                 | (9.84)                  |
| <b>Cash and Cash Equivalents as per Statement of Cash Flows</b>             | <b>1,417.46</b>         | <b>1,860.19</b>         |

- The above Standalone Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - "Statement of Cash Flows".
- During the year, the Company has converted ₹ 4,151.87 Lakh loan granted to its wholly owned subsidiary into equity (Refer Note 49)

The accompanying notes 1 to 58 are an integral part of the Standalone Financial Statements

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**
**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Corporate Information

Bliss GVS Pharma Limited ("the Company") is a Public Limited Company, incorporated on December 11, 1984 and domicile in India under the Companies Act, 2013 ("the Act"), having its registered office at 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai, Maharashtra - 400072 and is listed on Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

The Company is engaged in manufacturing, marketing, trading and export of pharmaceutical products. The Company is one of among the world leaders in Suppositories and Pessaries dosage forms with one of the largest portfolios in this segment. The Company has its own manufacturing facility at Palghar which is WHO GMP approved.

The financial statements of the Company for the year ended March 31, 2024 are approved and authorised for issue in accordance with a resolution of the Board of Directors on May 02, 2024.

### a) Basis of Accounting and Preparation of Financial Statements

The separate financial statements (also referred as standalone financial statements) have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The financial statements are prepared and presented in the form set out in Schedule III of the Act, so far as they are applicable thereto. All assets and liabilities have been classified as current/ non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The material accounting policy used in the preparation of the standalone financials statements have been discussed in below notes.

### b) Basis of Measurement

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value and assets held for sale measured at fair value less cost to sell and defined benefit plan assets measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value measurement and/or disclosure purposes in the financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- I) **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- II) **Level 2** inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- III) **Level 3** inputs are unobservable inputs for the asset or liability.

### c) Use of Estimates and Judgements

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make estimates, judgements and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses for

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

the years presented. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements, which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Estimates and underlying assumptions are reviewed at each balance sheet date. Any revision to accounting estimates is recognised prospectively in current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the accounting policies:

- Fair value measurement of financial instruments
- Measurement of defined benefit obligations
- Income taxes and deferred tax
- Measurement and likelihood of occurrence of provisions and contingencies
- Leases
- Useful lives of property, plant, equipment and intangibles
- Impairment of intangibles
- Impairment of financial assets
- Share based payments

### d) Functional and Presentation Currency

The financial statements are presented in Indian Rupee, the currency of the primary economic environment in which the Company operates. All the amounts are stated in Rupees in Lakh.

## Material Accounting Policies

### I. Property, Plant and Equipment

Property, plant and equipment are stated at their cost less accumulated depreciation and impairment loss.

Freehold land is carried at historical cost.

Expenditure incurred during the period of construction is carried as capital work-in-progress and on completion the costs are allocated to the respective items of property, plant and equipment.

Depreciation on property, plant and equipment is provided on straight-line method over the estimated useful life which is in line with that indicated in Part C of Schedule II of the Companies Act, 2013.

| Sr. No | Assets  | Useful Life    |
|--------|---|----------------|
| i)     | Buildings   | 30 to 60 Years |
| ii)    | Plant and Equipment   | 15 Years       |
| iii)   | Plant and Equipment (Pharmaceutical and Chemical Manufacture) | 20 Years       |
| iv)    | Electrical Installations and Equipment                        | 10 years       |
| v)     | Laboratory Equipment  | 10 years       |
| vi)    | Computers   | 3 years        |
| vii)   | Furniture and Fixtures  | 10 years       |
| viii)  | Office Equipments   | 5 years        |
| ix)    | Vehicles  | 8 Years        |
| x)     | Servers and Networks  | 6 years        |

### II. Leases

#### Company as Lessee

The Company's lease asset classes primarily consist of lease for buildings.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

#### Company as Lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

### III. Financial Instruments

#### Initial Recognition and Measurement

Except for trade receivables, all financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of incremental transaction costs.



# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Financial Assets and Liability at Amortised Cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

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

Such financial assets and financial liabilities are subsequently carried at amortised cost using the effective interest method. Examples include financial assets and financial liabilities aggregated in cash and cash equivalents, trade receivables, trade payables and other financial assets line items. Refer Note No 33 for disclosure on categories of financial assets and financial liabilities.

## Financial Instruments at Fair Value through Profit or Loss

A financial instrument which is not classified as at amortised cost are subsequently fair valued through profit or loss except for equity investments not held for trading and not under liquidation on initial recognition. Such equity investments are measured at fair value with changes in fair value recognised in other comprehensive income.

## IV. Derivative Financial Instruments and Hedge Accounting

The Company enters into derivative financial instruments to manage its foreign exchange rate risk. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and nature of hedged items.

## V. Impairment of Assets

### Financial Assets

For the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience adjusted for forward-looking information.

The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

## VI. Inventories

Inventories consist of raw materials, packing materials, consumables and spares, work-in-progress, stock-in-trade, and finished goods.

Raw material, packing material, consumables and spares are valued at cost. Cost of raw materials is determined using the weighted average cost method.

Inventories of finished goods and work-in-progress are valued at cost or net realisable value, whichever is lower. Cost is determined on the moving weighted average method.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, price changes, ageing of inventory, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the carrying amount of inventory to reflect its actual experience on periodic basis.

## VII. Investment in Subsidiaries

The Company accounts for its investments in subsidiaries at cost less accumulated impairment, if any.

## VIII. Revenue Recognition

The Company recognises revenue from the following major sources:

- Sale of goods
- Sale of services

Revenue is measured at the fair value of consideration received or receivable.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Revenue is recognised only when it can be reliably measured, and it is probable that future economic benefits will flow to the company.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

Revenue from operations includes sales of goods, services, commission, export incentives. Revenue excludes Goods and Service Tax amount collected on behalf of third parties.

## 1. Sales of Goods

Revenue from sale of manufactured and traded goods is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. The control of goods is usually transferred to the customer depending upon the incoterms or as agreed with customer upon shipment, delivery to the customer, in accordance with the delivery and acceptance terms agreed with the customers. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of rebates, discounts, returns, indirect taxes or any other similar allowances. Transaction price is recognised based on the price specified in the contract, net of the sales discounts.

Incentives are accounted based on the assessment of whether the beneficiary (of the incentive) is acting as a principal or an agent. Where the beneficiary is a principal, the incentive is regarded as consideration paid to the customer and is reduced from revenue. However, where the beneficiary is an agent, the incentive payment is recognised as an expense as the same is in the nature of commission.

Advance received from customer before transfer of control of goods to the customer is recognised as contract liability.

## 2. Sales of Services

Revenue from services is recognised in accordance with the terms of the contract with customers when the related performance obligation is completed.

The company recognises revenue at the point of time on the basis of completion of milestones i.e., when the underlying services are performed as per the terms of the contract and when the control is transferred to the customer.

Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

## Performance Obligation and Transaction Price (Fixed and Variable)

At inception of the contract, Company assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the Company determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

## IX. Government Grants

Export entitlement under the Duty Drawback scheme, Rodtep scheme, Merchandise Exports Incentive Scheme ("MEIS") is grant related to income. The Company presents the grant income from export entitlements and related expenses on gross basis.

## X. Employee Benefits

### a) Short Term Employee Benefits

Benefits such as salaries and wages, etc. and the expected cost of the bonus/ ex-gratia are recognised in the period in which the employee renders the related service.

Liability for Compensated Absences and Leave Travel Allowance which are in the nature of short-term benefits is provided for as per Company policies based on the

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

undiscounted amount of benefits expected to be paid in exchange of services rendered.

**b) Defined Contribution Plans**

The Company has Defined Contribution Plans for post-employment benefits charged to the statement of profit and loss on accrual basis, in the form of

- Provident fund for all employees which is administered by Regional Provident Fund Commissioner.
- State Defined Contribution Plans: Employer's Contribution to Employees' State Insurance.

**c) Defined Benefits Plans**

The Company's liability towards gratuity to its employees is covered by a group gratuity policy with an insurance company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Liability towards gratuity is provided on the basis of an actuarial valuation using the Projected Unit Credit method and the current service cost and interest on the net defined benefit liability/ (asset) is recognised in the statement of profit and loss. Past service cost is immediately recognised in the statement of profit and loss. Actuarial gains and losses net of deferred taxes arising from experience adjustment and changes in actuarial assumptions are recognised in other comprehensive income in the period in which they arise and aggregated with retained earnings in statement of changes in equity.

**XI. Share Based Payment Transactions**

The Company operates equity-settled share based remuneration plans for its employees. All services received in exchange for the grant of any share

based payment are measured at their fair values on the grant date and is recognised as an employee expense, in the profit or loss with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The increase in equity recognised in connection with share-based payment transaction is presented as a separate component in equity under "Share Options Outstanding Account". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

**XII. Taxation**

Tax Expense comprises of current tax and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred taxes arising from deductible and taxable temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. 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 is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognised. The Company has recognised deferred tax on right-of-use assets and lease liabilities on gross basis in accordance with the amendment to Ind AS 12.

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

**Note 2.1. Property, Plant and Equipment as at March 31, 2024**

| Particulars                     | Freehold Land   | Buildings        | Plant and Equipment | Vehicles      | Furniture and Fixtures | Office Equipment | Computers     | Right of Use Asset (Building) | Total            | Capital Work-in-Progress |
|---------------------------------|-----------------|------------------|---------------------|---------------|------------------------|------------------|---------------|-------------------------------|------------------|--------------------------|
| <b>Gross Carrying Amount</b>    |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | 3,353.08        | 12,070.49        | 19,518.44           | 500.84        | 1,760.71               | 310.92           | 345.85        | 486.43                        | 38,346.76        | 280.05                   |
| Additions                       | -               | 85.15            | 988.70              | 53.51         | 229.15                 | 163.86           | 30.26         | 1,326.87                      | 2,877.50         | 1,156.34                 |
| Disposals/Transfers             | -               | (8.71)           | (12.05)             | (10.10)       | -                      | (2.51)           | (1.00)        | -                             | (34.37)          | (653.69)                 |
| <b>Closing Balance</b>          | <b>3,353.08</b> | <b>12,146.93</b> | <b>20,495.09</b>    | <b>544.25</b> | <b>1,989.86</b>        | <b>472.27</b>    | <b>375.11</b> | <b>1,813.30</b>               | <b>41,189.89</b> | <b>782.70</b>            |
| <b>Accumulated Depreciation</b> |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | -               | 1,047.70         | 3,577.09            | 268.52        | 398.11                 | 182.93           | 241.67        | 170.23                        | 5,886.25         | -                        |
| Depreciation for the year       | -               | 352.76           | 1,394.44            | 58.13         | 200.66                 | 52.92            | 39.99         | 241.46                        | 2,340.36         | -                        |
| Disposals/Transfers             | -               | (1.27)           | (8.54)              | (9.31)        | -                      | (2.38)           | (0.95)        | -                             | (22.45)          | -                        |
| <b>Closing Balance</b>          | <b>-</b>        | <b>1,399.19</b>  | <b>4,962.99</b>     | <b>317.34</b> | <b>598.77</b>          | <b>233.47</b>    | <b>280.71</b> | <b>411.69</b>                 | <b>8,204.16</b>  | <b>-</b>                 |
| <b>Net Carrying Amount</b>      | <b>3,353.08</b> | <b>10,747.74</b> | <b>15,532.10</b>    | <b>226.91</b> | <b>1,391.09</b>        | <b>238.80</b>    | <b>94.40</b>  | <b>1,401.61</b>               | <b>32,985.73</b> | <b>782.70</b>            |

**Note 2.1. Property, Plant and Equipment as at March 31, 2023**

| Particulars                     | Freehold Land   | Buildings        | Plant and Equipment | Vehicles      | Furniture and Fixtures | Office Equipment | Computers     | Right of Use Asset (Building) | Total            | Capital Work-in-Progress |
|---------------------------------|-----------------|------------------|---------------------|---------------|------------------------|------------------|---------------|-------------------------------|------------------|--------------------------|
| <b>Gross Carrying Amount</b>    |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | 3,353.08        | 8,258.63         | 12,701.32           | 515.44        | 953.65                 | 255.59           | 274.57        | 486.43                        | 26,798.71        | 2,215.48                 |
| Additions                       | -               | 3,844.36         | 6,817.12            | 3.25          | 807.06                 | 55.33            | 71.28         | -                             | 11,598.40        | 9,159.02                 |
| Disposals/Transfers             | -               | (32.50)          | -                   | (17.85)       | -                      | -                | -             | -                             | (50.35)          | (11,094.45)              |
| <b>Closing Balance</b>          | <b>3,353.08</b> | <b>12,070.49</b> | <b>19,518.44</b>    | <b>500.84</b> | <b>1,760.71</b>        | <b>310.92</b>    | <b>345.85</b> | <b>486.43</b>                 | <b>38,346.76</b> | <b>280.05</b>            |
| <b>Accumulated Depreciation</b> |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | -               | 816.21           | 2,655.45            | 225.07        | 297.36                 | 143.52           | 191.82        | 73.00                         | 4,402.43         | -                        |
| Depreciation for the year       | -               | 235.13           | 921.64              | 58.24         | 100.75                 | 39.41            | 49.85         | 97.23                         | 1,502.25         | -                        |
| Disposals/Transfers             | -               | (3.64)           | -                   | (14.79)       | -                      | -                | -             | -                             | (18.43)          | -                        |
| <b>Closing Balance</b>          | <b>-</b>        | <b>1,047.70</b>  | <b>3,577.09</b>     | <b>268.52</b> | <b>398.11</b>          | <b>182.93</b>    | <b>241.67</b> | <b>170.23</b>                 | <b>5,886.25</b>  | <b>-</b>                 |
| <b>Net Carrying Amount</b>      | <b>3,353.08</b> | <b>11,022.79</b> | <b>15,941.35</b>    | <b>232.32</b> | <b>1,362.60</b>        | <b>127.99</b>    | <b>104.18</b> | <b>316.20</b>                 | <b>32,460.51</b> | <b>280.05</b>            |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

**Note:**

- i) Refer Note 15 and 19 for the details of property, plant and equipment pledged as security against loan.
- ii) Refer Note 40 for detailed disclosure of right of use asset and Refer Note 16 and 20 for lease liability created against the right of use assets.
- iii) Title deeds of all immovable properties are held in the name of the Company.
- iv) The Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets.

v) **CWIP Ageing Schedule**

(₹ in Lakh)

| CWIP                           | Amount of CWIP for the year ended March 31, 2024 |           |           |                   | Total         |
|--------------------------------|--|-----------|-----------|-------------------|---------------|
|                                | Less than 1 year                                 | 1-2 years | 2-3 years | More than 3 years |               |
| <b>Projects in Progress</b>    |  |           |           |                   |               |
| Vevoor Semi-Solid Project      | 427.18   | -         | -         | -                 | 427.18        |
| Others                         | 345.52   | -         | -         | 10.00             | 355.52        |
| <b>Total</b>                   | <b>772.70</b>                                    | <b>-</b>  | <b>-</b>  | <b>10.00</b>      | <b>782.70</b> |
| Projects temporarily suspended | -  | -         | -         | -                 | -             |

(₹ in Lakh)

| CWIP                           | Amount of CWIP for the year ended March 31, 2023 |              |              |                   | Total         |
|--------------------------------|--|--------------|--------------|-------------------|---------------|
|                                | Less than 1 year                                 | 1-2 years    | 2-3 years    | More than 3 years |               |
| <b>Projects in Progress</b>    |  |              |              |                   |               |
| Vevoor Semi-Solid Project      | -  | -            | -            | -                 | -             |
| Others                         | 243.24   | 26.81        | 10.00        | -                 | 280.05        |
| <b>Total</b>                   | <b>243.24</b>                                    | <b>26.81</b> | <b>10.00</b> | <b>-</b>          | <b>280.05</b> |
| Projects temporarily suspended | -  | -            | -            | -                 | -             |

- vi) Completion is overdue/has exceeded its cost compared to original plan - Nil

**Note 2.2. Investment Property as at March 31, 2024**

(₹ in Lakh)

| Particulars                     | Freehold Land | Buildings   | Total        |
|---------------------------------|---------------|-------------|--------------|
| <b>Gross Carrying Amount</b>    |               |             |              |
| Opening Balance                 | 60.88         | 8.87        | 69.75        |
| Additions                       | -             | -           | -            |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>60.88</b>  | <b>8.87</b> | <b>69.75</b> |
| <b>Accumulated Depreciation</b> |               |             |              |
| Opening Balance                 | -             | 1.14        | 1.14         |
| Depreciation for the year       | -             | 0.16        | 0.16         |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>-</b>      | <b>1.30</b> | <b>1.30</b>  |
| <b>Net Carrying Amount</b>      | <b>60.88</b>  | <b>7.57</b> | <b>68.45</b> |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

**Note 2.2. Investment Property as at March 31, 2023**

(₹ in Lakh)

| Particulars                     | Freehold Land | Buildings   | Total        |
|---------------------------------|---------------|-------------|--------------|
| <b>Gross Carrying Amount</b>    |               |             |              |
| Opening Balance                 | 60.88         | 8.87        | 69.75        |
| Additions                       | -             | -           | -            |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>60.88</b>  | <b>8.87</b> | <b>69.75</b> |
| <b>Accumulated Depreciation</b> |               |             |              |
| Opening Balance                 | -             | 0.98        | 0.98         |
| Depreciation for the year       | -             | 0.16        | 0.16         |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>-</b>      | <b>1.14</b> | <b>1.14</b>  |
| <b>Net Carrying Amount</b>      | <b>60.88</b>  | <b>7.73</b> | <b>68.61</b> |

**Note 2.3. Other Intangible Assets as at March 31, 2024**

(₹ in Lakh)

| Particulars                     | Software      | Total         |
|---------------------------------|---------------|---------------|
| <b>Gross Carrying Amount</b>    |               |               |
| Opening Balance                 | 155.54        | 155.54        |
| Additions                       | -             | -             |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>155.54</b> | <b>155.54</b> |
| <b>Accumulated Amortisation</b> |               |               |
| Opening Balance                 | 134.48        | 134.48        |
| Amortisation for the year       | 11.41         | 11.41         |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>145.89</b> | <b>145.89</b> |
| <b>Net Carrying Amount</b>      | <b>9.65</b>   | <b>9.65</b>   |

**Note 2.3. Other Intangible Assets as at March 31, 2023**

(₹ in Lakh)

| Particulars                     | Software      | Total         |
|---------------------------------|---------------|---------------|
| <b>Gross Carrying Amount</b>    |               |               |
| Opening Balance                 | 154.83        | 154.83        |
| Additions                       | 0.71          | 0.71          |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>155.54</b> | <b>155.54</b> |
| <b>Accumulated Amortisation</b> |               |               |
| Opening Balance                 | 119.61        | 119.61        |
| Amortisation for the year       | 14.87         | 14.87         |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>134.48</b> | <b>134.48</b> |
| <b>Net Carrying Amount</b>      | <b>21.06</b>  | <b>21.06</b>  |

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 3. Non-Current Financial Assets - Investments

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Investments in Equity Instruments:</b>   |                         |                         |
| <b>Subsidiaries, Unquoted, at Cost</b>  |                         |                         |
| - 50,50,000 (Previous year - 50,000) Equity Shares of US\$ 1/- each, fully paid, Bliss GVS International Pte Ltd. | 4,174.46                | 22.58                   |
| - 100 (Previous year - 100) Equity Shares of GBP 1/- each, fully paid, Asterisk Lifesciences Ltd, UK.             | 0.10                    | 0.10                    |
| - 4,200 (Previous year - 4,200) Equity shares of ₹ 100/- each, fully paid, Kremoint Pharma Pvt Ltd.               | 1,803.00                | 1,803.00                |
| - Impairment in the value of Investments - Bliss GVS International Pte Ltd. (Refer Note 51)                       | (4,108.61)              | -                       |
| <b>Total</b>  | <b>1,868.95</b>         | <b>1,825.68</b>         |

1. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| a. Aggregate amount of unquoted investments               | 5,977.56                | 1,825.68                |
| b. Aggregate amount of impairment in value of investments | 4,108.61                | -                       |

### Note 4. Non-Current Financial Assets - Others

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Fixed Deposits with Bank - maturity more than 12 months | 240.72                  | 4,616.04                |
| Security Deposits                                       | 344.41                  | 132.68                  |
| <b>Total</b>  | <b>585.13</b>           | <b>4,748.72</b>         |

### Note 5. Other Non-Current Assets

| Particulars                                | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Unsecured - Considered Good</b>         |                         |                         |
| Capital Advances                           | 1,234.09                | 1,582.68                |
| <b>Advance other than Capital Advances</b> |                         |                         |
| Prepaid expenses                           | 9.66                    | 13.95                   |
| Balances with Government Authorities       | 1.41                    | 2.72                    |
| <b>Total</b>                               | <b>1,245.16</b>         | <b>1,599.35</b>         |

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 6. Inventories

| Particulars  | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| The mode of valuation of inventories has been stated in Note : 1(VI) |                         |                         |
| Raw Material   | 4,982.55                | 4,295.77                |
| Packing Material   | 1,366.81                | 1,084.55                |
| Work-in-Progress   | 537.55                  | 364.61                  |
| Finished Goods   | 1,830.21                | 1,366.97                |
| Stock-in-Trade   | 2.32                    | 2.32                    |
| Others Consumable and Spares   | 225.85                  | 301.02                  |
| <b>Total</b>   | <b>8,945.29</b>         | <b>7,415.24</b>         |

1. Inventory write downs are accounted considering the nature of inventory, estimated shelf life, price changes, ageing of inventory, provisioning policy, etc. Write down of inventories amounted to ₹ 1,252.37 Lakh (March 31, 2023 - ₹ 871.70 Lakh). This is included as part of cost of material consumed in statement of profit and loss.

2. Refer Note 15 and Note 19 for the details of inventory pledged as security against loan.

### Note 7. Current Financial Assets - Trade Receivables

| Particulars                          | (₹ in Lakh)             |                         |
|--------------------------------------|-------------------------|-------------------------|
|                                      | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Unsecured</b>                     |                         |                         |
| Undisputed - Considered Good         | 41,930.88               | 42,051.24               |
| Undisputed - Credit impaired         | 388.71                  | 382.14                  |
| Disputed - Credit impaired           | 1,252.32                | 1,012.44                |
| Less: Expected Credit Loss Provision | (1,980.05)              | (2,145.13)              |
| Less: Reserve for Doubtful Debts     | (1,641.03)              | (1,394.58)              |
| <b>Total</b>                         | <b>39,950.83</b>        | <b>39,906.11</b>        |

1. Includes ₹ 15,980.39 Lakh (March 31, 2023 ₹ 15,486.62 Lakh from related parties (Refer Note 39)).

2. The Company has used practical expedient for computing the expected credit loss allowance for trade receivables as per material accounting policy - Impairment of financial asset and as mentioned in Note 45. Impairment of Financial Assets.

3. Refer Note 15 and Note 19 for the details of trade receivables pledged as security against loan.

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 7. Current Financial Assets - Trade Receivables (Contd..)

(₹ in Lakh)

| Particulars  | Unbilled Dues | Not Due*         | Outstanding for following periods from due date of payment as at |                   |              |                 |                   | Total            |
|--|---------------|------------------|--|-------------------|--------------|-----------------|-------------------|------------------|
|  |               |                  | March 31, 2024   |                   |              |                 |                   |                  |
|  |               |                  | Less than 6 months   | 6 months - 1 year | 1-2 years    | 2-3 years       | More than 3 years |                  |
| (i) Undisputed Trade Receivables - considered good                                 | -             | 23,857.15        | 15,200.41  | 2,826.86          | 45.94        | -               | 0.52              | 41,930.88        |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | -             | -                | -  | -                 | -            | -               | -                 | -                |
| (iii) Undisputed Trade Receivables - credit impaired                               | -             | -                | -  | 36.88             | 9.35         | 1.44            | 341.04            | 388.71           |
| (iv) Disputed Trade Receivables - considered good                                  | -             | -                | -  | -                 | -            | -               | -                 | -                |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -             | -                | -  | -                 | -            | -               | -                 | -                |
| (vi) Disputed Trade Receivables - credit impaired                                  | -             | -                | -  | -                 | -            | 1,252.32        | -                 | 1,252.32         |
| <b>Total</b>   | <b>-</b>      | <b>23,857.15</b> | <b>15,200.41</b>   | <b>2,863.74</b>   | <b>55.29</b> | <b>1,253.76</b> | <b>341.56</b>     | <b>43,571.91</b> |

(₹ in Lakh)

| Particulars  | Unbilled Dues | Not Due*         | Outstanding for following periods from due date of payment as at |                   |                 |               |                   | Total            |
|--|---------------|------------------|--|-------------------|-----------------|---------------|-------------------|------------------|
|  |               |                  | March 31, 2023   |                   |                 |               |                   |                  |
|  |               |                  | Less than 6 months   | 6 months - 1 year | 1-2 years       | 2-3 years     | More than 3 years |                  |
| (i) Undisputed Trade Receivables - considered good                                 | -             | 21,998.70        | 11,960.89  | 4,731.35          | 3,335.06        | 24.91         | 0.33              | 42,051.24        |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | -             | -                | -  | -                 | -               | -             | -                 | -                |
| (iii) Undisputed Trade Receivables - credit impaired                               | -             | -                | 0.05   | 1.32              | -               | 2.07          | 378.70            | 382.14           |
| (iv) Disputed Trade Receivables - considered good                                  | -             | -                | -  | -                 | -               | -             | -                 | -                |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -             | -                | -  | -                 | -               | -             | -                 | -                |
| (vi) Disputed Trade Receivables - credit impaired                                  | -             | -                | -  | -                 | 203.23          | 809.21        | -                 | 1,012.44         |
| <b>Total</b>   | <b>-</b>      | <b>21,998.70</b> | <b>11,960.94</b>   | <b>4,732.67</b>   | <b>3,538.29</b> | <b>836.19</b> | <b>379.03</b>     | <b>43,445.82</b> |

\* Includes reinstatement of trade receivable balances as on March 31, 2024 and March 31, 2023

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 8. Current Financial Assets - Cash and Cash Equivalents

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| <b>Balances with Bank</b>                                |                      |                      |
| - In Current Account                                     | 1,371.14             | 1,860.53             |
| - Fixed Deposits with Bank - maturity less than 3 months | 14.15                | 1.45                 |
| Cash on hand   | 2.16                 | 2.88                 |
| <b>Total</b>   | <b>1,387.45</b>      | <b>1,864.86</b>      |

### Note 9. Current Financial Assets - Bank Balances other than Cash and Cash Equivalents

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| Fixed Deposits with Bank maturity more than 3 months but less than 12 months | 10,465.06            | 2,637.14             |
| Margin money Deposit (Security and Lien against Guarantee)                   | 5,009.56             | 3,875.86             |
| Earmarked balances with Bank in unpaid Dividend account                      | 69.81                | 82.78                |
| <b>Total</b>   | <b>15,544.43</b>     | <b>6,595.78</b>      |

- Refer Note 36 for additional details of margin money deposited with regards to bank guarantees given.

- In respect of these items the turnover is quick, the amounts are large and the maturities are short and hence cash flows from these items are shown on net basis.

### Note 10. Current Financial Assets - Loans

(₹ in Lakh)

| Particulars                        | As at March 31, 2024 | As at March 31, 2023 |
|------------------------------------|----------------------|----------------------|
| <b>Unsecured - Considered Good</b> |                      |                      |
| Loan to Related Parties            | 3,602.99             | 8,896.94             |
| Loan to Employees                  | -                    | 0.15                 |
| <b>Total</b>                       | <b>3,602.99</b>      | <b>8,897.09</b>      |

(i) Refer Note 39(B) Related party disclosures in accordance with the Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Ind AS 24.

(ii) The Company has not made any advances or given loans or invested funds out of borrowed funds and share premium.

(iii) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its Subsidiaries.

(iv) **Repayable on Demand as at March 31, 2024**

(₹ in Lakh)

| Type of Borrower | Amount of Loan outstanding | % to the Total Loans |
|------------------|----------------------------|----------------------|
| Promoters        | -                          | -                    |
| Directors        | -                          | -                    |
| KMPs             | -                          | -                    |
| Related Parties  | 3,602.99                   | 100.00%              |
| Others           | -                          | -                    |
| <b>Total</b>     | <b>3,602.99</b>            | <b>100.00%</b>       |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 10. Current Financial Assets - Loans (Contd..)

(v) Repayable on Demand as at March 31, 2023

(₹ in Lakh)

| Type of Borrower | Amount of Loan outstanding | % to the Total Loans |
|------------------|----------------------------|----------------------|
| Promoters        | -                          | -                    |
| Directors        | -                          | -                    |
| KMPs             | -                          | -                    |
| Related Parties  | 8,896.94                   | 99.99%               |
| Others           | 0.15                       | 0.01%                |
| <b>Total</b>     | <b>8,897.09</b>            | <b>100.00%</b>       |

## Note 11. Current Financial Assets - Others

(₹ in Lakh)

| Particulars                                     | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| <b>Unsecured - Considered Good</b>              |                      |                      |
| Export Benefit Receivable and Others            | 31.21                | 24.20                |
| Interest Accrued on Fixed Deposits and Advances | 1,932.85             | 1,191.76             |
| Gratuity Trust Bank Account                     | 45.05                | 5.17                 |
| <b>Total</b>                                    | <b>2,009.11</b>      | <b>1,221.13</b>      |

Refer Note 39 for Interest on loans to related parties

## Note 12. Other Current Assets

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| <b>Unsecured - Considered Good</b>                           |                      |                      |
| <b>Advances other than Capital Advances</b>                  |                      |                      |
| Advance given to Employees                                   | 0.89                 | 1.73                 |
| Advance given to Suppliers                                   | 1,800.81             | 2,930.50             |
| Balances with Government Authorities                         | 3,246.99             | 3,832.02             |
| Balances with Government Authorities - Deposit under Protest | 329.25               | -                    |
| Prepaid expenses   | 235.35               | 193.70               |
| <b>Total</b>   | <b>5,613.29</b>      | <b>6,957.95</b>      |

## Note 13. Share Capital

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| <b>A) Authorised</b>   |                      |                      |
| 15,00,00,000 (March 31, 2023 - 15,00,00,000) Equity Shares of ₹ 1/- each             | 1,500.00             | 1,500.00             |
|  | <b>1,500.00</b>      | <b>1,500.00</b>      |
| <b>B) Issued, Subscribed and Paid up</b>   |                      |                      |
| 10,46,90,822 (March 31, 2023 - 10,41,52,672) Equity Shares of ₹ 1/- each, fully paid | 1,046.91             | 1,041.53             |
| <b>Total</b>   | <b>1,046.91</b>      | <b>1,041.53</b>      |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 13. Share Capital (Contd..)

(₹ in Lakh)

| C) Reconciliation of opening and closing Equity Share Capital                    | As at March 31, 2024 |                 | As at March 31, 2023 |                 |
|--|----------------------|-----------------|----------------------|-----------------|
|  | No of Shares         | Amount          | No of Shares         | Amount          |
| Opening Balance  | 10,41,52,672         | 1,041.53        | 10,36,77,922         | 1,036.78        |
| Increase during the year on account of exercise of Employee Stock Options (ESOP) | 5,38,150             | 5.38            | 4,74,750             | 4.75            |
| <b>Closing Balance</b>   | <b>10,46,90,822</b>  | <b>1,046.91</b> | <b>10,41,52,672</b>  | <b>1,041.53</b> |

| D) Details of Shareholders holding more than 5% Shares in the Company | As at March 31, 2024 |           | As at March 31, 2023 |           |
|---|----------------------|-----------|----------------------|-----------|
|   | No of Shares held    | % Holding | No of Shares held    | % Holding |
| 1. Narsimha Shibroor Kamath   | 3,19,57,024          | 30.53     | 3,19,57,024          | 30.68     |
| 2. Arian Investment Ltd   | 98,57,361            | 9.42      | 98,57,361            | 9.46      |
| 3. LIC of India   | 69,01,355            | 6.59      | 69,01,355            | 6.63      |
| 4. Gulbarga Trading and Investment Pvt Ltd                            | 58,37,000            | 5.58      | 58,37,000            | 5.60      |

| E) Details of Shares held by Promoters | As at March 31, 2024 |                   | As at March 31, 2023 |                   | % Change during the year* |
|--|----------------------|-------------------|----------------------|-------------------|---------------------------|
|  | No of Shares held    | % of total Shares | No of Shares held    | % of total Shares |                           |
| 1. Narsimha Shibroor Kamath            | 3,19,57,024          | 30.53             | 3,19,57,024          | 30.68             | (0.15)                    |
| 2. Shruti Vishal Rao                   | 21,10,000            | 2.02              | 21,10,000            | 2.03              | (0.01)                    |
| 3. Vibha Gagan Sharma                  | 24,75,000            | 2.36              | 23,60,000            | 2.27              | 0.09                      |

\*Change in Percentage (%) is based on Paid up capital at the end of the financial year.

F) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.

The Company has only one class of Equity Shares having a par value of ₹ 1 /- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, in proportion to the number of equity shares held by them.

G) The Company has reserved 60,00,000 Equity Shares of face value of ₹ 1 /- under Employee Stock Option Plan-2019. (Refer Note 38)

H) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

I) The Board of Directors in their meeting held on May 02, 2024 proposed a dividend of ₹ 0.50 per share (March 31, 2023 - ₹ 0.50 per share).

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 14. Other Equity

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Share Application Money Pending Allotment</b>  |                         |                         |
| At the beginning of the year  | -                       | -                       |
| Add: Application Money received on Exercise of Shares                                   | 234.95                  | 204.14                  |
| Less: Allotment of Shares during the year   | (231.40)                | (204.14)                |
| <b>Closing Balance at the end of the year</b>   | <b>3.55</b>             | <b>-</b>                |
| <b>Securities Premium</b>   |                         |                         |
| At the beginning of the year  | 2,699.44                | 2,127.68                |
| Add: Additions during the year  | 617.00                  | 571.76                  |
| <b>Closing Balance at the end of the year</b>   | <b>3,316.44</b>         | <b>2,699.44</b>         |
| <b>General Reserve</b>  |                         |                         |
| At the beginning of the year  | 4,451.34                | 4,451.34                |
| Add: Additions during the year  | -                       | -                       |
| <b>Closing Balance at the end of the year</b>   | <b>4,451.34</b>         | <b>4,451.34</b>         |
| <b>Share Options Outstanding Account</b>  |                         |                         |
| At the beginning of the year  | 889.47                  | 993.80                  |
| Add: Recognition of Share-Based payments  | 381.57                  | 390.43                  |
| Less: Allotment of Shares during the year   | (390.99)                | (372.35)                |
| Less: Derecognition on account of Lapsed Shares   | (111.11)                | (122.41)                |
| <b>Closing Balance at the end of the year</b>   | <b>768.94</b>           | <b>889.47</b>           |
| <b>Surplus in Statement of Profit and Loss</b>  |                         |                         |
| At the beginning of the year  | 84,618.08               | 76,533.47               |
| Add : Profit for the year   | 5,064.49                | 8,547.86                |
| Add : Transferred from Share Option Outstanding account to Profit and Loss              | 111.11                  | 122.41                  |
| Add/Less : Actuarial gains and losses of Defined Benefit Plans (including Deferred Tax) | (15.36)                 | (66.62)                 |
| <b>Net Profit available for appropriation</b>   | <b>89,778.32</b>        | <b>85,137.12</b>        |
| Less: allocations and appropriations  |                         |                         |
| - Dividends   | (521.12)                | (519.04)                |
| <b>Closing Balance at the end of the year</b>   | <b>89,257.20</b>        | <b>84,618.08</b>        |
| <b>Total</b>  | <b>97,797.47</b>        | <b>92,658.33</b>        |

### Nature and Purpose of Reserves:

#### (i) Securities Premium

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

#### (ii) General Reserve

The general reserve is a free reserve, retained from Company's profits. The reserves can be utilised as per the provisions of the Companies Act, 2013.

#### (iii) Share Options Outstanding Account

The share options outstanding account relates to share options granted by the Company to its employees under its employee share option plan.

#### (iv) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends, or other distributions paid to shareholders.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 15. Non-Current Financial Liabilities - Borrowings

| Particulars          | (₹ in Lakh)             |                         |
|----------------------|-------------------------|-------------------------|
|                      | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Secured</b>       |                         |                         |
| Term Loan from Banks | 3,509.53                | 4,068.97                |
| <b>Total</b>         | <b>3,509.53</b>         | <b>4,068.97</b>         |

### 1. Term Loan from Banks

a) Includes foreign currency term loan of ₹ 3,238.27 Lakh (As at March 31, 2023 - ₹ 4,206.01 Lakh) including current maturities of ₹ 996.39 Lakh (As at March 31, 2023 - ₹ 989.65 Lakh) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- i) Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- ii) Lien mark on FD amounting to ₹ 1,000 Lakh.
- iii) Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.5%. The loan is repayable in quarterly installments till April, 2027.

b) Includes additional foreign currency term loan of ₹ 1,858.39 Lakh (As at March 31, 2023- ₹ 999.29 Lakh) including current maturities of ₹ 590.74 Lakh (As at March 31, 2023 - ₹ 146.69 Lakh) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- i) Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- ii) Lien mark on FD amounting to ₹ 1,000 Lakh.
- iii) Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.75%. The loan is repayable in quarterly installments starting from March, 2024 till May, 2027.

c) Includes foreign currency term loan of ₹ 392.64 Lakh (As at March 31, 2023- Nil) including current maturities of ₹ 392.64 Lakh (As at March 31, 2023 - Nil) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- i) Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- ii) Lien mark on Fixed deposit amounting to ₹ 1,000 Lakh.
- iii) Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.45%. The loan is repayable in quarterly installments starting from September, 2024.

d) Term loans were applied for the purpose for which the loans were obtained.

2. The loans from bank are also secured by personal guarantee of Mr. Gagan Harsh Sharma, Managing Director of the Company.

3. Quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

4. The Company is not declared as wilful defaulter by any bank or financial institution or any other lender.

5. There are no pending registration of charges or satisfaction of charges with pending with Registrar of Companies.

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 16. Non-Current Financial Liabilities - Lease Liabilities

| Particulars                       | (₹ in Lakh)             |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Lease Liabilities (Refer Note 40) | 923.74                  | 255.61                  |
| <b>Total</b>                      | <b>923.74</b>           | <b>255.61</b>           |

### Note 17. Non-Current - Provisions

| Particulars                     | (₹ in Lakh)             |                         |
|---------------------------------|-------------------------|-------------------------|
|                                 | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Provision for Employee Benefits | 246.97                  | 260.64                  |
| <b>Total</b>                    | <b>246.97</b>           | <b>260.64</b>           |

- Refer Note 37 for additional details of Employee Benefits

### Note 18. Deferred Tax Liabilities (Net)

| Particulars                                 | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Deferred Tax Liability</b>               |                         |                         |
| Depreciation / Impairment                   | 2,020.66                | 1,712.27                |
|   | <b>2,020.66</b>         | <b>1,712.27</b>         |
| <b>Deferred Tax Asset</b>                   |                         |                         |
| ECL provision                               | 911.35                  | 890.87                  |
| MTM on Forward Contract                     | 45.82                   | 229.22                  |
| Employee Benefit Asset                      | 62.16                   | 65.60                   |
| Investments                                 | 1,034.06                | -                       |
| Others                                      | 378.92                  | 178.14                  |
|   | <b>2,432.31</b>         | <b>1,363.83</b>         |
| <b>Net Deferred Tax (Asset) / Liability</b> | <b>(411.65)</b>         | <b>348.44</b>           |

### Note 19. Current Financial Liabilities - Borrowings

| Particulars                                | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Secured</b>                             |                         |                         |
| <b>From Banks</b>                          |                         |                         |
| Packing Credit/Export Bill Discounting     | 1,073.86                | 2,502.50                |
| Current Maturities of Long term Borrowings | 1,979.77                | 1,136.34                |
| <b>Total</b>                               | <b>3,053.63</b>         | <b>3,638.84</b>         |

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 19. Current Financial Liabilities - Borrowings (Contd..)

- Secured loans from banks include working capital loans secured by exclusive charge by way of hypothecation of entire current assets of the Company.
- First pari passu charge on Plots 10 & 11, Aliyali Village, Palghar (West); Plot 12, Aliyali Village, Palghar (West).
- Second charge on immovable and movable fixed assets of the Company both present and future.
- Exclusive charge on the fixed deposits ₹ 1,200 Lakh as margin for pre and post shipment limits along with Non fund based facilities.
- The loans are also secured by personal guarantee of Mr. Gagan Harsh Shama, Managing Director of the Company.
- The Company has taken working capital loans at interest ranging from 4.40% to 6.74% per annum.
- Includes foreign bill discounting limits with Federal bank which are secured against the foreign debtors.
- It includes packing credit limit which is also secured by inventory and books debts of the Company.
- Quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.
- The Company is not declared as wilful defaulter by any bank or financial institution or any other lender.
- The Company has not utilised any funds raised on short term basis for long term purpose.
- The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

### Note 20. Current Financial Liabilities - Lease Liabilities

| Particulars                       | (₹ in Lakh)             |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Lease Liabilities (Refer Note 40) | 263.48                  | 93.60                   |
| <b>Total</b>                      | <b>263.48</b>           | <b>93.60</b>            |

### Note 21. Current Financial Liabilities - Trade Payables

| Particulars  | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| (A) Outstanding dues of Micro enterprises and Small enterprises                      | 833.91                  | 534.92                  |
| (B) Outstanding dues of creditors other than Micro enterprises and Small enterprises | 4,612.69                | 7,052.54                |
| <b>Total</b>   | <b>5,446.60</b>         | <b>7,587.46</b>         |

(i) Refer Note 42 for additional details on outstanding dues from micro and small enterprises.

(ii) Ageing as at March 31, 2024

| Particulars                 | Outstanding for following periods from due date of payment |                 |                  |              |              |                   | Total           |
|-----------------------------|--|-----------------|------------------|--------------|--------------|-------------------|-----------------|
|                             | Unbilled Dues  | Not Due         | Less than 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) MSME                    | -  | 816.86          | 15.74            | 1.31         | -            | -                 | 833.91          |
| (ii) Others                 | 482.99   | 4,024.09        | 64.84            | 11.21        | 25.68        | 3.88              | 4,612.69        |
| (iii) Disputed Dues - MSMEs | -  | -               | -                | -            | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -               | -                | -            | -            | -                 | -               |
| <b>Total</b>                | <b>482.99</b>  | <b>4,840.95</b> | <b>80.58</b>     | <b>12.52</b> | <b>25.68</b> | <b>3.88</b>       | <b>5,446.60</b> |



## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 21. Current Financial Liabilities - Trade Payables (Contd..)

(iii) Ageing as at March 31, 2023

(₹ in Lakh)

| Particulars                 | Outstanding for following periods from due date of payment |                 |                  |              |              |                   | Total           |
|-----------------------------|--|-----------------|------------------|--------------|--------------|-------------------|-----------------|
|                             | Unbilled Dues  | Not Due         | Less than 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) MSME                    | -  | 396.15          | 138.69           | 0.08         | -            | -                 | 534.92          |
| (ii) Others                 | 261.43   | 4,852.73        | 1,865.59         | 27.20        | 41.83        | 3.76              | 7,052.54        |
| (iii) Disputed Dues - MSMEs | -  | -               | -                | -            | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -               | -                | -            | -            | -                 | -               |
| <b>Total</b>                | <b>261.43</b>  | <b>5,248.88</b> | <b>2,004.28</b>  | <b>27.28</b> | <b>41.83</b> | <b>3.76</b>       | <b>7,587.46</b> |

### Note 22. Current Financial Liabilities - Others

(₹ in Lakh)

| Particulars                                | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| Interest accrued but not due on Borrowings | 9.16                 | 5.59                 |
| Unclaimed Dividend*                        | 69.77                | 82.74                |
| Capital Creditors                          | 344.39               | 2,272.68             |
| Security Deposit                           | 1.00                 | 1.00                 |
| Employee Related Payables                  | 298.16               | 255.85               |
| Deferred Revenue                           | 34.60                | 31.64                |
| Other Payables                             | 1,494.84             | 823.66               |
| <b>Total</b>                               | <b>2,251.92</b>      | <b>3,473.16</b>      |

\* No amount is due at the end of the period for credit to Investor Education and Protection Fund.

### Note 23. Other Current Liabilities

(₹ in Lakh)

| Particulars                               | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| Income received in Advance from Customers | 423.29               | 153.68               |
| Dues to Government Authorities            | 167.76               | 145.51               |
| <b>Other Liabilities</b>                  |                      |                      |
| Employee Related Payables                 | 6.67                 | 6.11                 |
| Other Advances                            | 63.73                | 63.73                |
| <b>Total</b>                              | <b>661.45</b>        | <b>369.03</b>        |

### Note 24. Revenue from Operations

(₹ in Lakh)

| Particulars                           | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| Sale of Goods including Trading Sales | 60,018.43                         | 59,443.74                         |
| Sale of Services                      | 179.79                            | 115.21                            |
| <b>Other Operating Revenues</b>       |                                   |                                   |
| - Export Incentives                   | 347.75                            | 275.00                            |
| <b>Total</b>                          | <b>60,545.97</b>                  | <b>59,833.95</b>                  |

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 25. Other Income

(₹ in Lakh)

| Particulars  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| <b>Interest Income</b>                                   |                                   |                                   |
| - On Bank FD   | 961.72                            | 610.02                            |
| - On Loans and Advances                                  | 376.22                            | 404.55                            |
| <b>Dividend Income</b>                                   |                                   |                                   |
| - Dividend Income on Non-Current Investment - Subsidiary | 12.60                             | 12.60                             |
| <b>Other Non-Operating Income, Net</b>                   |                                   |                                   |
| - Gain on Foreign Exchange translation (net)             | 1,515.82                          | 3,832.74                          |
| - Gain on Sale of Assets (net)                           | 33.78                             | 36.51                             |
| - Others   | 449.91                            | 180.21                            |
| <b>Total</b>   | <b>3,350.05</b>                   | <b>5,076.63</b>                   |

Refer Note 39 for Interest on loans to related parties

### Note 26. Cost of Raw Materials Consumed

(₹ in Lakh)

| Particulars                                    | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| - Raw Materials                                | 4,295.77                          | 3,840.74                          |
| - Packing Materials                            | 1,084.55                          | 1,054.78                          |
| - Others                                       | 301.02                            | 257.81                            |
| <b>Opening Stock RM + Packing + Others (a)</b> | <b>5,681.34</b>                   | <b>5,153.33</b>                   |
| Add: Purchase (b)                              | 31,476.64                         | 29,893.73                         |
| <b>Sub-Total (c = a+b)</b>                     | <b>37,157.98</b>                  | <b>35,047.06</b>                  |
| - Raw Materials                                | 4,982.55                          | 4,295.77                          |
| - Packing Materials                            | 1,366.81                          | 1,084.55                          |
| - Others                                       | 225.85                            | 301.02                            |
| <b>Closing Stock RM + Packing + Others (d)</b> | <b>6,575.21</b>                   | <b>5,681.34</b>                   |
| <b>Total (c-d)</b>                             | <b>30,582.77</b>                  | <b>29,365.72</b>                  |

### Note 27. Changes in Inventories of Finished Goods/WIP/Stock-in-Trade

(₹ in Lakh)

| Particulars                         | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| <b>Opening Stock of</b>             |                                   |                                   |
| - Work-in-Progress                  | 364.61                            | 770.61                            |
| - Finished Products Produced        | 1,366.97                          | 3,085.12                          |
| - Stock-in-Trade                    | 2.32                              | 2.32                              |
|                                     | <b>1,733.90</b>                   | <b>3,858.05</b>                   |
| <b>Less: Closing Stock of</b>       |                                   |                                   |
| - Work-in-Progress                  | 537.55                            | 364.61                            |
| - Finished Products Produced        | 1,830.21                          | 1,366.97                          |
| - Stock-in-Trade                    | 2.32                              | 2.32                              |
|                                     | <b>2,370.08</b>                   | <b>1,733.90</b>                   |
| <b>Decrease/(Increase) in Stock</b> | <b>(636.18)</b>                   | <b>2,124.15</b>                   |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 28. Employee Benefit Expenses

| Particulars                               | (₹ in Lakh)                          |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Salaries and Wages                        | 7,160.63                             | 6,244.05                             |
| Contribution to Provident and Other Funds | 361.54                               | 308.93                               |
| Gratuity expense                          | 104.39                               | 76.28                                |
| Share Based Payment to Employees          | 381.57                               | 390.43                               |
| Staff Welfare expenses                    | 251.02                               | 234.47                               |
| <b>Total</b>                              | <b>8,259.15</b>                      | <b>7,254.16</b>                      |

- Refer Note 37 and Note 38 for additional details of employee benefits.

## Note 29. Finance Costs

| Particulars   | (₹ in Lakh)                          |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Interest on Term Loans  | 290.40                               | 192.32                               |
| Interest on Other Loans   | 81.50                                | 72.31                                |
| Interest on Lease Liabilities                                     | 85.74                                | 35.87                                |
| Exchange differences regarded as an adjustment to Borrowing costs | 48.90                                | 661.91                               |
| Finance charges   | 74.07                                | 43.24                                |
| <b>Total</b>  | <b>580.61</b>                        | <b>1,005.65</b>                      |

- Refer Note 40 for detailed disclosure of interest on lease liabilities.

## Note 30. Other Expenses

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Power and Fuel   | 881.20                               | 579.51                               |
| Rent (including Lease Rentals)                           | 40.28                                | 47.52                                |
| Rates and Taxes  | 62.40                                | 57.72                                |
| Insurance  | 128.52                               | 102.55                               |
| Repairs and Maintenance                                  |                                      |                                      |
| - Machinery  | 129.20                               | 98.96                                |
| - Others   | 1,596.10                             | 1,010.40                             |
| Postage, Telephone and Communication                     | 52.90                                | 59.86                                |
| Legal and Professional charges                           | 436.18                               | 336.04                               |
| Advertisement  | 99.29                                | 50.21                                |
| Freight outward  | 2,304.89                             | 3,295.53                             |
| Sales Promotion expenses                                 | 471.61                               | 253.40                               |
| Business Development expenses                            | 2,636.52                             | 2,050.49                             |
| Travelling and Conveyance expenses                       | 390.62                               | 438.97                               |
| Auditors' Remuneration (Refer Note 47)                   | 38.63                                | 33.71                                |
| Director's Sitting fees                                  | 11.25                                | 11.25                                |
| Donations and Contributions                              | 74.02                                | 67.57                                |
| Bad Debts  | 1,051.42                             | 208.29                               |
| Reserve for Doubtful Debts                               | 246.45                               | 1,394.58                             |
| ECL expenses   | (165.08)                             | 677.76                               |
| Corporate Social Responsibility expenses (Refer Note 48) | 211.54                               | 238.72                               |
| Miscellaneous expenses                                   | 925.42                               | 1,061.36                             |
| <b>Total</b>   | <b>11,623.36</b>                     | <b>12,074.40</b>                     |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 31. Reconciliation of Accounting Profit and Tax Expense

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Profit before Taxes  | 7,025.77                             | 11,569.22                            |
| Indian statutory income tax rate   | 25.168%                              | 25.168%                              |
| Expected income tax expense  | 1,768.25                             | 2,911.74                             |
| <b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense</b> |                                      |                                      |
| Deductions, exemptions and non-taxable items   | (30.01)                              | (18.40)                              |
| Non-deductible expenses for tax purpose  | 136.30                               | 106.69                               |
| Interest on income tax   |                                      | 18.85                                |
| Taxation adjustment of earlier years   | 82.66                                | -                                    |
| Others   | 4.08                                 | 2.48                                 |
| Current tax expenses (Current tax, Earlier tax and Deferred tax)   | 1,961.28                             | 3,021.36                             |

## Note 32. Earning per Share

Basic Earning per Share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted Earnings per Share is calculated by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Diluted potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

Numbers used for calculating Basic and Diluted Earning per Share are as stated below:

| Particulars  | As at          | As at          |
|--|----------------|----------------|
|  | March 31, 2024 | March 31, 2023 |
| Profit after Tax as per Statement of Profit and Loss (₹ in Lakh) | 5,064.49       | 8,547.86       |
| Weighted number of Shares for Basic EPS                          | 10,43,14,237   | 10,38,05,625   |
| Weighted number of Shares for Diluted EPS                        | 10,60,71,737   | 10,54,78,875   |
| Basic EPS (Equity Shares of ₹ 1/- each)                          | 4.85           | 8.23           |
| Diluted EPS (Equity Shares of ₹ 1/- each)                        | 4.77           | 8.10           |

A reconciliation of the Equity Shares used in the computation of Basic and Diluted Earnings per Equity Share is as follows:

| Particulars   | As at          | As at          |
|---|----------------|----------------|
|   | March 31, 2024 | March 31, 2023 |
| Basic Earnings per Equity Share - weighted average number of Equity Shares outstanding                                | 10,43,14,237   | 10,38,05,625   |
| Effect of Dilutive common equivalent Shares - Share options outstanding   | 17,57,500      | 16,73,250      |
| Diluted Earnings per Equity Share - weighted average number of Equity Shares and common equivalent Shares outstanding | 10,60,71,737   | 10,54,78,875   |

## Note 33. Fair Value Measurements

### a. Accounting Classification and Fair Values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair valuation information for financial assets and financial liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 33. Fair Value Measurements (Contd..)

(₹ in Lakh)

| Sr. No. | Particulars   | As at March 31, 2024 |               |                  | As at March 31, 2023 |                 |                  |
|---------|---|----------------------|---------------|------------------|----------------------|-----------------|------------------|
|         |   | FVOCI                | FVTPL         | Amortised Cost   | FVOCI                | FVTPL           | Amortised Cost   |
|         | <b>Financial Assets (other than investment in Subsidiaries)</b> |                      |               |                  |                      |                 |                  |
| (A)     | <b>Non-Current Assets</b>                                       |                      |               |                  |                      |                 |                  |
| 1       | Other Financial Assets  | -                    | -             | 585.13           | -                    | -               | 4,748.72         |
| (B)     | <b>Current Assets</b>   |                      |               |                  |                      |                 |                  |
| 1       | Trade Receivables   | -                    | 461.13        | 39,489.70        | -                    | (199.25)        | 40,105.36        |
| 2       | Cash and Cash Equivalents                                       | -                    | -             | 1,387.45         | -                    | -               | 1,864.86         |
| 3       | Other Bank balances   | -                    | -             | 15,544.43        | -                    | -               | 6,595.78         |
| 4       | Loans   | -                    | -             | 3,602.99         | -                    | -               | 8,897.09         |
| 5       | Other Financial Assets  | -                    | -             | 2,009.11         | -                    | -               | 1,221.13         |
|         | <b>Total Financial Assets</b>                                   | -                    | <b>461.13</b> | <b>62,618.81</b> | -                    | <b>(199.25)</b> | <b>63,432.94</b> |
|         | <b>Financial Liabilities</b>                                    |                      |               |                  |                      |                 |                  |
| (A)     | <b>Non-Current Liabilities</b>                                  |                      |               |                  |                      |                 |                  |
| 1       | Borrowings  | -                    | -             | 3,509.53         | -                    | -               | 4,068.97         |
| 2       | Lease Liabilities   | -                    | -             | 923.74           | -                    | -               | 255.61           |
| (B)     | <b>Current Liabilities</b>                                      |                      |               |                  |                      |                 |                  |
| 1       | Borrowings  | -                    | -             | 3,053.63         | -                    | -               | 3,638.84         |
| 2       | Lease Liabilities   | -                    | -             | 263.48           | -                    | -               | 93.60            |
| 3       | Trade Payables  | -                    | -             | 5,446.60         | -                    | -               | 7,587.46         |
| 4       | Other Financial Liabilities                                     | -                    | -             | 2,251.92         | -                    | -               | 3,473.16         |
|         | <b>Total Financial Liabilities</b>                              | -                    | -             | <b>15,448.90</b> | -                    | -               | <b>19,117.64</b> |

- b. The above table excludes investments in Subsidiaries amounting to ₹ 1,868.95 Lakh (March 31, 2023 ₹ 1,825.68 Lakh) measured at amortised cost net of provision for impairment in the value of investments.

### Fair Value Hierarchy and Measurement of Fair Value

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent in both years.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. The Company doesn't have investment in equity instruments that have quoted price.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments in the level 2 category for the Company include forward exchange contract derivatives.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in this level. Instruments in level 3 category for the Company include unquoted equity shares.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 33. Fair Value Measurements (Contd..)

Financial Assets and Liabilities measured at Fair Value at each reporting date:

(₹ in Lakh)

| Particulars  | As at March 31, 2024 |         |         | As at March 31, 2023 |          |         |
|--|----------------------|---------|---------|----------------------|----------|---------|
|  | Level 1              | Level 2 | Level 3 | Level 1              | Level 2  | Level 3 |
| Financial Instrument (other than investment in Subsidiaries) |                      |         |         |                      |          |         |
| Derivative Financial Asset/ (Liabilities)                    | -                    | 461.13  | -       | -                    | (199.25) | -       |

### Fair Value for Assets Measured at Amortised Cost

During the years mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of trade receivables, cash and cash equivalents, and other bank balances, current loans, other current financial assets, current borrowings, trade payables and other financial liabilities are considered to be approximately equal to the fair value.

The fair values disclosed above are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

### Valuation Process

The Company evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available. Also, the Company internally evaluates the valuation process and obtains independent price validation for certain instruments wherever necessary.

## Note 34 (I). Financial Risk Management

The Company's business activities are exposed to credit risk, liquidity risk and market risks. Market risks comprises of interest rate risks, foreign currency risk and price risk management. The Company's senior management and key management personnel have the ultimate responsibility for managing these risks faced by the Company, to set appropriate risk limits, to control and monitor risks and adherence to these limits. Risk management policies and system are reviewed regularly to reflect changes in market conditions and Company's activities. Further, the Audit Committee undertakes regular review of risk management controls and procedures.

### A. Credit Risk Management

The Company is exposed to credit risk from loans to Group companies, bank balances, security deposits, investments measured at amortised cost, trade receivables and other current financial assets.

Credit risk arises from cash and bank balances, current and non-current loans, trade receivables and other financial assets measured at amortised cost.

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed.

The Company periodically assesses the financial reliability of the counter party, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual limits are set accordingly. Investments at Amortised Cost are strategic investments in associated lines of business activity, the Company closely monitors the performance of these Companies.

Bank deposits are placed with reputed banks/financial institutions. Hence, there is no significant credit risk on such fixed deposits.

Loans and other deposits are mostly placed with Group companies and government authorities hence the risk of credit loss is negligible. Loans to Group companies are reassessed at every reporting dates. The loans are extended for business activities.

**Trade Receivable:** The Company trades with recognised and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis and any significant risk to the Company's exposure, if identified, is further analysed for the purpose of provisioning/impairment in the books of accounts. The Company has computed credit loss allowances based on expected credit loss model, which excludes transactions with subsidiaries. Also, the Company does not enter into sales transaction with customers having credit loss history. There are no significant credit risks with related parties of the Company. The Company is exposed to credit risk in the event of non-payment by customers. Also, credit risk in some of cases are mitigated by letter of credit/advances from the customer.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 34 (I). Financial Risk Management (Contd..)

### B. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities.

- Borrowings, trade payables and other financial liabilities.

#### Liquidity Risk Management

The Company manages its liquidity risk by regularly monitoring its rolling cash flow forecasts. The Company's operations provide a natural liquidity of receivables against payments due to creditors. Borrowings are managed through credit facilities agreed with the Banks, internal accruals and realisation of liquid assets. In the event of cash shortfalls, the Company approaches the lenders for a suitable term extension.

#### Maturities of Financial Liabilities

(₹ in Lakh)

| As at March 31, 2024        | Due before Year 1 | Due in Year 1 to 2 | Due in Year 3 to 5 | Due after Year 5 | Total            |
|-----------------------------|-------------------|--------------------|--------------------|------------------|------------------|
| Trade Payables              | 5,446.60          | -                  | -                  | -                | 5,446.60         |
| Borrowings                  | 3,053.63          | 1,587.13           | 1,922.40           | -                | 6,563.16         |
| Lease Liabilities           | 263.48            | 303.13             | 620.61             | -                | 1,187.22         |
| Other Financial Liabilities | 2,251.92          | -                  | -                  | -                | 2,251.92         |
| <b>Total</b>                | <b>11,015.63</b>  | <b>1,890.26</b>    | <b>2,543.01</b>    | <b>-</b>         | <b>15,448.90</b> |

(₹ in Lakh)

| As at March 31, 2023        | Due before Year 1 | Due in Year 1 to 2 | Due in Year 3 to 5 | Due after Year 5 | Total            |
|-----------------------------|-------------------|--------------------|--------------------|------------------|------------------|
| Trade Payables              | 7,587.46          | -                  | -                  | -                | 7,587.46         |
| Borrowings                  | 3,638.84          | 1,576.40           | 2,245.16           | 247.41           | 7,707.81         |
| Lease Liabilities           | 93.60             | 104.32             | 151.29             | -                | 349.21           |
| Other Financial Liabilities | 3,473.16          | -                  | -                  | -                | 3,473.16         |
| <b>Total</b>                | <b>14,793.06</b>  | <b>1,680.72</b>    | <b>2,396.45</b>    | <b>247.41</b>    | <b>19,117.64</b> |

### C. Market Risk

Market risk is the risk that the fair value of future cash flows of financial instrument will fluctuate because of changes in market prices.

#### (i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of floating interest-bearing borrowings will fluctuate because of fluctuations in the interest rates.

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| <b>(A) Borrowings at Floating interest rate</b>      |                      |                      |
| Borrowings   | 4,583.39             | 6,571.47             |
| Current Maturities of Non-Current Borrowings         | 1,979.77             | 1,136.34             |
| <b>Total Borrowing at Floating interest rate (A)</b> | <b>6,563.16</b>      | <b>7,707.81</b>      |
| <b>(B) Borrowings at Fixed interest rate</b>         |                      |                      |
| Current Borrowing                                    | -                    | -                    |
| <b>Total Borrowing at Fixed interest rate (B)</b>    | <b>-</b>             | <b>-</b>             |
| <b>Total Borrowings (A+B)</b>                        | <b>6,563.16</b>      | <b>7,707.81</b>      |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 34 (I). Financial Risk Management (Contd..)

The exposure of the Company's borrowings to the interest rate risk at the end of the reporting period is mentioned below:

(₹ in Lakh)

| Particulars  | Impact on Profit or (Loss) Statement |                 |
|--|--------------------------------------|-----------------|
|  | 50 bps increase                      | 50 bps decrease |
| <b>Cash Flow sensitivity (net)</b>                           |                                      |                 |
| Variable-rate Borrowings for the period ended March 31, 2024 | 32.82                                | (32.82)         |
| Variable-rate Borrowings for the period ended March 31, 2023 | 38.54                                | (38.54)         |

#### (ii) Foreign Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency receivables and payables. The foreign currency exposures are to USD, EURO, GBP and PHP.

#### Foreign Currency Risk Management

Considering the time duration of exposures, the Company believes that there will be no significant impact on account of fluctuation in exchange rates.

#### Financial and Derivative Instrument

The Company has entered into Forward Exchange Contracts (being a derivative instrument), which are not intended for trading or speculative purpose, but are for hedge purpose, to establish the amount of reporting currency required or available at the settlement date of certain receivables. The sell contracts outstanding as on March 31, 2024 are USD 215.00 Lakh (As at March 31, 2023 USD 267.00 Lakh) and Euro 62.00 Lakh (As at March 31, 2023 Euro 4.00 Lakh) with INR as cross currency.

Foreign Currency exposure, which is hedged as at the end of the year is:

(₹ in Lakh)

| Particulars                        | As at March 31, 2024 |           | As at March 31, 2023 |           |
|------------------------------------|----------------------|-----------|----------------------|-----------|
| Forward Contracts to sell USD/INR  | US\$ 215.00          | 18,266.97 | US\$ 267.00          | 22,164.82 |
| Forward Contracts to sell EURO/INR | € 62.00              | 5,881.70  | € 4.00               | 347.60    |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 34 (I). Financial Risk Management (Contd..)

(₹ in Lakh)

| Currencies            | Financial Assets |                     |                   |                        | Financial Liabilities |                | Forward   | Net Exposure Assets/(Liability) |
|-----------------------|------------------|---------------------|-------------------|------------------------|-----------------------|----------------|-----------|---------------------------------|
|                       | Loans            | Interest Receivable | Trade Receivables | Other Financial Assets | Borrowings            | Trade Payables |           |                                 |
| <b>March 31, 2024</b> |                  |                     |                   |                        |                       |                |           |                                 |
| USD                   | 3,582.05         | 1,044.17            | 33,668.71         | 641.47                 | 1,073.86              | 1,009.81       | 18,266.97 | 18,585.76                       |
| GBP                   | 20.94            | 4.52                | -                 | -                      | -                     | -              | -         | 25.46                           |
| EURO                  | -                | -                   | 7,565.00          | 115.07                 | 5,489.30              | 154.62         | 5,881.70  | (3,845.55)                      |
| <b>March 31, 2023</b> |                  |                     |                   |                        |                       |                |           |                                 |
| USD                   | 8,876.69         | 888.92              | 34,916.94         | 1,206.53               | 83.09                 | 1,660.99       | 22,164.82 | 21,980.18                       |
| GBP                   | 20.25            | 3.46                | -                 | -                      | -                     | -              | -         | 23.71                           |
| EURO                  | -                | -                   | 5,317.72          | 77.92                  | 7,624.72              | 936.53         | 347.60    | (3,513.21)                      |

### Sensitivity to Foreign Currency Risk

(₹ in Lakh)

| Particulars   | Impact on Statement of Profit and Loss (Before Tax) |                                   |
|---|---|-----------------------------------|
|   | For the year ended March 31, 2024                   | For the year ended March 31, 2023 |
|   | Net Gain/(Loss)                                     | Net Gain/(Loss)                   |
| <b>USD sensitivity</b>                              |   |                                   |
| INR/USD   |   |                                   |
| Increase by 1%                                      | 185.86  | 219.80                            |
| Decrease by 1%                                      | (185.86)  | (219.80)                          |
| <b>GBP sensitivity</b>                              |   |                                   |
| INR/GBP   |   |                                   |
| Increase by 1%                                      | 0.25  | 0.24                              |
| Decrease by 1%                                      | (0.25)  | (0.24)                            |
| <b>EURO sensitivity</b>                             |   |                                   |
| INR/EURO  |   |                                   |
| Increase by 1%                                      | (38.46)   | (35.13)                           |
| Decrease by 1%                                      | 38.46   | 35.13                             |
| <b>Total Impact of Foreign Currency Fluctuation</b> |   |                                   |
| <b>Increase by 1%</b>                               | <b>147.65</b>                                       | <b>184.91</b>                     |
| <b>Decrease by 1%</b>                               | <b>(147.65)</b>                                     | <b>(184.91)</b>                   |

### (iii) Price Risk Management

The Company holds investments in equity for strategic management purposes and classified in the balance sheet at amortised cost. The Company evaluates the performance of its investments on a periodic basis. Also, the investments have been placed for a long term objective and any deterioration for a temporary period is not taken into account while evaluating the performance of its investments.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 34 (II). Capital Risk Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The Company monitors capital using gearing ratio, which is total borrowing divided by total capital (equity plus net debt). Total borrowings are non-current and current borrowings. Equity comprises all components including other comprehensive income.

The capital composition is as follows:

(₹ in Lakh)

| Particulars                                    | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| Total Borrowing (a)                            | 6,563.16             | 7,707.81             |
| Total Equity (b)                               | 98,844.38            | 93,699.86            |
| Total Capital (Net Debt plus Total Equity) (c) | 1,05,407.54          | 1,01,407.67          |
| <b>Capital Gearing Ratio (a)/(c)</b>           | <b>6.23%</b>         | <b>7.60%</b>         |

## Note 35. Investments in Subsidiaries, Associates and Joint Ventures

Bliss GVS Pharma Ltd ('BGPL' or 'Company') has controlling interest, directly or through subsidiaries, step down subsidiaries in the following entities as at March 31, 2024.

| Name of the Subsidiary Company    | Nature                                 | Country of Incorporation     | % Shareholding  |  |
|-----------------------------------|--|------------------------------|---|--|
|                                   |  |                              | As at March 31, 2024  | As at March 31, 2023                           |
| Bliss GVS International Pte. Ltd. | Subsidiary                             | Singapore                    | 100%  | 100%   |
| Kremoint Pharma Pvt. Ltd.         | Subsidiary                             | India                        | 70%   | 70%  |
| Asterisk Lifesciences Ltd.        | Subsidiary                             | U.K.                         | 100%  | 100%   |
| Asterisk Lifesciences (GH) Ltd.   | Step Down Subsidiary (Refer Note 49 a) | Ghana                        | 100% held by Asterisk Lifesciences Ltd (UK) upto Feb 29, 2024<br>100% held by Bliss GVS International Pte. Ltd. w.e.f. Mar 01, 2024 | 100% held by Asterisk Lifesciences Ltd (UK)    |
| Greenlife Bliss Healthcare Ltd.   | Step Down Subsidiary                   | Nigeria                      | 51% held by Bliss GVS International Pte. Ltd.   | 51% held by Bliss GVS International Pte. Ltd.  |
| Asterisk Lifesciences DRC         | Step Down Subsidiary (Refer Note 49 b) | Democratic Republic of Congo | Loss of control w.e.f. Feb 19, 2024   | 100% held by Bliss GVS International Pte. Ltd. |
| Eipii Exports Pvt Ltd.            | Step Down Subsidiary                   | India                        | 70% held by Kremoint Pharma Pvt Ltd.  | 70% held by Kremoint Pharma Pvt Ltd.           |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 36. Capital Commitment and Contingent Liabilities

| Sr. No. | Particulars   | (₹ in Lakh)          |                      |
|---------|---|----------------------|----------------------|
|         |   | As at March 31, 2024 | As at March 31, 2023 |
| a.      | Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances)   | 4,964.04             | 745.46               |
| b.      | (i) Bank Guarantees issued to Excise and Custom Department  | 5.48                 | 5.48                 |
|         | (ii) Bank Guarantees issued for Tenders and Others  | 69.52                | 42.49                |
|         | (iii) Bank Guarantees issued for MSEB   | 101.52               | 101.52               |
| c.      | Income Tax Demand/matters on account of deduction /disallowance for earlier years pending in appeal.<br>(As at March 31, 2023 - A.Y. 2016-17 - ₹ 1.65 Lakh) | -                    | 1.65                 |
| d.      | Central Excise Demand (Demand Notice for the period from March 2008 to Dec 2013 and rejection of refund application)  | 111.96               | 111.96               |
| e.      | GST (FY 2021-22 and FY 2022-23 ITC reversed on solar equipments under protest)  | 329.25               | -                    |

## Note 37. Employee Benefits

### Gratuity

The Company has covered its gratuity liability by a Group Gratuity Plan issued by Insurance Company. Under the plan, employee at retirement is eligible for benefit which will be equal to 15 days salary for each completed year of service subject to maximum of ₹ 20 Lakh (Previous year ₹ 20 Lakh).

Expenses recognised in the Statement of Profit and Loss for the year ended March 31, 2024 in respect of gratuity is summarised below:

| Sr. No.    | Particulars  | (₹ in Lakh)          |                      |
|------------|--|----------------------|----------------------|
|            |  | As at March 31, 2024 | As at March 31, 2023 |
| <b>I</b>   | <b>Expense recognised in the Statement of Profit and Loss</b>            |                      |                      |
| 1          | Current Service cost   | 90.81                | 72.70                |
| 2          | Interest   | 46.73                | 32.68                |
| 3          | Expected Return on Plan Assets   | (33.15)              | (29.10)              |
| <b>4</b>   | <b>Total expense (A)</b>   | <b>104.39</b>        | <b>76.28</b>         |
| <b>II</b>  | <b>Expense recognised in Other Comprehensive Income for the year</b>     |                      |                      |
| 1          | Actuarial (Gain)/Loss due to Demographic assumption changes in DBO       | -                    | -                    |
| 2          | Actuarial (Gain)/Loss due to Financial assumption changes in DBO         | 4.20                 | 2.27                 |
| 3          | Actuarial Gain/Loss due to Experience on DBO                             | 16.89                | 84.79                |
| 4          | Return on Plan Asset (Greater)/Less than Discount rate                   | (0.56)               | 1.97                 |
| <b>5</b>   | <b>Total Actuarial (Gain)/Loss included in OCI (B)</b>                   | <b>20.53</b>         | <b>89.03</b>         |
| <b>6</b>   | <b>Total Cost recognised in Total Comprehensive Income (A)+(B)</b>       | <b>124.92</b>        | <b>165.31</b>        |
| <b>III</b> | <b>Net Asset/(Liability) recognised in the Balance Sheet</b>             |                      |                      |
| 1          | Present Value of Defined Benefit Obligation                              | 805.39               | 714.42               |
| 2          | Fair Value of Plan Assets  | 558.42               | 454.19               |
| 3          | Value of unpaid Benefits at the end of the year                          | -                    | 0.41                 |
| <b>4</b>   | <b>Amount recognised</b>   | <b>(246.97)</b>      | <b>(260.64)</b>      |
| <b>IV</b>  | <b>Change in the Obligation during the year</b>                          |                      |                      |
| 1          | Present Value of Defined Benefit Obligation at the beginning of the year | 714.42               | 567.08               |
| 2          | Current Service cost   | 90.81                | 72.70                |
| 3          | Interest cost  | 46.73                | 32.68                |
| 4          | Actuarial (Gain)/Loss  | 21.09                | 87.06                |
| 5          | Benefit paid   | (67.66)              | (45.10)              |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 37. Employee Benefits (Contd..)

| Sr. No.     | Particulars  | (₹ in Lakh)          |                      |
|-------------|--|----------------------|----------------------|
|             |  | As at March 31, 2024 | As at March 31, 2023 |
| <b>6</b>    | <b>Present Value of Defined Benefit Obligation at the end of the year</b>  | <b>805.39</b>        | <b>714.42</b>        |
| <b>V</b>    | <b>Change in Fair Value of Assets during the year</b>  |                      |                      |
| 1           | Fair Value of Plan Assets at the beginning of the year   | 454.19               | 459.68               |
| 2           | Expected Return on Plan Assets   | 33.15                | 29.10                |
| 3           | Employer Contributions   | 138.18               | 12.48                |
| 4           | Actual Benefits paid   | (67.66)              | (45.10)              |
| 5           | Actuarial Gain/(Loss) on Plan Assets   | 0.56                 | (1.97)               |
| <b>6</b>    | <b>Fair Value of Plan Assets at the end of the year</b>  | <b>558.42</b>        | <b>454.19</b>        |
| <b>VI</b>   | <b>The major categories of Plan Assets as a percentage of Total Plan</b>   |                      |                      |
|             | Funded with LIC  | 100%                 | 100%                 |
| <b>VII</b>  | <b>Actuarial Assumptions</b>   |                      |                      |
| 1           | Discount rate  | 7.17%                | 7.30%                |
| 2           | Expected Rate of Return on Plan Assets   | 6.68% - 6.86%        | 7.01%                |
| 3           | Salary Increase rate   | 10%                  | 10%                  |
| 4           | Attrition rate   | 20%                  | 20%                  |
| 5           | Mortality rate during Employment   | IALM(2012-14)        | IALM(2012-14)        |
| <b>VIII</b> | <b>Current/Non-Current Benefit Obligation (The basis of split is on "Net Liability" basis)</b>   |                      |                      |
|             | Current  | -                    | -                    |
|             | Non-Current  | 246.97               | 260.64               |
|             | <b>Total</b>   | <b>246.97</b>        | <b>260.64</b>        |
| <b>IX</b>   | <b>Sensitivity Analysis</b>  |                      |                      |
| 1           | Discount rate  |                      |                      |
|             | Discount rate - 100 basis points in Defined Benefit Obligation   | 30.41                | 29.73                |
|             | Discount rate + 100 basis points in Defined Benefit Obligation   | (34.71)              | (27.35)              |
| 2           | Salary Increase rate   |                      |                      |
|             | Rate - 100 basis points  | (32.25)              | (25.35)              |
|             | Rate + 100 basis points  | 26.66                | 26.57                |
| 3           | The Mortality and Attrition does not have a significant impact on the liability, hence are not considered a significant actuarial assumption for the purpose of Sensitivity analysis.  |                      |                      |
| 4           | The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except the parameters to be stressed.  |                      |                      |
| <b>X</b>    | <b>Maturity Profile of Defined Benefit Obligation</b>  |                      |                      |
|             | Expected Future Cash flows:  |                      |                      |
|             | Year 1   | 170.57               | 148.64               |
|             | Year 2   | 130.86               | 131.67               |
|             | Year 3   | 125.20               | 103.31               |
|             | Year 4   | 110.56               | 98.68                |
|             | Year 5   | 92.71                | 85.42                |
|             | Year 6 to 10   | 302.80               | 261.51               |
|             | Year 10+   | 204.31               | 183.22               |
| <b>XI</b>   | The Company's Defined Benefit Plan is funded with Life Insurance Corporation of India. Company's Benefit Plan is exposed to risk such as investment risk, market risk (discount rate), longevity risk and actuarial risk. Any change in these factors would impact the contribution to the fund. |                      |                      |

The expected liability contributions for the next year is approximately ₹ 114.51 Lakh.

Gratuity for the current and four years preceding the financial year 2023-24.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 37. Employee Benefits (Contd..)

| Particulars   | (₹ in Lakh)  |              |                |                |              |
|---|--------------|--------------|----------------|----------------|--------------|
|   | 2023-24      | 2022-23      | 2021-22        | 2020-21        | 2019-20      |
| Liability at the end of the year  | 805.39       | 714.42       | 567.08         | 533.29         | 533.85       |
| Fair Value of Plan Assets at the end of the year                                  | 558.42       | 454.19       | 459.67         | 305.87         | 310.08       |
| Amount recognised and disclosed under the head "Provisions for Employee Benefits" | 246.97       | 260.64       | 107.41         | 227.42         | 223.77       |
| (Gains)/Losses due to change in Assumptions                                       | 4.20         | 2.27         | (55.62)        | (61.58)        | 23.70        |
| Experience adjustments - Plan Liabilities   | 16.89        | 84.79        | 18.63          | (8.94)         | 10.99        |
| Return on Planned Assets/(Liabilities)  | (0.56)       | 1.97         | (3.46)         | 0.50           | (0.41)       |
| <b>Total (Gain)/Loss</b>  | <b>20.53</b> | <b>89.03</b> | <b>(40.45)</b> | <b>(70.02)</b> | <b>34.28</b> |

**Note:** The Gratuity fund is entirely invested in Group Gratuity Policy with the Life Insurance Corporation of India. The information on the allocation of the funds into major asset classes and the expected return on each class is not readily available.

### Leave Encashment

The accumulated balance of leave encashment (unfunded) provided in the books as at March 31, 2024 is ₹ 13.50 Lakh (March 31, 2023 - ₹ 12.50 Lakh).

## Note 38. Employee Stock Option Plan, 2019

The members of Nomination and Remuneration Committee of the Board of Directors of the Company (Bliss GVS Pharma Ltd) in its Meeting held on March 07, 2020 have approved grant of 27,61,000 Options, on meeting held on April 05, 2021 granted 7,30,000 Options, on meeting held on April 30, 2022 granted 5,72,000 Options and on meeting held on May 11, 2023 granted 11,55,000 out of total 60,00,000 Options under Bliss GVS Pharma Limited - Employee Stock Options Plan 2019 to the eligible employees of Bliss GVS Pharma Ltd. at an exercise price of ₹ 43 per option/per share. Employee Stock Options Plan 2019 options were accepted on April 7, 2020, on May 4, 2021, on June 2, 2022 and on June 12, 2023 by eligible employees.

### a) Details of Employee Share Options Granted during the year

| Option Series  | Number           | Grant Date | Vesting Date | Exercise Price (₹) | Fair Value (₹) |
|--|------------------|------------|--------------|--------------------|----------------|
| 1. ESOP 2019 - Granted on 11 <sup>th</sup> May, 2023 | 2,88,750         | 11-05-2023 | 10-05-2024   | 43.00              | 43.92          |
|  | 2,88,750         | 11-05-2023 | 10-05-2025   | 43.00              | 47.06          |
|  | 2,88,750         | 11-05-2023 | 10-05-2026   | 43.00              | 50.41          |
|  | 2,88,750         | 11-05-2023 | 10-05-2027   | 43.00              | 53.23          |
| <b>Total</b>   | <b>11,55,000</b> |            |              |                    |                |

### b) Fair Value of Share Options Granted during the year

The fair value of the stock options has been estimated using Black-Scholes model which takes into account as of grant date, the exercise price and expected life of the option, the current market price of underlying stock and its expected volatility, expected dividends on stock and the risk-free interest rate for the expected term of the option.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 38. Employee Stock Option Plan, 2019 (Contd..)

Granted on 11<sup>th</sup> May, 2023

| Inputs into the model (Vesting Dates) | 10-05-2024   | 10-05-2025   | 10-05-2026   | 10-05-2027   |
|---------------------------------------|--------------|--------------|--------------|--------------|
| Share Price on date of Grant (₹)      | 83.80        | 83.80        | 83.80        | 83.80        |
| Exercise Price (₹)                    | 43.00        | 43.00        | 43.00        | 43.00        |
| Date of Vesting                       | 10-05-2024   | 10-05-2025   | 10-05-2026   | 10-05-2027   |
| Dividend Yield (%)                    | 0.50%        | 0.50%        | 0.50%        | 0.50%        |
| Option Life (no. of years)            | 1.25         | 2.25         | 3.25         | 4.25         |
| Risk Free Interest rate (%)           | 7.05%        | 7.02%        | 7.06%        | 7.09%        |
| Expected Volatility (%)               | 31.43%       | 38.29%       | 42.41%       | 44.01%       |
| <b>Fair Value (₹)</b>                 | <b>43.92</b> | <b>47.06</b> | <b>50.41</b> | <b>53.23</b> |

### c) Movements in Share Options during the year

| Particulars  | For the year ended March 31, 2024 |  | For the year ended March 31, 2023 |  |
|--|-----------------------------------|--|-----------------------------------|--|
|  | Option (No.s)                     | Weighted Average Exercise price per option (₹) | Option (No.s)                     | Weighted Average Exercise price per option (₹) |
| Options Outstanding at the beginning of the year       | 16,73,250                         | 43.00  | 23,31,000                         | 43.00  |
| Options Granted during the year - ESOP 2019            | 11,55,000                         | 43.00  | 5,72,000                          | 43.00  |
| Options Exercised during the year                      | (5,38,150)                        | 43.00  | (4,74,750)                        | 43.00  |
| Options Lapsed during the year - ESOP 2019             | (5,32,600)                        | 43.00  | (7,55,000)                        | 43.00  |
| Options Outstanding at the end of the year - ESOP 2019 | 17,57,500                         | 43.00  | 16,73,250                         | 43.00  |
| Exercisable at the end of the year                     | 17,57,500                         | 43.00  | 16,73,250                         | 43.00  |
| Options available for Grant - ESOP 2019                | 26,98,350                         | 43.00  | 33,20,750                         | 43.00  |

### Assumptions

The Company has estimated fair value of options granted during the year using Black Scholes model. The following assumptions were used for calculation of fair value of options granted during the year ended March 31, 2024.

|  |            |
|--|------------|
| Share Price as at date of Grant i.e. 11-05-2023    | ₹ 83.80    |
| Exercise Price as at date of Grant i.e. 11-05-2023 | ₹ 43.00    |
| Black Scholes Price                                | ₹ 48.65    |
| As a % of FMV                                      | 58.10%     |
| Expected Volatility                                | 39.03%     |
| Expected Life                                      | 2.75 years |
| Expected Dividend                                  | ₹ 0.50     |
| Risk-free Interest rate                            | 7.06%      |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 39. Related Party Disclosures

A) As per Indian Accounting Standard 24, the disclosure of transactions with the related parties are given below:

(Disclosures have been made to the extent of information available)

### (a) Parties where control exists:

Subsidiaries and Step-down Subsidiaries

- Bliss GVS International Pte Ltd.
- Kremoint Pharma Pvt. Ltd.
- Greenlife Bliss Healthcare Ltd
- Asterisk Lifesciences Ltd.
- Asterisk Lifesciences (GH) Ltd.
- EIPII Exports Pvt Ltd.
- Asterisk Lifesciences DRC (Loss of control w.e.f. February 19, 2024)

### b) Other Related Parties:

Enterprises over which Key Managerial Personnel exercise significant influence

- Lozen Pharma Pvt Ltd
- Plastic Ingenuities (I) Pvt Ltd
- Bliss GVS Charitable Trust
- Greenlife Pharmaceuticals (w.e.f. April 01, 2022)
- GVS & LLP (w.e.f. January 19, 2023)
- Ayushi Realtors LLP (w.e.f. February 09, 2023)

Key Managerial Personnel

- Mr. Gagan Harsh Sharma - Managing Director
- Dr. Vibha Gagan Sharma - Whole Time Director
- Mrs. Shruti Vishal Rao - Whole Time Director
- Mr. Vipul B. Thakkar - Chief Financial Officer (up to June 30, 2022)
- Mr. Deepak B. Sawant – Chief Financial Officer (w.e.f. December 30, 2022)
- Ms. Aditi Bhatt - Company Secretary

Relatives of Key Managerial Personnel

- Mr. S. N. Kamath - Relative of Director
- Mrs. Geeta N. Kamath - Relative of Director
- Mr. Vishal Vijay Rao - Relative of Director

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 39. Related Party Disclosures (Contd..)

(c) Transactions during the year and balances outstanding as on March 31, 2024, with related parties were as follows: (₹ in Lakh)

| Name  | Transaction  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--|--------------------------------------|--------------------------------------|
| Mr. S. N. Kamath                            | Rent   | 117.74                               | 63.33                                |
|   | Reimbursement of Expenses  | 1.43                                 | -                                    |
|   | Deposit Paid   | 80.00                                | -                                    |
|   | Deposit Refund Received  | -                                    | 30.00                                |
| Mrs. Geeta N. Kamath                        | Rent   | 4.18                                 | 4.06                                 |
|   | Deposit Paid   | 80.00                                | -                                    |
| Mr. Gagan Harsh Sharma                      | Remuneration   | 216.39                               | 180.32                               |
| Dr. Vibha G. Sharma                         | Remuneration   | 75.37                                | 70.49                                |
|   | Rent   | 14.70                                | -                                    |
|   | Deposit Paid   | 20.00                                | -                                    |
|   | Reimbursement of Expenses  | 0.39                                 | -                                    |
| Mrs. Shruti V. Rao                          | Remuneration   | 74.07                                | 67.33                                |
|   | Rent   | 14.70                                | -                                    |
|   | Deposit Paid   | 20.00                                | -                                    |
| Mr. Vishal Rao                              | Remuneration   | 73.74                                | 67.03                                |
| Mr. Vipul B. Thakkar                        | Remuneration   | -                                    | 43.04                                |
|   | Employee Share Based Expenses                                      | -                                    | 10.12                                |
| Mr. Deepak B. Sawant (w.e.f 30-12-22)       | Remuneration   | 64.82                                | 16.29                                |
|   | Employee Share Based Expenses                                      | 3.32                                 | -                                    |
| Ms. Aditi Bhatt                             | Remuneration   | 18.43                                | 13.69                                |
|   | Employee Share Based Expenses                                      | 1.84                                 | 1.82                                 |
| Bliss GVS International Pte Ltd             | Interest Income  | 364.11                               | 398.34                               |
|   | Loan Repaid  | 1,233.50                             | -                                    |
|   | Investment made/Loan Repaid by way of Conversion of Debt to Equity | 4,151.88                             | -                                    |
|   | Loan Given   | -                                    | 121.48                               |
|   | Interest Repaid  | 163.42                               | -                                    |
| Kremoint Pharma Pvt. Ltd                    | Labour Charges and Purchase of Goods                               | 201.35                               | 48.27                                |
|   | Dividend Received  | 12.60                                | 12.60                                |
|   | Sale of Goods  | 65.88                                | 6.03                                 |
|   | Sale of Asset  | 2.69                                 | -                                    |
| EIPII Exports Pvt. Ltd.                     | Sale of Goods  | -                                    | 52.32                                |
| Asterisk Lifesciences Limited (UK)          | Interest Income  | 0.94                                 | 0.91                                 |
| Greenlife Bliss Healthcare                  | Sale of Goods  | -                                    | 7.31                                 |
| Lozen Pharma Pvt. Ltd                       | Purchase of Goods  | 286.48                               | 453.30                               |
|   | Commission Income  | 1.46                                 | -                                    |
|   | Advances received against Lease rights/asset                       | -                                    | 63.73                                |
| Asterisk Lifesciences GH Limited            | Sale of Goods  | 5,046.44                             | 5,962.72                             |
|   | Reimbursement of Expenses  | 8.64                                 | 4.74                                 |
| Asterisk Lifesciences DRC*                  | Reimbursement of Expenses/Write off on loss of control             | 2.13                                 | 2.13                                 |
|   | Sale of Goods  | 11,358.37                            | 7,208.10                             |
| Greenlife Pharmaceuticals (w.e.f. 01-04-22) | Business Promotion Expenses  | 742.37                               | 239.38                               |
| Bliss GVS Charitable Trust                  | Donation   | 68.50                                | 60.00                                |



# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 39. Related Party Disclosures (Contd..)

(₹ in Lakh)

| Name  | Transaction                                 | Outstanding          |                      |
|---|---|----------------------|----------------------|
|   |   | As at March 31, 2024 | As at March 31, 2023 |
| Mr. S. N. Kamath                            | Refundable Deposit for Leave License        | 128.75               | 48.75                |
| Mrs. Geeta N. Kamath                        | Refundable Deposit for Leave License        | 80.00                | -                    |
| Dr. Vibha G. Sharma                         | Refundable Deposit for Leave License        | 20.00                | -                    |
| Mrs. Shruti V. Rao                          | Refundable Deposit for Leave License        | 20.00                | -                    |
| Bliss GVS International Pte Ltd             | Investment in Share Capital (Refer Note 49) | 65.85                | 22.58                |
|   | Interest Income Receivable                  | 1,044.17             | 888.92               |
|   | Loan Given                                  | 3,582.05             | 8,876.69             |
| Kremoint Pharma Pvt. Ltd                    | Investment in Share Capital                 | 1,803.00             | 1,803.00             |
|   | Payables                                    | -                    | 14.41                |
| Asterisk Lifesciences Limited (UK)          | Investment in Share Capital                 | 0.10                 | 0.10                 |
|   | Loan Given                                  | 20.94                | 20.25                |
|   | Interest Receivable                         | 4.52                 | 3.46                 |
| Greenlife Bliss Healthcare Ltd.             | Receivables                                 | -                    | 7.31                 |
| Asterisk Lifesciences GH Limited            | Receivables                                 | 6,455.15             | 9,267.21             |
| Asterisk Lifesciences DRC*                  | Receivables                                 | -                    | 2.13                 |
| Lozen Pharma Pvt Ltd                        | Payables                                    | 41.81                | 141.29               |
|   | Receivables                                 | 1.72                 | -                    |
|   | Advances Received                           | 63.73                | 63.73                |
| Greenlife Pharmaceuticals (w.e.f. 01-04-22) | Receivables                                 | 9,523.52             | 6,209.97             |
|   | Payables                                    | 100.05               | -                    |
|   | Advances Received                           | 16.45                | 0.31                 |

\*Loss of Control w.e.f. 19-02-24

The above figures do not include provisions for gratuity and premium paid for Group health insurance, as separate actuarial valuation/premium paid are not available.

- (d) The Company had entered into certain related party transactions aggregating to ₹ 6,282.35 Lakh during the previous year upto December 31,2022, which were duly approved by the Audit Committee on January 24, 2023.

## 39 (B) In accordance with the Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are as under:

(₹ in Lakh)

| Loans/ Advances to Related Parties includes Loans to Subsidiaries along with the purpose of loan as follows: | As at March 31, 2024 |  | As at March 31, 2023 |  |
|--|----------------------|--|----------------------|--|
|  | Balance              | Maximum amount Outstanding during the year | Balance              | Maximum amount Outstanding during the year |
| Asterisk Lifesciences Ltd (UK) (Working Capital)   | 20.94                | 20.94                                      | 20.25                | 20.25                                      |
| Bliss GVS International Pte Ltd (Working Capital of Step-down Subsidiary)                                    | 3,582.05             | 8,876.69                                   | 8,876.69             | 8,876.69                                   |
| <b>Total</b>   | <b>3,602.99</b>      |  | <b>8,896.94</b>      |  |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 40. Leases

The significant leasing arrangements are in respect of godown, warehouses, guest house etc. taken on lease. The arrangements range between 11 months to 5 years and are generally renewable by mutual consent or on mutually agreeable terms. The minimum lease payments under non-cancellable operating leases are summarised below:

(₹ in Lakh)

| Particulars                                       | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| Not later than one year                           | 263.48               | 93.60                |
| Later than one year and not later than five years | 923.74               | 255.61               |
| Later than five years                             | -                    | -                    |

## Disclosures as required under Ind AS 116

(₹ in Lakh)

| Particulars  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| <b>(a) Amounts recognised in Balance Sheet</b>                   |                                   |                                   |
| Right-of-Use Asset recognised as at April 1                      | 316.20                            | 413.43                            |
| Addition during the year   | 1,326.87                          | -                                 |
| Depreciation for the year  | (241.46)                          | (97.23)                           |
| Derecognition of Right-of-Use Asset during the year              | -                                 | -                                 |
| <b>Right-of-Use asset at the end of the year March 31</b>        | <b>1,401.61</b>                   | <b>316.20</b>                     |
| Lease Liabilities recognised as at April 1                       | 349.21                            | 430.34                            |
| Addition during the year   | 1,017.16                          | -                                 |
| Interest cost accrued during the year                            | 85.74                             | 35.87                             |
| Payment of Lease Liabilities (Principal and Interest)            | (264.89)                          | (117.00)                          |
| Derecognition of Lease Liabilities during the year               | -                                 | -                                 |
| <b>Lease Liabilities at the end of the year</b>                  | <b>1,187.22</b>                   | <b>349.21</b>                     |
| Current Lease Liabilities  | 263.48                            | 93.60                             |
| Non-Current Lease Liabilities                                    | 923.74                            | 255.61                            |
| <b>(b) Amount recognised in the Statement of Profit and Loss</b> |                                   |                                   |
| Depreciation for the year  | 241.46                            | 97.23                             |
| Interest cost accrued during the year                            | 85.74                             | 35.87                             |
| Expenses related to short term leases                            | 35.99                             | 43.23                             |
| Income recognised on discontinuation of Lease during the year    | -                                 | -                                 |
| <b>Impact on the Statement of Profit and Loss for the year</b>   | <b>363.19</b>                     | <b>176.33</b>                     |

## Note 41. Segment Disclosure

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker [CODM] to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Pharmaceuticals is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

## Note 42. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the MSME Act) are given as follows:

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 Company. This information has been relied upon by the Auditors.

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 42. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the MSME Act) are given as follows: (Contd..)

| Sr. No. | Particulars   | (₹ in Lakh)          |                      |
|---------|---|----------------------|----------------------|
|         |   | As at March 31, 2024 | As at March 31, 2023 |
| (a)     | Principal amount outstanding (including capex creditors)  | 844.44               | 596.12               |
| (b)     | Interest Due on the above   | 2.09                 | 2.75                 |
| (c)     | Principal amount paid during the year beyond appointed day  | 112.90               | 59.33                |
| (d)     | Interest paid during the year beyond the appointed day  | 5.77                 | 7.68                 |
| (e)     | Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act  | -                    | -                    |
| (f)     | Amount of interest accrued and remaining unpaid at the end of the year  | 3.79                 | 4.40                 |
| (g)     | 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 purpose of disallowance as a deductible expenditure under section 23 of the Act. | -                    | -                    |

### Note 43. Investment Property

Investment property comprises of land at Palghar, Maharashtra and Godown in Siddhagiri Industrial Estate, Palghar and is held for the purpose of capital appreciation. The Company carries out periodic valuation of the same. There is 'Nil' rental income from the land at Palghar and ₹ 1.94 Lakh (March 31, 2023 - ₹ 1.92 Lakh) from Godown at Palghar. The Company has carried out valuation of Investment Property in accordance with para 32 of Ind AS 40 Investment Property and it is obtained from registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

#### Fair Value of Investment Property

| Particulars      | (₹ in Lakh)          |                      |
|------------------|----------------------|----------------------|
|                  | As at March 31, 2024 | As at March 31, 2023 |
| Land             | 84.13                | 84.13                |
| Building- Godown | 45.08                | 45.59                |

### Note 44. Disclosure pursuant to Ind AS 115 "Revenue from Customers"

#### (a) Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its Statement of Profit and Loss

| Revenue from Operations  | (₹ in Lakh)                       |                                   |
|--------------------------|-----------------------------------|-----------------------------------|
|                          | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Sales of Goods           | 60,018.43                         | 59,443.74                         |
| Sale of Services         | 179.79                            | 115.21                            |
| <b>Total Sales</b>       | <b>60,198.22</b>                  | <b>59,558.95</b>                  |
| Other Operating Revenues | 347.75                            | 275.00                            |
| <b>Total</b>             | <b>60,545.97</b>                  | <b>59,833.95</b>                  |

#### (b) Disaggregation of revenue into operating segments and geographical areas for the year ended March 31, 2024

| Particulars    | Export           |                 | Domestic         |                 | (₹ in Lakh)                       |                                   |
|----------------|------------------|-----------------|------------------|-----------------|-----------------------------------|-----------------------------------|
|                | Export           | Domestic        | Export           | Domestic        | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Sale of Goods  | 55,957.18        | 4,061.25        | 56,117.12        | 3,326.62        | 60,018.43                         | 59,443.74                         |
| Service Income | 140.35           | 39.44           | 68.32            | 46.89           | 179.79                            | 115.21                            |
| <b>Total</b>   | <b>56,097.53</b> | <b>4,100.69</b> | <b>56,185.44</b> | <b>3,373.51</b> | <b>60,198.22</b>                  | <b>59,558.95</b>                  |

## Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

### Note 44. Disclosure pursuant to Ind AS 115 "Revenue from Customers"(Contd..)

(c) Total revenue recognised under Ind AS 115 during the year is ₹ 60,198.22 Lakh (March 31, 2023 - ₹ 59,558.95 Lakh) is recognised at a point in time.

(d) Revenue from Customer based in Nigeria, Mauritius, Kenya contributed more than 10% out of the Company's total revenue.

#### (e) Contract Balances

##### (i) Movement in Contract Balances during the year

| Particulars                          | (₹ in Lakh)     |                      |                       |
|--------------------------------------|-----------------|----------------------|-----------------------|
|                                      | Contract Assets | Contract Liabilities | Net Contract Balances |
| Opening balance as at April 1, 2023  | 39,906.11       | 185.32               | 39,720.79             |
| Closing balance as at March 31, 2024 | 39,950.83       | 457.89               | 39,492.94             |
| <b>Net Increase/ (Decrease)</b>      | <b>44.72</b>    | <b>272.57</b>        | <b>(227.85)</b>       |
| Opening balance as at April 1, 2022  | 40,882.39       | 595.02               | 40,287.37             |
| Closing balance as at March 31, 2023 | 39,906.11       | 185.32               | 39,720.79             |
| <b>Net Increase/ (Decrease)</b>      | <b>(976.28)</b> | <b>(409.70)</b>      | <b>(566.58)</b>       |

(ii) Contract liabilities includes deferred revenue as on March 31, 2024 ₹ 34.60 Lakh (March 31, 2023 ₹ 31.64 Lakh). Revenue recognised during the year from opening balance of contract liabilities (deferred revenue) amounts to ₹ 11.06 Lakh (March 31, 2023 ₹ 11.24 Lakh). Contract liabilities are on account of the advances and upfront revenue received from customer for which performance obligation has not yet been completed.

(iii) The performance obligation is satisfied at the point of time when control of the goods or services are transferred to the customers based on the contractual terms.

#### (f) Transaction Price allocated to the remaining Performance Obligations

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) and expected conversion of the same into revenue cannot be determined due to nature of contracts and uncertainty of completion of milestone as performance obligation.

#### (g) Reconciliation of Revenue from Sale of Products with the Contract Price

| Particulars                      | (₹ in Lakh)                       |                                   |
|----------------------------------|-----------------------------------|-----------------------------------|
|                                  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Contracted Price                 | 60,198.22                         | 59,558.95                         |
| Less: Trade Discounts, etc       | -                                 | -                                 |
| <b>Sale of Products/Services</b> | <b>60,198.22</b>                  | <b>59,558.95</b>                  |

(h) The amounts receivable from customers become due after expiry of credit period which ranges between 0-240 days. There is no significant financing component in any transaction with the customer.

### Note 45. Impairment of Financial Assets

Trade receivable outstanding are classified among regions as trade receivables of Africa, India and Global excluding Africa for last 5 years on quarterly basis into buckets on the basis of due dates as follows: 0-90 days; 90-180days; 181-365 days; 366-730 days; > 730 days and then proportion of amount in each bucket to total trade receivable is worked out. Average of entire 5 year of each bucket than two years average of the 5 year average is calculated. Probability of trade receivable in each bucket shifting to next bucket is calculated. Average of all the bucket wise probability of all 5 years is calculated and multiplied to the total trade receivable of that region in that particular bracket. Likewise expected credit loss is worked out for all three regions mentioned above and aggregate of all three is recognised as expected credit loss in profit and loss account.

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 46. Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020. However, the date on which the code will come into effect has not been notified. The Company will assess the impact and will record any related impact in the period once the code becomes effective.

## Note 47. Auditor's Remuneration

(₹ in Lakh)

| Particulars               | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---------------------------|-----------------------------------|-----------------------------------|
| Statutory Audit fees      | 19.15                             | 17.50                             |
| Limited Review fees       | 16.50                             | 13.50                             |
| Certification fees        | 1.60                              | 1.65                              |
| Reimbursement of expenses | 1.38                              | 1.06                              |
| <b>Total</b>              | <b>38.63</b>                      | <b>33.71</b>                      |

## Note 48. CSR Expenses

The amount prescribed under the Act, to be spent during the year on CSR Activities is ₹ 224.54 Lakh (March 31, 2023 ₹ 223.13 Lakh).

The contribution during the year towards CSR Activities are made to funds eligible under section 135 of the Act as specified in schedule VII. The amount contributed is ₹ 211.54 Lakh excluding excess spent amount of ₹ 14.72 Lakh (March 31, 2023 ₹ 238.72 Lakh including excess spent amount of ₹ 14.72 Lakh).

(₹ in Lakh)

| Financial Year    | Gross amount required to be spent by the Company during the year | Amount Spent during the year | Shortfall/ Unspent amount at the end of the year | Total of Previous Year's Excess/ (Shortfall) amounts | Reason for Shortfall | Excess Spent carried forward to next year | Amount transferred to Fund specified in Schedule VII to the Act | Nature of CSR Activities   |
|-------------------|--|------------------------------|--|--|----------------------|---|---|--|
| FY 2023-24        | 224.54   | 205.00                       | -  | -  | -                    | -   | -   | Eradication of hunger and malnutrition   |
|                   |  | 1.68                         | -  | 14.72  | -                    | -   | -   | Medicines distribution to tribal patients of Gadchiroli district                           |
|                   |  | 2.50                         | -  | -  | -                    | -   | -   | Education to children in the remote, rural parts of India suffering from underdevelopment. |
|                   |  | 2.36                         | -  | -  | -                    | -   | -   | Contingency for PM's Doctoral Fellowship Research project                                  |
| <b>FY 2023-24</b> | <b>224.54</b>  | <b>211.54</b>                | <b>-</b>   | <b>14.72</b>   |                      | <b>-</b>                                  | <b>-</b>  |  |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 48. CSR Expenses (Contd.)

(₹ in Lakh)

| Financial Year    | Gross amount required to be spent by the Company during the year | Amount Spent during the year | Shortfall/ Unspent amount at the end of the year | Total of Previous Year's Excess/ (Shortfall) amounts | Reason for Shortfall | Excess Spent carried forward to next year | Amount transferred to Fund specified in Schedule VII to the Act | Nature of CSR Activities   |
|-------------------|--|------------------------------|--|--|----------------------|---|---|--|
| FY 2022-23        | 223.13   | 224.00                       | -  | -  | -                    | -   | -   | Eradication of hunger and malnutrition                           |
|                   |  | 14.72                        | -  | -  | -                    | 14.72                                     | -   | Medicines distribution to tribal patients of Gadchiroli district |
| <b>FY 2022-23</b> | <b>223.13</b>  | <b>238.72</b>                | <b>-</b>   | <b>-</b>   |                      | <b>14.72</b>                              | <b>-</b>  |  |

**Note 49.** During the year ended March 31, 2024, the Board of Directors of the Company in its meeting held on February 16, 2024, has approved an internal restructuring of foreign subsidiaries of the Company to create synergies across the business, strengthen capital structure and establish the leaner structure of the Company at the Group level without any change in ultimate ownership of the Company over the subsidiaries. The following were approved by the Board of Directors.

- Change in Ownership by way of transfer of entire equity stake of Asterisk Lifesciences (GH) Limited held by Asterisk Lifesciences Limited (UK), a wholly-owned subsidiary of the Company to Bliss GVS International Pte. Ltd. (Singapore), a wholly-owned subsidiary of the Company. Asterisk Lifesciences (GH) Limited has been sold to Bliss GVS International Pte Ltd (Singapore) on February 29, 2024.
- Voluntary Liquidation of Asterisk Lifesciences DRC, a step-down subsidiary of the Company in the Democratic Republic of Congo due to macro-economic business scenarios. As the Company has appointed liquidator, the Company has lost control of Asterisk Lifesciences DRC from the date liquidator is appointed and thus the Group has impaired the investments and loans aggregating to ₹ 117.46 Lakh in the books of Bliss GVS International Pte Limited (Singapore) and has derecognised the step-down subsidiary from Consolidation w.e.f February 19, 2024.
- Conversion of the loan USD 50,00,000 (₹ 4,151.88 Lakh) granted by the Company to Bliss GVS International Pte. Ltd. ("BG IPL"), Singapore a wholly owned subsidiary of the Company into Equity Shares of Bliss GVS International Pte. Ltd on February 23, 2024.

## Note 50. Ratios

| Sr. No | Ratios        | Numerator      | Denominator         | March 31, 2024 | March 31, 2023 | % Variance | Reason for Variance   |
|--------|---------------|----------------|---------------------|----------------|----------------|------------|---|
| a)     | Current Ratio | Current Assets | Current Liabilities | 6.59           | 4.76           | 38%        | The current ratio has improved mainly due to decrease in current liabilities on account of reduction in capital creditors and lower utilisation of current borrowings |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

## Note 50. Ratios (Contd..)

| Sr. No | Ratios                             | Numerator  | Denominator  | March 31, 2024 | March 31, 2023 | % Variance | Reason for Variance  |
|--------|------------------------------------|--|--|----------------|----------------|------------|--|
| b)     | Debt-Equity Ratio                  | Total Debt   | Shareholder's Equity   | 0.07           | 0.08           | (17)%      | Improvement in ratio due to profits impacting increase in equity and also reduction in net debt                                |
| c)     | Debt Service Coverage Ratio        | Net Profit after Taxes + Depreciations and Amortisations + Interest + Loss on sale of Fixed assets etc     | Interest and Lease Payments + Principal Repayments                             | 2.86           | 6.79           | (58)%      | Though there is improvement in profits, debt service ratio has reduced due to increase in current maturities of long term debt |
| d)     | Return on Equity Ratio             | Net Profits after Taxes – Preference Dividend (if any)   | Average Shareholder's Equity   | 0.05           | 0.10           | (49)%      | It has decreased due to decrease in profitability on account of one time exceptional item                                      |
| e)     | Inventory Turnover Ratio           | Cost of Goods Sold (Cost of material consumed + Purchases + Changes in Inventory + Manufacturing expenses) | Average Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade     | 14.59          | 11.26          | 30%        | The ratio has increased due to built up of stock to cater orders in hand   |
| f)     | Trade Receivables Turnover Ratio   | Net Sales  | Average Trade Receivable   | 1.52           | 1.47           | 3%         | The ratio has impacted primarily due to better collection  |
| g)     | Trade Payable Turnover Ratio       | Purchases  | Average Trade Payables   | 4.83           | 3.73           | 29%        | The ratio has improved due to reduction in creditors on account of timely payments   |
| h)     | Net Working Capital Turnover Ratio | Net Sales  | Current Assets (excluding Cash and Bank balances) - Current Liabilities        | 1.24           | 1.21           | 2%         | The ratio is impacted primarily due to reduction in current liabilities and increase in current assets                         |
| i)     | Net Profit %                       | Profit after Tax (after exceptional items)   | Total Income   | 8%             | 13%            | (40)%      | The net profit margin has decreased due to one time exceptional item   |
| j)     | Return on Capital Employed         | Earning before Interest and Taxes  | Capital Employed<br>(Tangible Net Worth + Total Debt + Deferred Tax Liability) | 0.11           | 0.12           | (11)%      | The ratio has decreased mainly due to decrease in EBIT   |

# Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2024

**Note 51.** Exceptional item pertains to impairment of investment in its wholly-owned subsidiary Bliss International Pte Ltd amounting to ₹ 4,108.61 Lakh (USD 49,27,931) for the year ended March 31, 2024.

The Company has invested in, given loans, accrued interest and due thereon and trade receivables from above mentioned subsidiary and its step-down subsidiaries aggregating to ₹ 15,255.83 Lakh. This subsidiary have a consolidated negative net worth as at March 31, 2024. Further, one of its step-down subsidiary is in Nigeria, where the economy has been facing challenges due to various factors such as low oil prices, inflation, unemployment, and security concerns since past one year. Inflation has been a persistent issue in Nigeria, driven by factors such as currency depreciation, supply chain disruptions, and fiscal deficits. High inflation has eroded purchasing power and affected the cost of living for Nigerian citizens. Overall, annual inflation, which is the average rate at which prices go up, is now close to 25% - the highest figure in nearly three decades. The cost of food has risen even more by 35%. Due to such economic scenarios in the country of its one step-down subsidiary, the Company has decided to carry out impairment testing of the investments in subsidiaries as required under Ind AS 36. The valuation of the Companies was determined using forecast of future revenues, operating margins and discount rates while determining the corresponding recoverable values using discounted cash flow method. The fair valuation of the investment arrived by DCF method was lower than the carrying value of investment in these Companies which has resulted in impairment of investment amounting to ₹ 4,108.61 Lakh in standalone financial statements.

**Note 52.** There are no Benami properties held by the Company. Also, there has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**Note 53.** The Company doesn't have any transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**Note 54.** The Company has not traded or invested in Crypto currency or Virtual currency during the financials year.

**Note 55.** There are no transactions which are recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**Note 56.** The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other source of funds) to other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Ultimate Beneficiaries. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Ultimate Beneficiaries.

**Note 57.** The standalone financial statements were authorised for issue in accordance with resolution passed by the Board of Directors on May 02, 2024.

**Note 58.** The figures as on the transition date and previous year have been rearranged and regrouped wherever necessary and/or practicable to make them comparable with those of the current year.

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Independent Auditor's Report

To the Members of Bliss GVS Pharma Limited

## Report on the Audit of the Consolidated Ind AS Financial Statements

### Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Bliss GVS Pharma Limited** ("the Holding Company") and its Subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and 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 ("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 the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024 and its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, 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.

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

| Key Audit Matter Description  | How the scope of our audit addressed the Key Audit Matter  |
|---|--|
| <p><b>1. Business Development Expenses</b></p> <p>The Holding Company agrees to incur the cost and expenses in connection with customer marketing and advertising taking into consideration such factors as the assistance provided by agent. Third party service providers and other such factor that the Holding Company might reasonably in determining whether to allocate resources to that agent or Third party.</p> <p>For the above the Holding Company has provided for marketing expenses for distribution which is having impact on the profit and loss of the Company to the extent of Rs. 2,167.77 lakh.</p> | <p>Our procedures included:</p> <p>We have reviewed the business development expenses as per Standard of Auditing (SA) 540 "Auditing accounting estimates including fair value accounting estimates and related disclosures."</p> <p><b>Tests of controls:</b></p> <p>We have evaluated the design and implementation and tested the operating effectiveness of key controls over monitoring of business development expenses.</p> <p><b>Tests of details:</b></p> <p>We have reviewed the Holding Company's Policy in regard to the Business Development Expenses</p> <p>We have verified the expenditure incurred/claimed with relevant supporting for the same.</p> <p>We have compared provision for business development expenses against the expenditure incurred/claimed till the date.</p> |

| Key Audit Matter Description  | How the scope of our audit addressed the Key Audit Matter  |
|---|--|
| <p><b>2. Information Technology General Controls</b></p> <p>A significant part of the Holding company's financial reporting process is heavily reliant on IT systems with automated processes and controls over the capture, storage and extraction of information. A fundamental component of these processes and controls is ensuring appropriate user access and change management protocols exist and being adhered to. These protocols are important because they ensure that access and changes to IT systems and related data are made and authorized in an appropriate manner. As our audit sought to place a high level of reliance on IT systems and application controls related to financial reporting, high proportion of the overall audit effort was in Information Technology (IT) Systems and Controls. We focused our audit on those IT systems and controls that are significant to the Holding Company's financial reporting process.</p> | <p>Our procedures included:</p> <p>We focused our audit on those IT systems and controls that are significant to the Holding Company's financial reporting process.</p> <p>As audit procedures over IT Systems and controls require specific expertise, we involved our IT specialist.</p> <p>We assessed the design and tested the operating effectiveness of the Holding Company's IT controls, including those over user access and change management as well as data reliability.</p> <p>In a limited number of cases, we adjusted our planned approach as follows:</p> <ul style="list-style-type: none"> <li>- we extended our testing to identify whether there had been unauthorized or inappropriate access or changes made to critical IT systems and related data;</li> <li>- where automated procedures were supported by systems with identified deficiencies, we extended our procedures to identify and test alternative controls; and</li> <li>- where required, we performed testing to validate the integrity and reliability of associated data and reporting.</li> </ul> |
| <p><b>3. Goodwill</b></p> <p>The Group has goodwill of Rs. 771.11 lakh from business combination.</p>   | <p>Our procedures included:</p> <ul style="list-style-type: none"> <li>- We have verified the requirement of Ind AS 36 in light of future cash flows of the subsidiary obtained from the Management.</li> <li>- We have evaluated the reasonableness of the Cash Flows.</li> <li>- We found discount rates used to determine the Present Value to be acceptable.</li> </ul>  |

### Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion and Analysis Report, Corporate Governance Report and Business Responsibility and Sustainability Report but does not include the consolidated Ind AS financial statements, standalone 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 the 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.

### Responsibilities of Management and Those Charged with Governance 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 and presentation of these consolidated Ind AS financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, the consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act.

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 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 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 preparation 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 respective entities 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 their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### 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 skepticism 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are incorporated in India, has adequate internal

financial controls with reference to consolidated Ind AS financial statements 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated 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 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.

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

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

### Other Matter

We did not audit the financial statements of the six subsidiaries / step down subsidiaries included in the consolidated Ind AS financial statements, whose financial statements reflect total assets (before consolidated adjustments) of Rs. 20,557.24 lakh as at March 31, 2024, total revenues (before consolidated adjustments) of Rs. 21,792.19 lakh, Net loss after tax (before consolidated adjustments) of Rs. (1,715.78) lakh, total comprehensive income (before consolidated adjustments) of Rs. (2,163.17) lakh and net cash inflows (before consolidated adjustments) amounting to Rs. 316.11 lakh for the year ended on that date, as considered in the consolidated Ind AS financial statements. The Ind AS financial statement of these subsidiaries / step down subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management, and 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 / step down subsidiaries and our report in terms of sub-section (3) of 143 of the Act, in so far as it relates to the aforesaid subsidiaries/ step down subsidiaries, is based solely on the report of the other auditors.

Our Opinion on the consolidated Ind AS financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of above with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit 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 consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of Holding Company and its branch and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies which are incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 38 to the consolidated Ind AS financial statements.

- ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, however there is a instance of delay in transfer of equity shares to Investor Education and Protection Fund:

| Sr. No. | Equity Shares | Particulars         | Due Date of Transfer | Date of Transfer  | Delay in days |
|---------|---------------|---------------------|----------------------|-------------------|---------------|
| 1       | 51,698        | Equity Shares 15-16 | November 20, 2023    | December 15, 2023 | 25            |

- iv. (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - by the Holding Company or any such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - (a) As stated in Note 13 to the consolidated Ind AS financial statements the final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

- (b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- 2. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiaries included in the consolidated Ind AS financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
- vi. Based on our examination which included test checks, and that performed by the respective auditors of the subsidiaries, which were incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiaries has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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

For **KALYANIWALLA & MISTRY LLP**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 104607W / W100166

**Sai Venkata Ramana Damarla**  
 Partner  
 Membership. No. 107017  
 UDIN: 24107017BKERTF6364

Place: Mumbai  
 Dated: May 02, 2024

# Annexure A

## To the Independent Auditor's Report

Referred to in Para 1 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of Holding Company on the consolidated Ind AS financial statements for the year ended March 31, 2024.

### Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of consolidated Ind AS financial Statement of the Group as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of **Bliss GVS Pharma Limited** ("the Holding Company") and have consolidated the reporting of its subsidiary companies incorporated in India (Indian subsidiary companies) which have been furnished to us by the management for reporting on consolidation as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiaries which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Companies considering the essential components of internal control stated in the 'Guidance Note on Audit of Internal Financial Controls Over Financial Reporting'(the "Guidance Note") 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by Institute of Chartered Accountants of India (ICAI)

and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matters Paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to financial statement.

### Meaning of Internal Financial Controls with reference to consolidated Ind AS Financial Statement

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statement 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Consolidated Ind AS financial statements.

### Inherent Limitations of Internal Financial Controls with reference to consolidated Ind AS Financial Statement

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statement, 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 with reference to financial Statement to future periods are subject to the risk that the internal financial control with reference to financial statement 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 and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries, which are incorporated in India, have in all material respects an adequate internal financial control with

reference to consolidated Ind AS financial statements and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiaries, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### Other Matter

Our aforesaid report under Section 143(3)(i) of the Act, on the adequacy and operating effective ness of the internal financial controls with reference to consolidated Ind AS financial statements, in so far as it relates to two subsidiaries which are incorporated in India, is based on the corresponding reports of the auditors of such companies.

Our opinion is not modified in respect of the above matter.

For **KALYANIWALLA & MISTRY LLP**  
CHARTERED ACCOUNTANTS  
Firm Registration No. 104607W / W100166

**Sai Venkata Ramana Damarla**  
Partner  
Membership. No. 107017  
UDIN: 24107017BKERTF6364

Place: Mumbai  
Dated: May 02, 2024



# Consolidated Balance Sheet

as at March 31, 2024

| Particulars  | Note No. | ₹ in Lakh            |                      |
|--|----------|----------------------|----------------------|
|  |          | As at March 31, 2024 | As at March 31, 2023 |
| <b>ASSETS</b>  |          |                      |                      |
| <b>NON-CURRENT ASSETS</b>  |          |                      |                      |
| (a) Property, Plant and Equipment  | 2.1      | 36,155.19            | 37,011.16            |
| (b) Capital Work-in-Progress   | 2.1      | 782.70               | 280.05               |
| (c) Investment Property  | 2.2      | 68.45                | 68.61                |
| (d) Goodwill   | 2.3      | 771.11               | 771.11               |
| (e) Other Intangible Assets  | 2.3      | 10.67                | 22.94                |
| (f) Financial Assets   |          |                      |                      |
| (i) Investments  | 3        | 361.32               | 283.94               |
| (ii) Other Financial Assets  | 4        | 809.23               | 5,571.81             |
| (g) Deferred Tax Assets (Net)  | 20       | -                    | 333.27               |
| (h) Other Non-Current Assets   | 5        | 1,266.26             | 1,605.73             |
| <b>TOTAL NON-CURRENT ASSETS</b>  |          | <b>40,224.93</b>     | <b>45,948.62</b>     |
| <b>CURRENT ASSETS</b>  |          |                      |                      |
| (a) Inventories  | 6        | 11,844.73            | 10,306.35            |
| (b) Financial Assets   |          |                      |                      |
| (i) Investments  | 7        | 55.73                | 496.01               |
| (ii) Trade Receivables   | 8        | 40,434.67            | 38,516.59            |
| (iii) Cash and Cash Equivalents  | 9        | 2,314.01             | 2,495.52             |
| (iv) Bank balances other than (iii) above  | 10       | 19,247.52            | 7,803.00             |
| (v) Loans  | 11       | 6.91                 | 9.84                 |
| (vi) Other Financial Assets  | 12       | 1,093.76             | 420.99               |
| (c) Current Tax Assets (Net)   |          | 291.48               | 162.13               |
| (d) Other Current Assets   | 13       | 5,873.10             | 9,526.21             |
| <b>TOTAL CURRENT ASSETS</b>  |          | <b>81,161.91</b>     | <b>69,736.64</b>     |
| <b>TOTAL ASSETS</b>  |          | <b>1,21,386.84</b>   | <b>1,15,685.26</b>   |
| <b>EQUITY AND LIABILITIES</b>  |          |                      |                      |
| <b>EQUITY</b>  |          |                      |                      |
| (a) Equity Share Capital   | 14       | 1,046.91             | 1,041.53             |
| (b) Other Equity   | 15       | 95,672.42            | 87,348.16            |
| <b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>                                |          | <b>96,719.33</b>     | <b>88,389.69</b>     |
| (c) Non-Controlling Interest   |          | 3,579.00             | 3,352.66             |
| <b>TOTAL EQUITY</b>  |          | <b>1,00,298.33</b>   | <b>91,742.35</b>     |
| <b>LIABILITIES</b>   |          |                      |                      |
| <b>NON-CURRENT LIABILITIES</b>   |          |                      |                      |
| (a) Financial Liabilities  |          |                      |                      |
| (i) Borrowings   | 16       | 3,559.22             | 4,068.97             |
| (ia) Lease Liabilities   | 17       | 927.87               | 271.74               |
| (b) Provisions   | 18       | 253.94               | 268.90               |
| (c) Deferred Tax Liabilities (Net)   | 19       | 359.32               | -                    |
| (d) Other Non-Current Liabilities  | 20       | 6.06                 | 7.40                 |
| <b>TOTAL NON-CURRENT LIABILITIES</b>   |          | <b>5,106.41</b>      | <b>4,617.01</b>      |
| <b>CURRENT LIABILITIES</b>   |          |                      |                      |
| (a) Financial Liabilities  |          |                      |                      |
| (i) Borrowings   | 21       | 5,221.45             | 5,737.72             |
| (ia) Lease Liabilities   | 22       | 275.47               | 111.35               |
| (ii) Trade Payables  | 23       |                      |                      |
| (A) Total Outstanding Dues of Micro Enterprises and Small Enterprises                      |          | 1,103.65             | 942.69               |
| (B) Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises |          | 4,992.88             | 7,696.30             |
| (iii) Other Financial Liabilities  | 24       | 3,267.36             | 3,606.61             |
| (b) Other Current Liabilities  | 25       | 934.69               | 965.67               |
| (c) Current Tax Liabilities (Net)  |          | 186.60               | 265.56               |
| <b>TOTAL CURRENT LIABILITIES</b>   |          | <b>15,982.10</b>     | <b>19,325.90</b>     |
| <b>TOTAL LIABILITIES</b>   |          | <b>21,088.51</b>     | <b>23,942.91</b>     |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |          | <b>1,21,386.84</b>   | <b>1,15,685.26</b>   |
| Statement of Material Accounting Policies  | 1        |                      |                      |
| The accompanying notes are an integral part of the Consolidated Financial Statements       | 2-62     |                      |                      |

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

| Particulars  | Note No. | ₹ in Lakh                         |                                   |
|--|----------|-----------------------------------|-----------------------------------|
|  |          | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| <b>INCOME</b>  |          |                                   |                                   |
| I Revenue from Operations  | 26       | 77,024.49                         | 75,158.75                         |
| II Other Income  | 27       | 2,873.74                          | 1,778.64                          |
| <b>III Total Income (I+II)</b>   |          | <b>79,898.23</b>                  | <b>76,937.39</b>                  |
| <b>IV EXPENSES</b>   |          |                                   |                                   |
| Cost of Material Consumed  | 28       | 33,911.63                         | 33,003.69                         |
| Purchases of Stock-in-Trade  |          | 5,134.60                          | 4,434.35                          |
| Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade          | 29       | (834.66)                          | 2,694.45                          |
| Employee Benefits Expenses   | 30       | 9,558.44                          | 8,616.71                          |
| Finance Costs  | 31       | 691.21                            | 1,036.40                          |
| Depreciation and Amortisation Expenses   | 2        | 2,637.98                          | 1,867.33                          |
| Other Expenses   | 32       | 14,192.22                         | 14,677.30                         |
| <b>IV Total Expenses</b>   |          | <b>65,291.42</b>                  | <b>66,330.23</b>                  |
| <b>V Profit before Exceptional Items (III-IV)</b>                                      |          | <b>14,606.81</b>                  | <b>10,607.16</b>                  |
| VI Exceptional Items   | 54       | (2,919.61)                        | -                                 |
| <b>VII Profit before Tax (V-VI)</b>  |          | <b>11,687.20</b>                  | <b>10,607.16</b>                  |
| <b>VIII Tax Expenses</b>   |          |                                   |                                   |
| (a) Current Tax  |          | 3,240.10                          | 4,075.07                          |
| (b) Deferred Tax   |          | 203.33                            | (1,150.52)                        |
| (c) Taxation adjustment of earlier years Excess(-)/Short(+)                            |          | 85.98                             | 9.13                              |
| <b>Total Tax expenses</b>  |          | <b>3,529.41</b>                   | <b>2,933.68</b>                   |
| <b>IX Profit for the year (VII-VIII)</b>   |          | <b>8,157.79</b>                   | <b>7,673.48</b>                   |
| <b>X Other Comprehensive Income/(Loss)</b>   |          |                                   |                                   |
| <b>(A) (i) Items that will not be re-classified to Profit or Loss</b>                  |          |                                   |                                   |
| (i) Remeasurement of the Defined Benefit Liabilities/ (Asset)                          |          | (23.07)                           | (82.93)                           |
| (ii) Income Tax relating to items that will not be reclassified to Profit or Loss      |          | 5.81                              | 20.87                             |
| <b>(B) (i) Items that will be re-classified to Profit or Loss</b>                      |          |                                   |                                   |
| (i) Exchange differences in translating the Financial Statements of Foreign Operations |          | 780.77                            | (768.16)                          |
| (ii) Income Tax relating to items that will be reclassified to Profit or Loss          |          | (308.66)                          | 192.06                            |
| <b>XI Total Other Comprehensive Income/(Loss) for the year</b>                         |          | <b>454.85</b>                     | <b>(638.16)</b>                   |
| <b>XII Total Comprehensive Income for the year (IX+XI)</b>                             |          | <b>8,612.64</b>                   | <b>7,035.32</b>                   |
| <b>Profit/(Loss) attributable to:</b>  |          |                                   |                                   |
| i. Owners of the Company   |          | 7,545.41                          | 7,085.88                          |
| ii. Non-Controlling Interests  |          | 612.38                            | 587.60                            |
| <b>Other Comprehensive income attributable to:</b>                                     |          |                                   |                                   |
| i. Owners of the Company   |          | 673.71                            | (637.02)                          |
| ii. Non-Controlling Interests  |          | (218.86)                          | (1.14)                            |
| <b>Total Comprehensive income attributable to:</b>                                     |          |                                   |                                   |
| i. Owners of the Company   |          | 8,219.12                          | 6,448.86                          |
| ii. Non-Controlling Interests  |          | 393.52                            | 586.46                            |
| <b>XIII Earnings Per Equity Share (EPS) of ₹1/- each</b>                               |          |                                   |                                   |
| (i) Basic (₹)  | 34       | 7.23                              | 6.83                              |
| (ii) Diluted (₹)   | 34       | 7.11                              | 6.72                              |
| Statement of Material Accounting Policies  | 1        |                                   |                                   |
| The accompanying notes are an integral part of the Consolidated Financial Statements   | 2-62     |                                   |                                   |

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

| Equity Share Capital   |  | Number of Shares    | Amount          |
|--|--|---------------------|-----------------|
| Equity Share Capital of ₹ 1/- as at April 1, 2023  |  | 10,41,52,672        | 1,041.53        |
| Changes in Equity Share Capital due to prior period errors   |  | -                   | -               |
| Changes in Equity Share Capital during the current year on exercise of Employee Stock Options (ESOP) |  | 5,38,150            | 5.38            |
| <b>Equity Share Capital of ₹ 1/- as at March 31, 2024</b>  |  | <b>10,46,90,822</b> | <b>1,046.91</b> |
| Equity Share Capital   |  | Number of Shares    | Amount          |
| Equity Share Capital of ₹ 1/- as at April 1, 2022  |  | 10,36,77,922        | 1,036.78        |
| Changes in Equity Share Capital due to prior period errors   |  | -                   | -               |
| Changes in Equity Share Capital during the current year on exercise of Employee Stock Options (ESOP) |  | 4,74,750            | 4.75            |
| <b>Equity Share Capital of ₹ 1/- as at March 31, 2023</b>  |  | <b>10,41,52,672</b> | <b>1,041.53</b> |

| Other Equity   | Share Application Money pending allotment | Reserves and Surplus |                                   |                  |                  |                   | Foreign Currency Translation Reserve (OCI) | Other Equity attributable to Owners of the Company | Non-Controlling Interest | Total Equity |
|--|---|----------------------|-----------------------------------|------------------|------------------|-------------------|--|--|--------------------------|--------------|
|  |   | Securities Premium   | Share Options Outstanding Account | General Reserves | Capital Reserves | Retained Earnings |  |  |                          |              |
| <b>Balance as at April 1, 2023</b>   | -   | 2,699.44             | 889.47                            | 4,541.54         | -                | 81,492.43         | (2,274.72)                                 | 87,348.16  | 3,352.66                 | 90,700.82    |
| Profit for the year  | -   | -                    | -                                 | -                | -                | 7,545.41          | -  | 7,545.41   | 612.38                   | 8,157.79     |
| Other Comprehensive Income/ (Loss) for the year (net of income tax)  | -   | -                    | -                                 | -                | -                | (16.69)           | 690.40                                     | 673.71   | (380.64)                 | 293.07       |
| Payment of Dividends (including tax thereon)   | -   | -                    | -                                 | -                | -                | (521.12)          | -  | (521.12)   | (5.40)                   | (526.52)     |
| Transfer from Share Options Outstanding account to Retained Earnings on exercise of Employee Stock Options | -   | -                    | (111.11)                          | -                | -                | 111.11            | -  | -  | -                        | -            |
| Share Application money received during the year   | 234.95                                    | -                    | -                                 | -                | -                | -                 | -  | 234.95   | -                        | 234.95       |
| Allotment of shares during the year  | (231.40)                                  | 226.01               | -                                 | -                | -                | -                 | -  | (5.39)   | -                        | (5.39)       |
| Recognition of Share-Based payments  | -   | -                    | 381.57                            | -                | -                | -                 | -  | 381.57   | -                        | 381.57       |

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

| Other Equity   | Share Application Money pending allotment | Reserves and Surplus |                                   |                  |                  |                   | Foreign Currency Translation Reserve (OCI) | Other Equity attributable to Owners of the Company | Non-Controlling Interest | Total Equity |
|--|---|----------------------|-----------------------------------|------------------|------------------|-------------------|--|--|--------------------------|--------------|
|  |   | Securities Premium   | Share Options Outstanding Account | General Reserves | Capital Reserves | Retained Earnings |  |  |                          |              |
| <b>Balance as at April 1, 2022</b>   | -   | 2,127.68             | 993.80                            | 4,541.54         | -                | 74,871.50         | (1,701.13)                                 | 80,833.39  | 2,776.03                 | 83,609.42    |
| Profit for the year  | -   | -                    | -                                 | -                | -                | 7,085.88          | -  | 7,085.88   | 587.60                   | 7,673.48     |
| Other Comprehensive Income/ (Loss) for the year (net of income tax)  | -   | -                    | -                                 | -                | -                | (63.44)           | (573.59)                                   | (637.03)   | (3.48)                   | (640.51)     |
| Prior Period adjustment in opening reserves  | -   | -                    | -                                 | -                | -                | (4.88)            | -  | (4.88)   | (2.09)                   | (6.97)       |
| Payment of Dividends (including tax thereon)   | -   | -                    | -                                 | -                | -                | (519.04)          | -  | (519.04)   | (5.40)                   | (524.44)     |
| Transfer from Share Options Outstanding account to Retained Earnings on exercise of Employee Stock Options | -   | -                    | (122.41)                          | -                | -                | 122.41            | -  | -  | -                        | -            |

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

| Other Equity   | Reserves and Surplus                      |                    |                                   |                  |                  |                   | Other Equity attributable to Owners of the Company | Non-Controlling Interest | Total Equity     |
|--|---|--------------------|-----------------------------------|------------------|------------------|-------------------|--|--------------------------|------------------|
|  | Share Application Money pending allotment | Securities Premium | Share Options Outstanding Account | General Reserves | Capital Reserves | Retained Earnings |  |                          |                  |
| Share Application money received during the year                       | 204.14                                    | -                  | -                                 | -                | -                | -                 | 204.14   | -                        | 204.14           |
| Allotment of shares during the year                                    | (204.14)                                  | 199.41             | -                                 | -                | -                | -                 | (4.73)   | -                        | (4.73)           |
| Recognition of Share-Based payments                                    | -   | -                  | 390.43                            | -                | -                | -                 | 390.43   | -                        | 390.43           |
| Transferred to Securities Premium on Options exercised during the year | -   | 372.35             | (372.35)                          | -                | -                | -                 | -  | -                        | -                |
| <b>Balance as at March 31, 2023</b>                                    | -   | <b>2,699.44</b>    | <b>889.47</b>                     | <b>4,541.54</b>  | -                | <b>(2,274.72)</b> | <b>87,348.16</b>                                   | <b>3,352.66</b>          | <b>90,700.82</b> |

The accompanying notes 1 to 62 are an integral part of the Consolidated Financial Statements.

As per our report of even date attached For and on behalf of the Board of Directors of

**Bliss GVS Pharma Limited**

Chartered Accountants

Firm Registration No: 104607W/W100166

**S. R. Vaidya**  
 Chairman  
 DIN: 03600249

**Gagan Harsh Sharma**  
 Managing Director  
 DIN: 07939421

**Sai Venkata Ramana Damarla**  
 Partner  
 Membership No. 107017

**Aditi Bhatt**  
 Company Secretary

 Place: Mumbai  
 Date: May 02, 2024

 Place: Mumbai  
 Date: May 02, 2024

# Consolidated Statement of Cash Flow

for the year ended March 31, 2024

| Particulars  | For the year ended |                   |
|--|--------------------|-------------------|
|  | March 31, 2024     | March 31, 2023    |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                                  |                    |                   |
| <b>Net Profit before Taxation and Exceptional Items</b>                        | <b>14,606.81</b>   | <b>10,607.16</b>  |
| <b>Adjustments for:</b>  |                    |                   |
| Depreciation and Amortisation expense  | 2,637.98           | 1,867.33          |
| Finance costs  | 691.21             | 1,036.40          |
| Interest income  | (1,179.04)         | (750.41)          |
| Provision for Employee Benefits  | 111.46             | 84.67             |
| (Profit)/Loss on sale/scrap/written off of Property, Plant and Equipment (net) | (28.59)            | (36.51)           |
| (Gain)/Loss on Foreign Exchange Fluctuations (net)                             | (2,265.43)         | 299.99            |
| Bad Debts written off  | 1,051.42           | 208.40            |
| Allowance and Provision for Doubtful Debts                                     | 1,475.95           | 2,072.34          |
| Balance written off/back and other non cash item/ exceptional items            | 942.48             | 619.02            |
| Share Based Payment expenses   | 381.57             | 390.43            |
| Dividend income  | -                  | (0.05)            |
|  | <b>3,819.01</b>    | <b>5,791.61</b>   |
| <b>Operating Profit before Working Capital changes</b>                         | <b>18,425.82</b>   | <b>16,398.77</b>  |
| <b>Movements in Working Capital:</b>   |                    |                   |
| <b>(Increase)/ Decrease in Operating Assets</b>                                |                    |                   |
| Trade Receivables  | (4,451.87)         | (1,499.81)        |
| Inventories  | (2,242.18)         | 1,500.32          |
| Loans and Other Financial Assets   | 4,748.47           | (5,133.89)        |
| Other Assets   | 3,344.86           | (2,452.20)        |
| <b>(Decrease)/ Increase in Operating Liabilities</b>                           |                    |                   |
| Trade Payables   | (2,510.03)         | (631.60)          |
| Other Financial Liabilities  | 1,261.12           | 393.34            |
| Other Liabilities and Provisions   | 153.79             | (688.07)          |
|  | <b>304.16</b>      | <b>(8,511.91)</b> |
| <b>Cash generated from Operations</b>  | <b>18,729.98</b>   | <b>7,886.86</b>   |
| Income taxes paid/refund (net)   | (3,485.12)         | (4,455.51)        |
| <b>Net Cash generated from Operating Activities</b>                            | <b>15,244.86</b>   | <b>3,431.35</b>   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                                  |                    |                   |
| Payment to acquire Property, Plant and Equipment and CWIP                      | (2,832.93)         | (9,379.90)        |
| Proceeds from sale of Property, Plant and Equipment                            | 60.33              | 69.12             |
| (Increase)/ Decrease in Other Bank Balances                                    | (11,444.52)        | 7,758.08          |
| Interest received  | 500.84             | 1,323.34          |
| Dividend received  | -                  | 0.05              |
| Investment made  | (76.50)            | (770.73)          |
| Proceed from Sale of Investments   | 510.60             | 224.95            |
| <b>Net Cash generated from/ (used in) Investing Activities</b>                 | <b>(13,282.18)</b> | <b>(775.09)</b>   |

# Consolidated Statement of Cash Flow

for the year ended March 31, 2024

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                |                                      |                                      |
| Proceeds from Secured Borrowings                             | 1,548.84                             | 4,002.21                             |
| Repayment of Secured Borrowings (net)                        | (2,438.42)                           | (5,389.53)                           |
| Payment of Lease Liabilities                                 | (285.17)                             | (137.27)                             |
| Finance cost paid  | (610.01)                             | (629.69)                             |
| Dividend paid  | (539.49)                             | (543.72)                             |
| Proceeds from issue of Shares including Securities Premium   | 231.40                               | 204.15                               |
| Share Application money received pending allotment           | 3.55                                 | -                                    |
| <b>Net Cash (used in)/ generated by Financing Activities</b> | <b>(2,089.30)</b>                    | <b>(2,493.85)</b>                    |
| <b>Net increase in Cash and Cash Equivalents (A+B+C)</b>     | <b>(126.62)</b>                      | <b>162.41</b>                        |
| Cash and Cash Equivalents at the beginning of the year       | 2,500.69                             | 2,198.71                             |
| Effect of Exchange on restatement of Foreign Currency        | (15.01)                              | 139.57                               |
| <b>Cash and Cash Equivalents at the end of year</b>          | <b>2,359.06</b>                      | <b>2,500.69</b>                      |

**Notes:**

| 1. Cash and Cash Equivalents comprises of:                                   | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Cash and Cash equivalents (As per Note 9)                                    | 2,314.01                | 2,495.52                |
| Add : Cash included under Current Financial Assets - Others (As per Note 12) | 45.05                   | 5.17                    |
| <b>Cash and Cash Equivalents as per Statement of Cash Flows</b>              | <b>2,359.06</b>         | <b>2,500.69</b>         |

2. The above Consolidated Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - "Statement of Cash Flows".

The accompanying notes 1 to 62 are an integral part of the Consolidated Financial Statements.

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Corporate Information

Bliss GVS Pharma Limited ("the Company") is a Public Limited Company, incorporated on December 11, 1984 and domicile in India under the Companies Act, 2013 ("the Act"), having its registered office at 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai, Maharashtra – 400072 and is listed on Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

The Group is engaged in manufacturing, marketing, trading, and export of pharmaceutical products and product development services. The Group is one of among the world leaders in Suppositories and Pessaries dosage forms with one of the largest portfolios in this segment. The Group has its own manufacturing facility at Palghar (WHO GMP approved), Ambernath and Nigeria.

The consolidated financial statements comprise the financial statements of Bliss GVS Pharma Limited ("the Parent") and its Subsidiaries (the Parent and its Subsidiaries are collectively, hereinafter referred to as "the Group") for the year ended March 31, 2024.

The consolidated financial statements for the year ended March 31, 2023 are approved and authorised for issue in accordance with a resolution of the Board of Directors on May 02, 2024.

### a) Basis of Preparation

The consolidated financial statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The consolidated financial statements are prepared and presented in the form set out in Schedule III of the Act, so far as they are applicable thereto. All assets and liabilities have been classified as current/ non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The material accounting policy used in the preparation of the consolidated financials statements have been discussed in below notes.

## Basis of Consolidation

The consolidated financial statements comprise the financial statements of Bliss GVS Pharma Limited (the "Parent") and its Subsidiaries (together referred to as "Group") as at 31<sup>st</sup> March 2024. Control exists when the Parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Group gains control until the date when the Group ceases to control the subsidiary. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit or loss.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If an entity of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Consolidated financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Group, i.e., year ended on 31<sup>st</sup> March. When the end of the reporting period of the Parent is different from that of a subsidiary, if any, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the consolidated financial statements of the Parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

**The consolidated financial statements have been prepared on the following basis:**

The financial statements of the Parent and its Subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses in accordance with Ind AS

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

110 "Consolidated Financial Statements". Further, the carrying amount of the Parent's investments in each subsidiary and the Parent's portion of equity of each subsidiary are eliminated on consolidation.

In the case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average exchange rates prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Components of equity are translated at closing rate. Any gain/(loss) on exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR) through OCI.

The consolidated financial statements include the share of profit/ loss of an Associate Companies and Joint Venture which have been accounted for using equity method as per Ind AS 28 "Investment in Associates and Joint Ventures". The investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss (the loss being restricted to the cost of investment) of the investee after the acquisition date.

Profit or loss and each component of Other Comprehensive Income (the 'OCI') are attributed to the equity holders of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The excess of cost to the Group of its investments in the Subsidiary Companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the Subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

"Non-Controlling Interest" (NCI) represents the amount of equity attributable to minority shareholders at the date on which investment in the subsidiary is made and its share of movements in the equity since that date. Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit/ loss for the year and each component of Other Comprehensive Income of the subsidiaries attributable

to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company. Consolidated statement of profit or loss and each component of OCI are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

## Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred at acquisition date measured at fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values, except certain assets and liabilities required to be measured as per the applicable standard. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in consolidated statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The operation of the Group's subsidiaries are considered as non-integral operations for the purpose of consolidation.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## b) Basis of Measurement

The consolidated financial statements have been prepared under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value and assets held for sale measured at fair value less cost to sell and defined benefit plan assets measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- I) **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- II) **Level 2** inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- III) **Level 3** inputs are unobservable inputs for the asset or liability.

## c) Use of Estimates and Judgements

The preparation of consolidated financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make estimates, judgements and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses for the years presented. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant facts and

circumstances as of the date of consolidated financial statements, which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying consolidated financial statements. Estimates and underlying assumptions are reviewed at each balance sheet date. Any revision to accounting estimates is recognised prospectively in current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the accounting policies:

- Fair value measurement of financial instruments
- Measurement of defined benefit obligations
- Income tax and deferred tax
- Measurement and likelihood of occurrence of provisions and contingencies
- Recognition of deferred tax assets
- Leases
- Useful lives of property, plant, equipment and intangibles
- Impairment of intangibles
- Impairment of financial assets
- Share based payments

## d) Functional and Presentation Currency

The consolidated financial statements are presented in Indian Rupee, the currency of the primary economic environment in which the Group operates. All the amounts are stated in Rupees in Lakh.

## Material Accounting Policies

### I. Property, Plant and Equipment

Property, plant and equipment are stated at their cost less accumulated depreciation and impairment loss. Interest and other finance charges paid on loans for the acquisition of tangible qualifying assets are apportioned to the cost of fixed assets till they are ready for use.

Freehold land is carried at historical cost.

Expenditure incurred during the period of construction is carried as capital work-in-progress and on completion the costs are allocated to the respective items of property, plant and equipment.

Depreciation on property, plant and equipment is provided on straight-line method over the estimated useful life which is in line with that indicated in Part C of Schedule II of the Companies Act, 2013.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

| Sr. No | Assets  | Useful Life    |
|--------|---|----------------|
| i)     | Buildings   | 30 to 60 Years |
| ii)    | Plant and Equipment   | 15 Years       |
| iii)   | Plant and Equipment (Pharmaceutical and Chemical Manufacture) | 20 Years       |
| iv)    | Electrical Installations and Equipment                        | 10 years       |
| v)     | Laboratory Equipment  | 10 years       |
| vi)    | Computers   | 3 years        |
| vii)   | Furniture and Fixtures  | 10 years       |
| viii)  | Office Equipments   | 5 years        |
| ix)    | Vehicles  | 8 Years        |
| x)     | Servers and Networks  | 6 years        |

## II. Leases

### Group as Lessee

The Group's lease asset class primarily consist of lease for buildings.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate. For short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### Group as Lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

## III. Financial Instruments

### Initial Recognition and Measurement

Except for trade Receivables and Investments, all financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs. Trade

receivables and investments are initially measured at transaction price.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of incremental transaction costs.

### Financial Assets and Liability at Amortised Cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

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

Such financial assets and financial liabilities are subsequently carried at amortised cost using the effective interest method. Examples include financial assets and financial liabilities aggregated in cash and cash equivalents, investments, trade receivables, trade payables and other financial assets line items. Refer Note no. 35 for disclosure on categories of financial assets and financial liabilities.

### Financial Instruments at Fair Value through Profit or Loss

A financial instrument which is not classified as at amortised cost are subsequently fair valued through profit or loss except for equity investments not held for trading and not under liquidation on initial recognition. Such equity investments are measured at fair value with changes in fair value recognised in other comprehensive income.

## IV. Derivative Financial Instruments and Hedge Accounting

The Group enters into derivative financial instruments to manage its foreign exchange rate risk. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and nature of hedged items.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## V. Impairment of Assets

### Financial Assets

For the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience with adjusted for forward-looking information.

The Group uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

## VI. Inventories

Inventories consist of raw materials, packing materials, consumables and spares, work-in-progress, stock-in-trade and finished goods.

Raw material, packing material, consumables and spares are valued at cost. Cost of raw materials is determined using the weighted average cost method.

Inventories of finished goods and work-in-progress are valued at cost or net realisable value, whichever is lower. Cost is determined on the moving weighted average method.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, price changes, ageing of inventory, to the extent each of these factors impact the Group's business and markets. The Group considers all these factors and adjusts the carrying amount of inventory to reflect its actual experience on a periodic basis.

## VII. Revenue Recognition

The group recognises revenue from the following major sources:

- Sale of goods
- Sale of services

Revenue is measured at the fair value of consideration received or receivable.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be

satisfied at a point in time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Group.

Revenue from operations includes sales of goods, services, scrap, commission, export incentives. Revenue excludes Goods and Service Tax/ sales tax / value added taxes amounts collected on behalf of third parties.

### 1. Sales of Goods

Revenue from sale of manufactured and traded goods is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. The control of goods is usually transferred to customer depending upon the incoterms or as agreed with customer upon shipment, delivery to the customer, in accordance with the delivery and acceptance terms agreed with the customers. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of rebates, discounts, returns, indirect taxes or any other similar allowances. Transaction price is recognised based on the price specified in the contract, net of the sales discounts.

Incentives are accounted based on the assessment of whether the beneficiary (of the incentive) is acting as a principal or an agent. Where the beneficiary is a principal, the incentive is regarded as consideration paid to the customer and is reduced from revenue. However, where the beneficiary is an agent, the incentive payment is recognised as an expense as the same is in the nature of commission.

Advance received from customer before transfer of control of goods to the customer is recognised as contract liability.

### 2. Sales of Services

Revenue from services is recognised in accordance with the terms of the contract

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

with customers when the related performance obligation is completed.

The Group recognises revenue at the point of time on the basis of completion of milestones i.e., when the underlying services are performed as per the terms of the contract and when the control is transferred to the customer.

Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

### Performance Obligation and Transaction Price (Fixed and Variable)

At inception of the contract, Group assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation which is either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Based on the terms of the contract and as per business practice, the group determines the transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. It excluded amount collected on behalf of third parties such as taxes.

For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price.

### VIII. Government Grants

Export entitlement under the Duty Drawback scheme, Rodtep scheme, Merchandise Exports Incentive Scheme ("MEIS") is grant related to income. The Company presents the grant income from export entitlements and related expenses on gross basis.

### IX. Employee Benefits

#### a) Short Term Employee Benefits

Benefits such as salaries and wages, etc. and the expected cost of the bonus/ ex-gratia are recognised in the period in which the employee renders the related service.

Liability for Compensated Absences and Leave Travel Allowance which are in the nature of short-term benefits is provided for as per Group policies based on the undiscounted amount of benefits expected to be paid in exchange of services rendered.

#### b) Defined Contribution Plan

The Group has Defined Contribution Plans for post-employment benefits charged to the statement of profit and loss on accrual basis, in the form of

- Provident fund for all employees which is administered by Regional Provident Fund Commissioner.
- State Defined Contribution Plans: Employer's Contribution to Employees' State Insurance.

#### c) Defined Benefit Plan

The Group's liability towards gratuity to its employees is covered by a group gratuity policy with an insurance company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee's salary and the tenure

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

of employment. Liability towards gratuity is provided on the basis of an actuarial valuation using the Projected Unit Credit method and the current service cost and interest on the net defined benefit liability/ (asset) is recognised in the statement of profit and loss. Past service cost are immediately recognised in the statement of profit and loss. Actuarial gains and losses net of deferred taxes arising from experience adjustment and changes in actuarial assumptions are recognised in other comprehensive income in the period in which they arise and aggregated with retained earnings in statement of changes in equity.

### X. Share Based Payment Transactions

The Company operates equity-settled share based remuneration plans for its employees. All services received in exchange for the grant of any share based payment are measured at their fair values on the grant date and is recognised as an employee expense, in the profit or loss with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The increase in equity recognised in connection with share-based payment transaction is presented as a separate component in equity under "Share Options Outstanding Account". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest. Upon exercise of share options, the proceeds received, net of any directly attributable

transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

### XI. Taxation

Tax Expense comprises of current and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred taxes arising from deductible and taxable temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. 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 is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognised. The Company has recognised deferred tax on right-of-use assets and lease liabilities on gross basis in accordance with the amendment to Ind AS 12.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 2.1. Property, Plant and Equipment as at March 31, 2024

| Particulars                     | (₹ in Lakh)     |                  |                     |               |                        |                  |               |                               |                  |                          |
|---------------------------------|-----------------|------------------|---------------------|---------------|------------------------|------------------|---------------|-------------------------------|------------------|--------------------------|
|                                 | Freehold Land   | Buildings        | Plant and Equipment | Vehicles      | Furniture and Fixtures | Office Equipment | Computers     | Right of Use Asset (Building) | Total            | Capital Work-in-Progress |
| <b>Gross Carrying Amount</b>    |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | 4,198.26        | 14,369.76        | 22,127.05           | 806.30        | 2,030.98               | 436.48           | 403.62        | 556.88                        | 44,929.33        | 280.05                   |
| Additions                       | -               | 126.87           | 1,071.03            | 212.50        | 232.57                 | 177.28           | 33.87         | 1,326.86                      | 3,180.98         | 1,156.34                 |
| Disposals/Transfers             | -               | (8.71)           | (13.18)             | (63.71)       | (6.83)                 | (3.65)           | (2.48)        | -                             | (98.56)          | (653.69)                 |
| Translation adjustment          | (99.51)         | (798.91)         | (1,166.47)          | (18.67)       | (48.81)                | (39.04)          | (6.48)        | -                             | (2,177.89)       | -                        |
| <b>Closing Balance</b>          | <b>4,098.75</b> | <b>13,689.01</b> | <b>22,018.43</b>    | <b>936.42</b> | <b>2,207.91</b>        | <b>571.07</b>    | <b>428.53</b> | <b>1,883.74</b>               | <b>45,833.86</b> | <b>782.70</b>            |
| <b>Accumulated Depreciation</b> |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | -               | 1,566.27         | 4,662.69            | 364.60        | 559.43                 | 272.07           | 285.73        | 207.38                        | 7,918.17         | -                        |
| Depreciation for the year       | -               | 407.13           | 1,522.02            | 105.86        | 221.18                 | 63.60            | 46.07         | 259.69                        | 2,625.55         | -                        |
| Disposals/Transfers             | -               | (1.27)           | (9.83)              | (35.81)       | (0.79)                 | (2.64)           | (1.51)        | -                             | (51.85)          | -                        |
| Translation adjustment          | -               | (205.06)         | (513.34)            | (7.24)        | (43.51)                | (37.90)          | (6.15)        | -                             | (813.20)         | -                        |
| <b>Closing Balance</b>          | <b>-</b>        | <b>1,767.07</b>  | <b>5,661.54</b>     | <b>427.41</b> | <b>736.31</b>          | <b>295.13</b>    | <b>324.14</b> | <b>467.07</b>                 | <b>9,678.67</b>  | <b>-</b>                 |
| <b>Net Carrying Amount</b>      | <b>4,098.75</b> | <b>11,921.94</b> | <b>16,356.89</b>    | <b>509.01</b> | <b>1,471.60</b>        | <b>275.94</b>    | <b>104.39</b> | <b>1,416.67</b>               | <b>36,155.19</b> | <b>782.70</b>            |

## Note 2.1. Property, Plant and Equipment as at March 31, 2023

| Particulars                     | (₹ in Lakh)     |                  |                     |               |                        |                  |               |                               |                  |                          |
|---------------------------------|-----------------|------------------|---------------------|---------------|------------------------|------------------|---------------|-------------------------------|------------------|--------------------------|
|                                 | Freehold Land   | Buildings        | Plant and Equipment | Vehicles      | Furniture and Fixtures | Office Equipment | Computers     | Right of Use Asset (Building) | Total            | Capital Work-in-Progress |
| <b>Gross Carrying Amount</b>    |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | 4,200.87        | 10,591.81        | 15,292.23           | 859.33        | 1,227.38               | 379.22           | 328.58        | 517.79                        | 33,397.21        | 2,215.49                 |
| Additions                       | -               | 3,854.39         | 6,865.37            | 38.66         | 815.91                 | 70.57            | 78.91         | 39.09                         | 11,762.90        | 9,159.02                 |
| Disposals/Transfers             | -               | (32.50)          | -                   | (17.85)       | -                      | -                | -             | -                             | (50.35)          | (11,094.46)              |
| Translation adjustment          | (2.61)          | (43.94)          | (30.55)             | (73.84)       | (12.31)                | (13.31)          | (3.87)        | -                             | (180.43)         | -                        |
| <b>Closing Balance</b>          | <b>4,198.26</b> | <b>14,369.76</b> | <b>22,127.05</b>    | <b>806.30</b> | <b>2,030.98</b>        | <b>436.48</b>    | <b>403.62</b> | <b>556.88</b>                 | <b>44,929.33</b> | <b>280.05</b>            |
| <b>Accumulated Depreciation</b> |                 |                  |                     |               |                        |                  |               |                               |                  |                          |
| Opening Balance                 | -               | 1,271.31         | 3,584.18            | 293.63        | 433.04                 | 228.87           | 227.81        | 91.49                         | 6,130.33         | -                        |
| Depreciation for the year       | -               | 306.44           | 1,093.34            | 96.03         | 130.77                 | 49.73            | 58.91         | 115.89                        | 1,851.11         | -                        |
| Disposals/Transfers             | -               | (3.64)           | -                   | (14.79)       | -                      | -                | -             | -                             | (18.43)          | -                        |
| Translation adjustment          | -               | (7.84)           | (14.83)             | (10.27)       | (4.38)                 | (6.53)           | (0.99)        | -                             | (44.84)          | -                        |
| <b>Closing Balance</b>          | <b>-</b>        | <b>1,566.27</b>  | <b>4,662.69</b>     | <b>364.60</b> | <b>559.43</b>          | <b>272.07</b>    | <b>285.73</b> | <b>207.38</b>                 | <b>7,918.17</b>  | <b>-</b>                 |
| <b>Net Carrying Amount</b>      | <b>4,198.26</b> | <b>12,803.49</b> | <b>17,464.36</b>    | <b>441.70</b> | <b>1,471.55</b>        | <b>164.41</b>    | <b>117.89</b> | <b>349.50</b>                 | <b>37,011.16</b> | <b>280.05</b>            |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note:

- Refer Note 16 and 21 for the details of property, plant and equipment pledged as security against loan.
- Refer Note 41 for detailed disclosure of right of use asset and Refer Note 17 and 22 for lease liability created against the right of use assets.
- Title Deeds of all Immovable Properties are held in the name of the Company.
- The Group has not revalued its property, plant and equipment (including right of use assets) and intangible assets.
- CWIP Ageing Schedule**

| CWIP                           | Amount of CWIP for the year ended March 31, 2024 |           |           |                   | Total         |
|--------------------------------|--|-----------|-----------|-------------------|---------------|
|                                | Less than 1 year                                 | 1-2 years | 2-3 years | More than 3 years |               |
| <b>Projects in Progress</b>    |  |           |           |                   |               |
| Vevoor Semi-Solid Project      | 427.18   | -         | -         | -                 | 427.18        |
| Others                         | 345.52   | -         | -         | 10.00             | 355.52        |
| <b>Total</b>                   | <b>772.70</b>                                    | <b>-</b>  | <b>-</b>  | <b>10.00</b>      | <b>782.70</b> |
| Projects temporarily suspended | -  | -         | -         | -                 | -             |

| CWIP                           | Amount of CWIP for the year ended March 31, 2023 |              |              |                   | Total         |
|--------------------------------|--|--------------|--------------|-------------------|---------------|
|                                | Less than 1 year                                 | 1-2 years    | 2-3 years    | More than 3 years |               |
| <b>Projects in Progress</b>    |  |              |              |                   |               |
| Vevoor Plant                   | -  | -            | -            | -                 | -             |
| Others                         | 243.24   | 26.81        | 10.00        | -                 | 280.05        |
| <b>Total</b>                   | <b>243.24</b>                                    | <b>26.81</b> | <b>10.00</b> | <b>-</b>          | <b>280.05</b> |
| Projects temporarily suspended | -  | -            | -            | -                 | -             |

- Completion is overdue/has exceeded its cost compared to original plan - Nil

## Note 2.2. Investment Property as at March 31, 2024

| Particulars                     | (₹ in Lakh)   |             |              |
|---------------------------------|---------------|-------------|--------------|
|                                 | Freehold Land | Buildings   | Total        |
| <b>Gross Carrying Amount</b>    |               |             |              |
| Opening Balance                 | 60.88         | 8.87        | 69.75        |
| Additions                       | -             | -           | -            |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>60.88</b>  | <b>8.87</b> | <b>69.75</b> |
| <b>Accumulated Depreciation</b> |               |             |              |
| Opening Balance                 | -             | 1.14        | 1.14         |
| Depreciation for the year       | -             | 0.16        | 0.16         |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>-</b>      | <b>1.30</b> | <b>1.30</b>  |
| <b>Net Carrying Amount</b>      | <b>60.88</b>  | <b>7.57</b> | <b>68.45</b> |



## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 2.2. Investment Property as at March 31, 2023

| Particulars                     | (₹ in Lakh)   |             |              |
|---------------------------------|---------------|-------------|--------------|
|                                 | Freehold Land | Buildings   | Total        |
| <b>Gross Carrying Amount</b>    |               |             |              |
| Opening Balance                 | 60.88         | 8.87        | 69.75        |
| Additions                       | -             | -           | -            |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>60.88</b>  | <b>8.87</b> | <b>69.75</b> |
| <b>Accumulated Depreciation</b> |               |             |              |
| Opening Balance                 | -             | 0.98        | 0.98         |
| Depreciation for the year       | -             | 0.16        | 0.16         |
| Disposals/Transfers             | -             | -           | -            |
| <b>Closing Balance</b>          | <b>-</b>      | <b>1.14</b> | <b>1.14</b>  |
| <b>Net Carrying Amount</b>      | <b>60.88</b>  | <b>7.73</b> | <b>68.61</b> |

### Note 2.3. Goodwill/ Other Intangible Assets as at March 31, 2024

| Particulars                     | (₹ in Lakh)   |               |
|---------------------------------|---------------|---------------|
|                                 | Goodwill      | Software      |
| <b>Gross Carrying Amount</b>    |               |               |
| Opening Balance                 | 771.11        | 173.32        |
| Additions                       | -             | -             |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>771.11</b> | <b>173.32</b> |
| <b>Accumulated Amortisation</b> |               |               |
| Opening Balance                 | -             | 150.38        |
| Amortisation for the year       | -             | 12.27         |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>-</b>      | <b>162.65</b> |
| <b>Net Carrying Amount</b>      | <b>771.11</b> | <b>10.67</b>  |

### Note 2.3. Goodwill/ Other Intangible Assets as at March 31, 2023

| Particulars                     | (₹ in Lakh)   |               |
|---------------------------------|---------------|---------------|
|                                 | Goodwill      | Software      |
| <b>Gross Carrying Amount</b>    |               |               |
| Opening Balance                 | 771.11        | 172.60        |
| Additions                       | -             | 0.72          |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>771.11</b> | <b>173.32</b> |
| <b>Accumulated Amortisation</b> |               |               |
| Opening Balance                 | -             | 134.32        |
| Amortisation for the year       | -             | 16.06         |
| Disposals/Transfers             | -             | -             |
| <b>Closing Balance</b>          | <b>-</b>      | <b>150.38</b> |
| <b>Net Carrying Amount</b>      | <b>771.11</b> | <b>22.94</b>  |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 3. Non-Current Financial Assets - Investments

| Particulars   | (₹ in Lakh)          |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2024 | As at March 31, 2023 |
| <b>Investments at Fair Value through Profit and Loss</b>  |                      |                      |
| <b>Investments in Debentures (Quoted)</b>   |                      |                      |
| - Protium Finance Limited NCD, due date September 22, 2024 of ₹ 10,06,601/- each (As at March 31, 2024 - Nil, As at March 31, 2023 - 5 units)         | -                    | 51.12                |
| <b>Investments in Equity Funds (Unquoted)</b>   |                      |                      |
| - Sageone Flagship Growth Equity Fund of ₹ 1,00,00,000/- each (As at March 31, 2024 - 1 unit, As at March 31, 2023 - 1 unit)                          | 145.87               | 88.66                |
| <b>Investments in Alternate Funds (Unquoted)</b>  |                      |                      |
| - Mirae Asset Late Stage Opportunities Fund of ₹ 1,00,000/- each (As at March 31, 2024 - 83 units, As at March 31, 2023 - 59.50 units)                | 135.99               | 88.23                |
| - Avendus Future Leaders Fund II of ₹ 1,00,000/- each (As at March 31, 2024 - 142.804 unit, As at March 31, 2023 - 88.226 units)                      | 78.46                | 54.93                |
| <b>Investments at Amortised Cost</b>  |                      |                      |
| <b>Investments in Equity Instruments (Non-Traded, Unquoted and Fully Paid-up unless otherwise specified)</b>  |                      |                      |
| - Bharat Co-op. Bank Ltd. (At Cost)<br>(Number of Equity Shares of ₹ 10/- each As at March 31, 2024 - 10,000 units, At March 31, 2023 - 10,000 units) | 1.00                 | 1.00                 |
| <b>Total</b>  | <b>361.32</b>        | <b>283.94</b>        |

1. Each entity in the Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

| Particulars   | (₹ in Lakh)          |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2024 | As at March 31, 2023 |
| a. Aggregate amount quoted investments                    | -                    | 51.12                |
| b. Aggregate amount of unquoted investments               | 361.32               | 232.82               |
| c. Aggregate amount of impairment in value of investments | -                    | -                    |
| d. Aggregate market value of quoted investments           | -                    | 51.12                |

### Note 4. Non-Current Financial Assets - Others

| Particulars   | (₹ in Lakh)          |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2024 | As at March 31, 2023 |
| Fixed Deposits with Bank - maturity more than 12 months | 440.71               | 5,401.97             |
| Security Deposits                                       | 368.52               | 169.84               |
| <b>Total</b>  | <b>809.23</b>        | <b>5,571.81</b>      |

### Note 5. Other Non-Current Assets

| Particulars                                | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| <b>Unsecured - Considered Good</b>         |                      |                      |
| Capital Advances                           | 1,255.19             | 1,582.67             |
| <b>Advance other than Capital Advances</b> |                      |                      |
| Prepaid expenses                           | 9.66                 | 13.95                |
| Balances with Government Authorities       | 1.41                 | 9.11                 |
| <b>Total</b>                               | <b>1,266.26</b>      | <b>1,605.73</b>      |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 6. Inventories

| Particulars  | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| The mode of valuation of inventories has been stated in Note : 1(VI) |                         |                         |
| Raw Material   | 5,310.04                | 4,684.73                |
| Packing Material   | 1,649.93                | 1,496.35                |
| Work-in-Progress   | 629.94                  | 443.81                  |
| Finished Goods   | 2,185.98                | 1,756.75                |
| Stock-in-Trade   | 1,842.99                | 1,623.69                |
| Others Consumable and Spares   | 225.85                  | 301.02                  |
| <b>Total</b>   | <b>11,844.73</b>        | <b>10,306.35</b>        |

- Inventory write downs are accounted considering the nature of inventory, estimated shelf life, price changes, ageing of inventory, provisioning policy, etc. Write down of inventories amounted to ₹ 1,252.37 Lakh (March 31, 2023 - ₹ 871.70 Lakh). This is included as part of cost of material consumed in statement of profit and loss.
- Refer Note 16 and Note 21 for the details of inventory pledged as security against loan.

### Note 7. Current Financial Assets - Investments

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Investments at Fair Value through Profit and Loss</b>  |                         |                         |
| <b>Investments in Debentures (Quoted)</b>   |                         |                         |
| - Aye Finance Private Limited NCD, due date August 31, 2023 of ₹ 11,46,104/- each (As at March 31, 2024 - Nil, As at March 31, 2023 - 20 units) | -                       | 229.32                  |
| - Aye Finance Private Limited NCD, due date March 05, 2024 of ₹ 10,00,000/- each (As at March 31, 2024 - Nil, As at March 31, 2023 - 4 units)   | -                       | 42.11                   |
| - Vivriti Capital Pvt Limited NCD, due date April 24, 2023 of ₹ 11,17,489/- each (As at March 31, 2024 - Nil, As at March 31, 2023 - 20 units)  | -                       | 224.58                  |
| - Protium Finance Limited NCD, due date September 22, 2024 of ₹ 10,06,601/- each (As at March 31, 2024 - 5 units, As at March 31, 2023 - Nil)   | 55.73                   | -                       |
| <b>Total</b>  | <b>55.73</b>            | <b>496.01</b>           |

- Each entity in the Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

| Particulars   | (₹ in Lakh)             |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| a. Aggregate amount quoted investments                    | 55.73                   | 496.01                  |
| b. Aggregate amount of unquoted investments               | -                       | -                       |
| c. Aggregate amount of impairment in value of investments | -                       | -                       |
| d. Aggregate market value of quoted investments           | 55.73                   | 496.01                  |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 8. Current Financial Assets - Trade Receivables

| Particulars                          | (₹ in Lakh)             |                         |
|--------------------------------------|-------------------------|-------------------------|
|                                      | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Unsecured</b>                     |                         |                         |
| Undisputed - Considered Good         | 42,414.72               | 40,661.72               |
| Undisputed - Credit impaired         | 388.71                  | 382.14                  |
| Disputed - Credit impaired           | 1,252.32                | 1,012.44                |
| Less: Expected Credit Loss Provision | (1,980.05)              | (2,145.13)              |
| Less: Reserve for Doubtful Debts     | (1,641.03)              | (1,394.58)              |
| <b>Total</b>                         | <b>40,434.67</b>        | <b>38,516.59</b>        |

- Includes ₹ 9,525.24 Lakh (March 31, 2023 ₹ 8,377.12 Lakh from related parties (Refer Note 40)
- The Group has used practical expedient for computing the expected credit loss allowance for trade receivables as per material accounting policy - Impairment of financial asset and as mentioned in Note 46. Impairment of Financial Assets.
- Refer Note 16 and Note 21 for the details of trade receivables pledged as security against loan.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 8. Current Financial Assets - Trade Receivables (Contd..)

| Particulars  | Unbilled Dues | Not Due*         | Outstanding for following periods from due date of payment as at March 31, 2024 |                   |               |                 |                   | Total            |
|--|---------------|------------------|---|-------------------|---------------|-----------------|-------------------|------------------|
|  |               |                  | Less than 6 months  | 6 months - 1 year | 1-2 years     | 2-3 years       | More than 3 years |                  |
|  |               |                  | (₹ in Lakh)   | (₹ in Lakh)       | (₹ in Lakh)   | (₹ in Lakh)     | (₹ in Lakh)       |                  |
| (i) Undisputed Trade Receivables - considered good                                 | -             | 23,468.63        | 17,240.05   | 1,306.86          | 335.47        | 15.98           | 47.73             | 42,414.72        |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | -             | -                | -   | -                 | -             | -               | -                 | -                |
| (iii) Undisputed Trade Receivables - credit impaired                               | -             | -                | -   | 36.88             | 9.35          | 1.44            | 341.04            | 388.71           |
| (iv) Disputed Trade Receivables - considered good                                  | -             | -                | -   | -                 | -             | -               | -                 | -                |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -             | -                | -   | -                 | -             | -               | -                 | -                |
| (vi) Disputed Trade Receivables - credit impaired                                  | -             | -                | -   | -                 | -             | 1,252.32        | -                 | 1,252.32         |
| <b>Total</b>   | -             | <b>23,468.63</b> | <b>17,240.05</b>  | <b>1,343.74</b>   | <b>344.82</b> | <b>1,269.74</b> | <b>388.77</b>     | <b>44,055.75</b> |

| Particulars  | Unbilled Dues | Not Due*         | Outstanding for following periods from due date of payment as at March 31, 2023 |                   |                 |               |                   | Total            |
|--|---------------|------------------|---|-------------------|-----------------|---------------|-------------------|------------------|
|  |               |                  | Less than 6 months  | 6 months - 1 year | 1-2 years       | 2-3 years     | More than 3 years |                  |
|  |               |                  | (₹ in Lakh)   | (₹ in Lakh)       | (₹ in Lakh)     | (₹ in Lakh)   | (₹ in Lakh)       |                  |
| (i) Undisputed Trade Receivables - considered good                                 | -             | 18,933.79        | 16,450.69   | 1,671.58          | 3,328.81        | 24.91         | 251.94            | 40,661.72        |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | -             | -                | -   | -                 | -               | -             | -                 | -                |
| (iii) Undisputed Trade Receivables - credit impaired                               | -             | -                | 0.05  | 1.32              | -               | 2.07          | 378.70            | 382.14           |
| (iv) Disputed Trade Receivables - considered good                                  | -             | -                | -   | -                 | -               | -             | -                 | -                |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -             | -                | -   | -                 | -               | -             | -                 | -                |
| (vi) Disputed Trade Receivables - credit impaired                                  | -             | -                | -   | -                 | 203.23          | 809.21        | -                 | 1,012.44         |
| <b>Total</b>   | -             | <b>18,933.79</b> | <b>16,450.74</b>  | <b>1,672.90</b>   | <b>3,532.04</b> | <b>836.19</b> | <b>630.64</b>     | <b>42,056.30</b> |

\* Includes reinstatement of trade receivable balances as on March 31, 2024 and March 31, 2023

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 9. Current Financial Assets - Cash and Cash Equivalents

| Particulars  | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| <b>Balances with Bank</b>                                |                      |                      |
| - In Current Account                                     | 1,745.55             | 2,240.05             |
| - Fixed Deposits with Bank - maturity less than 3 months | 561.82               | 246.94               |
| Cash on hand   | 6.64                 | 8.53                 |
| <b>Total</b>   | <b>2,314.01</b>      | <b>2,495.52</b>      |

## Note 10. Current Financial Assets - Bank Balances other than Cash and Cash Equivalents

| Particulars  | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| Fixed Deposits with bank maturity more than 3 months but less than 12 months | 11,666.97            | 3,844.36             |
| Margin Money Deposit (Security and Lien against Guarantee)                   | 7,510.74             | 3,875.86             |
| Earmarked balances with Bank in unpaid Dividend account                      | 69.81                | 82.78                |
| <b>Total</b>   | <b>19,247.52</b>     | <b>7,803.00</b>      |

- Refer Note 37 for additional details of margin money deposited with regards to bank guarantees given.

- In respect of these items the turnover is quick, the amounts are large and the maturities are short and hence cash flows from these items are shown on net basis.

## Note 11. Current Financial Assets - Loans

| Particulars                        | (₹ in Lakh)          |                      |
|------------------------------------|----------------------|----------------------|
|                                    | As at March 31, 2024 | As at March 31, 2023 |
| <b>Unsecured - Considered Good</b> |                      |                      |
| Loan to Employees                  | 6.91                 | 9.84                 |
| <b>Total</b>                       | <b>6.91</b>          | <b>9.84</b>          |

## Note 12. Current Financial Assets - Others

| Particulars                                     | (₹ in Lakh)          |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2024 | As at March 31, 2023 |
| <b>Unsecured - Considered Good</b>              |                      |                      |
| Export Benefit Receivable and Others            | 41.74                | 75.98                |
| Interest Accrued on Fixed Deposits and Advances | 1,006.97             | 339.84               |
| Gratuity Trust Bank Account                     | 45.05                | 5.17                 |
| <b>Total</b>                                    | <b>1,093.76</b>      | <b>420.99</b>        |

## Note 13. Other Current Assets

| Particulars  | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| <b>Unsecured - Considered Good</b>                           |                      |                      |
| <b>Advances other than Capital Advances</b>                  |                      |                      |
| Advance given to Employees                                   | 2.50                 | 7.28                 |
| Advance given to Suppliers                                   | 1,813.89             | 5,159.71             |
| Balances with Government Authorities                         | 3,449.86             | 4,117.12             |
| Balances with Government Authorities - Deposit under Protest | 329.25               | -                    |
| Prepaid expenses   | 277.60               | 242.10               |
| <b>Total</b>   | <b>5,873.10</b>      | <b>9,526.21</b>      |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 14. Share Capital

| Particulars  | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| <b>A) Authorised</b>   |                      |                      |
| 15,00,00,000 (March 31, 2023 - 15,00,00,000) Equity Shares of ₹ 1/- each             | 1,500.00             | 1,500.00             |
|  | <b>1,500.00</b>      | <b>1,500.00</b>      |
| <b>B) Issued, Subscribed and Paid up</b>   |                      |                      |
| 10,46,90,822 (March 31, 2023 - 10,41,52,672) Equity Shares of ₹ 1/- each, fully paid | 1,046.91             | 1,041.53             |
| <b>Total</b>   | <b>1,046.91</b>      | <b>1,041.53</b>      |

| C) Reconciliation of opening and closing Equity Share Capital                    | As at March 31, 2024 |                 | As at March 31, 2023 |                 |
|--|----------------------|-----------------|----------------------|-----------------|
|  | No of Shares         | Amount          | No of Shares         | Amount          |
| Opening Balance  | 10,41,52,672         | 1,041.53        | 10,36,77,922         | 1,036.78        |
| Increase during the year on account of exercise of Employee Stock Options (ESOP) | 5,38,150             | 5.38            | 4,74,750             | 4.75            |
| <b>Closing Balance</b>   | <b>10,46,90,822</b>  | <b>1,046.91</b> | <b>10,41,52,672</b>  | <b>1,041.53</b> |

| D) Details of Shareholders holding more than 5% Shares in the Company | As at March 31, 2024 |           | As at March 31, 2023 |           |
|---|----------------------|-----------|----------------------|-----------|
|   | No of Shares held    | % Holding | No of Shares held    | % Holding |
| 1. Narsimha Shibroor Kamath   | 3,19,57,024          | 30.53     | 3,19,57,024          | 30.68     |
| 2. Arian Investment Ltd   | 98,57,361            | 9.42      | 98,57,361            | 9.46      |
| 3. LIC of India   | 69,01,355            | 6.59      | 69,01,355            | 6.63      |
| 4. Gulbarga Trading and Investment Pvt Ltd                            | 58,37,000            | 5.58      | 58,37,000            | 5.60      |

| E) Details of Shares held by Promoters | As at March 31, 2024 |           | As at March 31, 2023 |           | % Change during the year* |
|--|----------------------|-----------|----------------------|-----------|---------------------------|
|  | No of Shares held    | % Holding | No of Shares held    | % Holding |                           |
| 1. Narsimha Shibroor Kamath            | 3,19,57,024          | 30.53     | 3,19,57,024          | 30.68     | (0.15)                    |
| 2. Shruti Vishal Rao                   | 21,10,000            | 2.02      | 21,10,000            | 2.03      | (0.01)                    |
| 3. Vibha Gagan Sharma                  | 24,75,000            | 2.36      | 23,60,000            | 2.27      | 0.09                      |

\* Change in Percentage (%) is based on Paid up capital at the end of the financial year.

F) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.

The Company has only one class of Equity Shares having a par value of ₹ 1 /- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, in proportion to the number of equity shares held by them.

G) The Company has reserved 60,00,000 Equity Shares of face value of ₹ 1 /- under Employee Stock Option Plan-2019 (Refer Note 40).

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 14. Share Capital (Contd..)

H) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

I) The Board of Directors in their meeting held on May 02, 2024 proposed a dividend of ₹ 0.50 per share (March 31, 2023 - ₹ 0.50 per share).

## Note 15. Other Equity

| Particulars  | (₹ in Lakh)          |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2024 | As at March 31, 2023 |
| <b>Share Application Money Pending Allotment</b>   |                      |                      |
| At the beginning of the year   | -                    | -                    |
| Add: Application Money received on Exercise of Shares  | 234.95               | 204.14               |
| Less: Allotment of Shares during the year  | (231.40)             | (204.14)             |
| <b>Closing Balance at the end of the year</b>  | <b>3.55</b>          | <b>-</b>             |
| <b>Securities Premium</b>  |                      |                      |
| At the beginning of the year   | 2,699.44             | 2,127.68             |
| Add: Additions during the year   | 617.00               | 571.76               |
| <b>Closing Balance at the end of the year</b>  | <b>3,316.44</b>      | <b>2,699.44</b>      |
| <b>General Reserve</b>   |                      |                      |
| At the beginning of the year   | 4,541.54             | 4,541.54             |
| Add: Additions during the year   | -                    | -                    |
| <b>Closing Balance at the end of the year</b>  | <b>4,541.54</b>      | <b>4,541.54</b>      |
| <b>Capital Reserve</b>   |                      |                      |
| At the beginning of the year   | -                    | -                    |
| Add: Additions during the year on account of Business Combination  | (72.74)              | -                    |
| <b>Closing Balance at the end of the year</b>  | <b>(72.74)</b>       | <b>-</b>             |
| <b>Share Options Outstanding Account</b>   |                      |                      |
| At the beginning of the year   | 889.47               | 993.80               |
| Add: Recognition of Share-Based payments   | 381.57               | 390.43               |
| Less: Allotment of Shares during the year  | (390.99)             | (372.35)             |
| Less: Derecognition on account of Lapsed Shares  | (111.11)             | (122.41)             |
| <b>Closing Balance at the end of the year</b>  | <b>768.94</b>        | <b>889.47</b>        |
| <b>Surplus in Statement of Profit and Loss</b>   |                      |                      |
| At the beginning of the year   | 81,492.43            | 74,871.50            |
| Add: Profit for the year   | 7,545.41             | 7,085.88             |
| Less: Prior Period adjustment (Actuarial gain/losses of Defined Benefit Plans)                               | -                    | (4.88)               |
| Add: Transferred from Share Option Outstanding account to Profit and Loss                                    | 111.11               | 122.41               |
| Add/Less: Actuarial gains and losses of Defined Benefit Plans (including Deferred Tax)                       | (16.69)              | (63.44)              |
| Add: Derecognition of Loss on account of loss of control of step-down subsidiary (Refer Note 53 and Note 54) | 87.87                | -                    |
| <b>Net Profit available for appropriation</b>  | <b>89,220.13</b>     | <b>82,011.47</b>     |
| Less: allocations and appropriations   |                      |                      |
| - Dividends  | (521.12)             | (519.04)             |
| <b>Closing Balance at the end of the year</b>  | <b>88,699.01</b>     | <b>81,492.43</b>     |
| <b>Foreign Currency Translation Reserve</b>  |                      |                      |
| At the beginning of the year   | (2,274.72)           | (1,701.13)           |
| Add: Additions during the year   | 690.40               | (573.59)             |
| <b>Closing Balance at the end of the year</b>  | <b>(1,584.32)</b>    | <b>(2,274.72)</b>    |
| <b>Total</b>   | <b>95,672.42</b>     | <b>87,348.16</b>     |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 15. Other Equity (Contd..)

### Nature and Purpose of Reserves:

#### (i) Securities Premium

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

#### (ii) General Reserve

The general reserve is a free reserve, retained from Company's profits. The reserves can be utilised as per the provisions of the Companies Act, 2013.

#### (iii) Capital Reserve

Capital Reserve represents excess/short of investments acquired in business combination. It is not available for the distribution to shareholders as dividend.

#### (iv) Share Options Outstanding Account

The share options outstanding account relates to share options granted by the Company to its employees under its employee share option plan.

#### (v) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends, or other distributions paid to shareholders.

## Note 16. Non-Current Financial Liabilities - Borrowings

(₹ in Lakh)

| Particulars            | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------------|-------------------------|-------------------------|
| <b>Secured</b>         |                         |                         |
| Term Loan from Banks   | 3,509.53                | 4,068.97                |
| Other Loans from Banks | 49.69                   | -                       |
| <b>Total</b>           | <b>3,559.22</b>         | <b>4,068.97</b>         |

### Bliss GVS Pharma Limited

#### 1. Term Loans from Bank

a) Includes foreign currency term loan of ₹ 3,238.27 Lakh (As at March 31, 2023- ₹ 4,206.01 Lakh) including current maturities of ₹ 996.39 Lakh (As at March 31, 2023 - ₹ 989.65 Lakh) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- Lien mark on FD amounting to ₹ 1,000 Lakh.
- Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.5%. The loan is repayable in quarterly installments till April, 2027.

b) Includes additional foreign currency term loan of ₹ 1,858.39 Lakh (As at March 31, 2023- ₹ 999.29 Lakh) including current maturities of ₹ 590.74 Lakh (As at March 31, 2023 - ₹ 146.69 Lakh) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- Lien mark on FD amounting to ₹ 1,000 Lakh.
- Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.75%. The loan is repayable in quarterly installments starting from March, 2024 till June, 2027.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 16. Non-Current Financial Liabilities - Borrowings (Contd..)

c) Includes foreign currency term loan of ₹ 392.64 Lakh (As at March 31, 2023- Nil) including current maturities of ₹ 392.64 Lakh (As at March 31, 2023 - Nil) availed for Palghar (East) Plant from Federal Bank Limited. The loan is secured by:

- Exclusive charge on Land and Building, Plant and Machinery situated at Survey no 43 (P) and 44 (P) at Plots 1,2 and 3, in Village Vevoor, Palghar East - 410404.
- Lien mark on Fixed deposit amounting to ₹ 1,000 Lakh.
- Second pari passu charge on entire current assets of the Company.

The rate of interest is Euribor 3 months+1.45%. The loan is repayable in quarterly installments starting from September, 2024.

d) Other Loans includes motor car loan of ₹ 49.69 Lakh (As at March 31, 2023- Nil) including current maturities of ₹ 29.74 Lakh (As at March 31, 2023 - Nil) which has been secured by Hypothecation of Motor Car and the rate of interest is 8.63% p.a.

2. The loans from bank are also secured by personal guarantee of Mr. Gagan Harsh Sharma, Managing Director of the Company.

3. There are no pending registration of charges or satisfaction of charges with pending with Registrar of Companies.

### Additional Disclosures

- Term loans were applied for the purpose for which the loans were obtained.
- Quarterly statements of current assets filed by the Group Companies with banks are in agreement with the books of accounts.
- The Group Companies are not declared as wilful defaulter by any bank or financial institution or any other lender.

## Note 17. Non-Current Financial Liabilities - Lease Liabilities

(₹ in Lakh)

| Particulars                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| Lease Liabilities (Refer Note 41) | 927.87                  | 271.74                  |
| <b>Total</b>                      | <b>927.87</b>           | <b>271.74</b>           |

## Note 18. Non-Current - Provisions

(₹ in Lakh)

| Particulars                     | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---------------------------------|-------------------------|-------------------------|
| Provision for Employee Benefits | 253.94                  | 268.90                  |
| <b>Total</b>                    | <b>253.94</b>           | <b>268.90</b>           |

- Refer Note 38 for additional details of Employee Benefits.

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 19. Deferred Tax Liabilities (Net)

| Particulars                                | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Deferred Tax Liability</b>              |                         |                         |
| Depreciation/ Impairment                   | 2,739.94                | 1,865.23                |
| Others                                     | 178.67                  | 0.85                    |
|  | <b>2,918.61</b>         | <b>1,866.08</b>         |
| <b>Deferred Tax Asset</b>                  |                         |                         |
| ECL provision                              | 911.35                  | 890.87                  |
| MTM on Forward Contract                    | 45.82                   | 229.22                  |
| Employee Benefit Asset                     | 62.16                   | 65.60                   |
| Others                                     | 1,539.96                | 1,013.66                |
|  | <b>2,559.29</b>         | <b>2,199.35</b>         |
| <b>Net Deferred Tax (Asset)/ Liability</b> | <b>359.32</b>           | <b>(333.27)</b>         |

### Note 20. Non-Current Liabilities - Others

| Particulars                        | (₹ in Lakh)             |                         |
|------------------------------------|-------------------------|-------------------------|
|                                    | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Deferred Income - Government Grant | 6.06                    | 7.40                    |
| <b>Total</b>                       | <b>6.06</b>             | <b>7.40</b>             |

### Note 21. Current Financial Liabilities - Borrowings

| Particulars                                | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| <b>Unsecured</b>                           |                         |                         |
| Loan Repayable on Demand                   | 515.57                  | 1,534.67                |
| <b>Secured</b>                             |                         |                         |
| <b>From Banks</b>                          |                         |                         |
| Packing Credit/ Export Bill Discounting    | 1,073.86                | 2,502.50                |
| Working Capital Loan                       | 1,622.51                | 564.21                  |
| Current Maturities of Long Term Borrowings | 2,009.51                | 1,136.34                |
| <b>Total</b>                               | <b>5,221.45</b>         | <b>5,737.72</b>         |

#### Bliss GVS Pharma Limited

- Secured loans from banks include working capital loans secured by exclusive charge by way of hypothecation of entire current assets of the Company.
- First pari passu charge on Plots 10 & 11, Aliyali Village, Palghar (West); Plot 12, Aliyali Village, Palghar (West).
- Second charge on immovable and movable fixed assets of the Company both present and future.
- Exclusive charge on the fixed deposits ₹ 1,200 Lakh as margin for pre and post shipment limits along with Non fund based facilities.
- The loans are also secured by personal guarantee of Mr. Gagan Harsh Shama, Managing Director of the Company.
- The Company has taken working capital loans at interest ranging from 4.40% to 6.74% per annum.
- Includes foreign bill discounting limits with Federal bank which are secured against the foreign debtors.
- It includes packing credit limit which is also secured by inventory and books debts of the Company.
- Quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 21. Current Financial Liabilities - Borrowings (Contd..)

#### Kremoint Pharma Private Limited

- The Company has taken working capital loans at interest ranging from 6.80% to 7.30% per annum. Working Capital loan against deposit is secured by charge on the fixed deposits held by the Company with the Bank.

#### EIPII Exports Private Limited

- The Company has taken Overdraft facility and Easy Cash loan at interest rate ranging from 4.90% to 7.30% per annum. Working Capital loan is secured by charge on the fixed deposits held by the Company and also by charge on the fixed deposits held by the Holding Company Kremoint Pharma Private Limited.

#### Additional Disclosures

- The Group Companies are not declared as wilful defaulter by any bank or financial institution or any other lender.
- The Group has not utilised any funds raised on short term basis for long term purpose.
- The Group has not raised any loans during the year on the pledge of securities held in its Subsidiaries.

### Note 22. Current Financial Liabilities - Lease Liabilities

| Particulars                       | (₹ in Lakh)             |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Lease Liabilities (Refer Note 41) | 275.47                  | 111.35                  |
| <b>Total</b>                      | <b>275.47</b>           | <b>111.35</b>           |

### Note 23. Current Financial Liabilities - Trade Payables

| Particulars  | (₹ in Lakh)             |                         |
|--|-------------------------|-------------------------|
|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| (A) Outstanding dues of Micro enterprises and Small enterprises                      | 1,103.65                | 942.69                  |
| (B) Outstanding dues of creditors other than Micro enterprises and Small enterprises | 4,992.88                | 7,696.30                |
| <b>Total</b>   | <b>6,096.53</b>         | <b>8,638.99</b>         |

- Refer Note 44 for additional details on outstanding dues from micro and small enterprises.

#### (ii) Ageing as at March 31, 2024

| Particulars                 | (₹ in Lakh)  |                 |                  |              |              |                   | Total           |
|-----------------------------|--|-----------------|------------------|--------------|--------------|-------------------|-----------------|
|                             | Outstanding for following periods from due date of payment |                 |                  |              |              |                   |                 |
|                             | Unbilled Dues  | Not Due         | Less than 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) MSME                    | -  | 970.89          | 131.45           | 1.31         | -            | -                 | 1,103.65        |
| (ii) Others                 | 482.99   | 4,243.83        | 222.31           | 11.21        | 28.66        | 3.88              | 4,992.88        |
| (iii) Disputed Dues - MSMEs | -  | -               | -                | -            | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -               | -                | -            | -            | -                 | -               |
| <b>Total</b>                | <b>482.99</b>  | <b>5,214.72</b> | <b>353.76</b>    | <b>12.52</b> | <b>28.66</b> | <b>3.88</b>       | <b>6,096.53</b> |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 23. Current Financial Liabilities - Trade Payables (Contd..)

(iii) Ageing as at March 31, 2023

| Particulars                 | Outstanding for following periods from due date of payment |                 |                  |              |              |                   | Total           |
|-----------------------------|--|-----------------|------------------|--------------|--------------|-------------------|-----------------|
|                             | Unbilled Dues  | Not Due         | Less than 1 year | 1-2 years    | 2-3 years    | More than 3 years |                 |
| (i) MSME                    | -  | 803.92          | 138.69           | 0.08         | -            | -                 | 942.69          |
| (ii) Others                 | 261.43   | 5,420.19        | 1,938.31         | 30.78        | 41.83        | 3.76              | 7,696.30        |
| (iii) Disputed Dues - MSMEs | -  | -               | -                | -            | -            | -                 | -               |
| (iv) Disputed Dues - Others | -  | -               | -                | -            | -            | -                 | -               |
| <b>Total</b>                | <b>261.43</b>  | <b>6,224.11</b> | <b>2,077.00</b>  | <b>30.86</b> | <b>41.83</b> | <b>3.76</b>       | <b>8,638.99</b> |

### Note 24. Current Financial Liabilities - Others

| Particulars                                | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| Interest accrued but not due on Borrowings | 11.50                | 6.21                 |
| Unclaimed Dividend*                        | 69.77                | 82.74                |
| Capital Creditors                          | 344.39               | 2,272.68             |
| Security Deposit                           | 1.00                 | 1.00                 |
| Employee Related Payables                  | 371.99               | 302.03               |
| Deferred Revenue                           | 34.60                | 31.64                |
| Other Payables                             | 2,434.11             | 910.31               |
| <b>Total</b>                               | <b>3,267.36</b>      | <b>3,606.61</b>      |

\* No amount is due at the end of the period for credit to Investor Education and Protection Fund.

### Note 25. Other Current Liabilities

| Particulars                               | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| Income received in Advance from Customers | 657.78               | 315.39               |
| Dues to Government Authorities            | 202.97               | 234.97               |
| <b>Other Liabilities</b>                  |                      |                      |
| Employee Related Payables                 | 7.88                 | 7.67                 |
| Other Advances                            | 63.73                | 63.73                |
| Others                                    | 2.33                 | 343.91               |
| <b>Total</b>                              | <b>934.69</b>        | <b>965.67</b>        |

### Note 26. Revenue from Operations

| Particulars                           | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| Sale of Goods including Trading Sales | 76,410.68                         | 74,627.66                         |
| Sale of Services                      | 180.08                            | 115.21                            |
| <b>Other Operating Revenues</b>       |                                   |                                   |
| - Export Incentives                   | 433.73                            | 415.88                            |
| <b>Total</b>                          | <b>77,024.49</b>                  | <b>75,158.75</b>                  |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 27. Other Income

| Particulars                                  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| <b>Interest Income</b>                       |                                   |                                   |
| - On Bank FD                                 | 1,167.87                          | 745.12                            |
| - On Loans and Advances                      | 11.17                             | 5.29                              |
| <b>Dividend Income</b>                       |                                   |                                   |
| - Dividend Income on Investment              | -                                 | 0.05                              |
| <b>Other Non-Operating Income, Net</b>       |                                   |                                   |
| - Gain on Foreign Exchange translation (net) | 1,113.54                          | 776.86                            |
| - Gain on Fair Value changes                 | 54.00                             | -                                 |
| - Gain on Sale of Assets (net)               | 28.59                             | 36.51                             |
| - Gain on Sale of Investments                | 17.22                             | -                                 |
| - Others                                     | 481.35                            | 214.81                            |
| <b>Total</b>                                 | <b>2,873.74</b>                   | <b>1,778.64</b>                   |

### Note 28. Cost of Raw Materials Consumed

| Particulars                                    | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| - Raw Materials                                | 4,684.73                          | 4,137.47                          |
| - Packing Materials                            | 1,496.35                          | 1,480.24                          |
| - Others                                       | 301.02                            | 257.81                            |
| <b>Opening Stock RM + Packing + Others (a)</b> | <b>6,482.10</b>                   | <b>5,875.52</b>                   |
| Add: Purchase (b)                              | 34,615.35                         | 33,610.27                         |
| <b>Sub-Total (c = a+b)</b>                     | <b>41,097.45</b>                  | <b>39,485.79</b>                  |
| - Raw Materials                                | 5,310.04                          | 4,684.73                          |
| - Packing Materials                            | 1,649.93                          | 1,496.35                          |
| - Others                                       | 225.85                            | 301.02                            |
| <b>Closing Stock RM + Packing + Others (d)</b> | <b>7,185.82</b>                   | <b>6,482.10</b>                   |
| <b>Total (c-d)</b>                             | <b>33,911.63</b>                  | <b>33,003.69</b>                  |

### Note 29. Changes in Inventories of Finished Goods/WIP/Stock-in-Trade

| Particulars                         | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| <b>Opening Stock of</b>             |                                   |                                   |
| - Work-in-Progress                  | 443.81                            | 822.53                            |
| - Finished Products Produced        | 1,756.75                          | 3,458.53                          |
| - Stock-in-Trade                    | 1,623.69                          | 2,237.64                          |
|                                     | <b>3,824.25</b>                   | <b>6,518.70</b>                   |
| <b>Less: Closing Stock of</b>       |                                   |                                   |
| - Work-in-Progress                  | 629.94                            | 443.81                            |
| - Finished Products Produced        | 2,185.98                          | 1,756.75                          |
| - Stock-in-Trade                    | 1,842.99                          | 1,623.69                          |
|                                     | <b>4,658.91</b>                   | <b>3,824.25</b>                   |
| <b>Decrease/(Increase) in Stock</b> | <b>(834.66)</b>                   | <b>2,694.45</b>                   |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 30. Employee Benefit Expenses

| Particulars                               | (₹ in Lakh)                          |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Salaries and Wages                        | 8,323.01                             | 7,461.27                             |
| Contribution to Provident and Other Funds | 400.47                               | 351.66                               |
| Gratuity expense                          | 111.46                               | 84.67                                |
| Share Based Payment to Employees          | 381.57                               | 390.43                               |
| Staff Welfare expenses                    | 341.93                               | 328.68                               |
| <b>Total</b>                              | <b>9,558.44</b>                      | <b>8,616.71</b>                      |

- Refer Note 38 and Note 39 for additional details of employee benefits.

### Note 31. Finance Costs

| Particulars   | (₹ in Lakh)                          |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Interest on Term Loans  | 296.41                               | 214.24                               |
| Interest on Other Loans   | 171.52                               | 72.31                                |
| Interest on Lease Liabilities                                     | 88.28                                | 37.89                                |
| Exchange differences regarded as an adjustment to Borrowing costs | 48.90                                | 661.91                               |
| Finance charges   | 86.10                                | 50.05                                |
| <b>Total</b>  | <b>691.21</b>                        | <b>1,036.40</b>                      |

- Refer Note 41 for detailed disclosure of interest on lease liabilities.

### Note 32. Other Expenses

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Power and Fuel   | 1,043.25                             | 712.56                               |
| Rent (including Lease Rentals)                           | 164.99                               | 190.21                               |
| Rates and Taxes  | 69.46                                | 64.05                                |
| Insurance  | 163.11                               | 147.85                               |
| Repairs and Maintenance                                  |                                      |                                      |
| - Machinery  | 196.64                               | 160.21                               |
| - Others   | 1,661.93                             | 1,063.73                             |
| Postage, Telephone and Communication                     | 73.58                                | 76.98                                |
| Legal and Professional Charges                           | 545.53                               | 449.97                               |
| Advertisement  | 271.94                               | 268.46                               |
| Freight outward  | 2,625.33                             | 3,599.48                             |
| Sales Promotion expenses                                 | 570.79                               | 348.58                               |
| Business Development expenses                            | 3,372.52                             | 2,178.88                             |
| Travelling and Conveyance expenses                       | 661.71                               | 656.69                               |
| Auditors' Remuneration (Refer Note 48)                   | 58.54                                | 52.85                                |
| Director's Sitting fees                                  | 11.25                                | 11.25                                |
| Donations and Contributions                              | 74.84                                | 68.91                                |
| Bad Debts  | 1,051.42                             | 208.40                               |
| Reserve for Doubtful Debts                               | 246.45                               | 1,394.58                             |
| ECL expenses   | (165.08)                             | 677.76                               |
| Corporate Social Responsibility expenses (Refer Note 49) | 244.46                               | 267.96                               |
| Miscellaneous expenses                                   | 1,249.56                             | 2,077.94                             |
| <b>Total</b>   | <b>14,192.22</b>                     | <b>14,677.30</b>                     |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 33. Reconciliation of Accounting Profit and Tax Expense

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Profit before Taxes  | 11,687.20                            | 10,607.16                            |
| Indian statutory income tax rate   | 25.168%                              | 25.168%                              |
| Expected income tax expense  | 2,941.43                             | 2,669.61                             |
| <b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense</b> |                                      |                                      |
| Deductions, exemptions and non-taxable items   | (57.60)                              | (24.50)                              |
| Non-deductible expenses for tax purpose  | 148.37                               | 115.15                               |
| Interest on income tax   | -                                    | 18.85                                |
| Effect of differential tax rates   | -                                    | 4.67                                 |
| Taxation adjustment of earlier years   | 85.98                                | 9.13                                 |
| Others   | 294.73                               | 16.46                                |
| Deferred tax assets not recognised on losses   | 67.54                                | 128.12                               |
| Impact of Overseas tax rate  | 48.96                                | (3.81)                               |
| Current tax expenses (Current tax, Earlier tax and Deferred tax)   | 3,529.41                             | 2,933.68                             |

### Note 34. Earning per Share

Basic Earning per Share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted Earnings per Share is calculated by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Diluted potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

Numbers used for calculating Basic and Diluted Earning per Share are as stated below:

| Particulars  | As at          | As at          |
|--|----------------|----------------|
|  | March 31, 2024 | March 31, 2023 |
| Profit after Tax as per Statement of Profit and Loss (₹ in Lakh) | 7,545.41       | 7,085.88       |
| Weighted number of Shares for Basic EPS                          | 10,43,14,237   | 10,38,05,625   |
| Weighted number of Shares for Diluted EPS                        | 10,60,71,737   | 10,54,78,875   |
| Basic EPS (Equity Shares of ₹ 1/- each)                          | 7.23           | 6.83           |
| Diluted EPS (Equity Shares of ₹ 1/- each)                        | 7.11           | 6.72           |

A reconciliation of the Equity Shares used in the computation of Basic and Diluted Earnings per Equity Share is as follows:

| Particulars   | As at          | As at          |
|---|----------------|----------------|
|   | March 31, 2024 | March 31, 2023 |
| Basic Earnings per Equity Share - weighted average number of Equity Shares outstanding                                | 10,43,14,237   | 10,38,05,625   |
| Effect of Dilutive common equivalent Shares - Share Options outstanding   | 17,57,500      | 16,73,250      |
| Diluted Earnings per Equity Share - weighted average number of Equity Shares and common equivalent Shares outstanding | 10,60,71,737   | 10,54,78,875   |



# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 35. Fair Value Measurements

### a. Accounting Classification and Fair Values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair valuation information for financial assets and financial liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.

(₹ in Lakh)

| Sr. No.   | Particulars                                    | As at March 31, 2024 |               |                  | As at March 31, 2023 |               |                  |
|---|--|----------------------|---------------|------------------|----------------------|---------------|------------------|
|   |  | FVOCI                | FVTPL         | Amortised Cost   | FVOCI                | FVTPL         | Amortised Cost   |
| <b>Financial Assets (other than investment in Subsidiaries)</b> |  |                      |               |                  |                      |               |                  |
| <b>(A) Non-Current Assets</b>                                   |  |                      |               |                  |                      |               |                  |
| 1   | Investments in Quoted and Unquoted instruments | -                    | 360.32        | 1.00             | -                    | 282.94        | 1.00             |
| 2   | Other Financial Assets                         | -                    | -             | 809.23           | -                    | -             | 5,571.81         |
| <b>(B) Current Assets</b>                                       |  |                      |               |                  |                      |               |                  |
| 1   | Investments in Quoted and Unquoted instruments | -                    | 55.73         | -                | -                    | 496.01        | -                |
| 2   | Trade Receivables                              | -                    | 461.13        | 39,973.54        | -                    | (199.25)      | 38,715.84        |
| 3   | Cash and Cash Equivalents                      | -                    | -             | 2,314.01         | -                    | -             | 2,495.52         |
| 4   | Other Bank balances                            | -                    | -             | 19,247.52        | -                    | -             | 7,803.00         |
| 5   | Loans  | -                    | -             | 6.91             | -                    | -             | 9.84             |
| 6   | Other Financial Assets                         | -                    | -             | 1,093.76         | -                    | -             | 420.99           |
|   | <b>Total Financial Assets</b>                  | <b>-</b>             | <b>877.18</b> | <b>63,445.97</b> | <b>-</b>             | <b>579.70</b> | <b>55,018.00</b> |
| <b>Financial Liabilities</b>                                    |  |                      |               |                  |                      |               |                  |
| <b>(A) Non-Current Liabilities</b>                              |  |                      |               |                  |                      |               |                  |
| 1   | Borrowings                                     | -                    | -             | 3,559.22         | -                    | -             | 4,068.97         |
| 2   | Lease Liabilities                              | -                    | -             | 927.87           | -                    | -             | 271.74           |
| <b>(B) Current Liabilities</b>                                  |  |                      |               |                  |                      |               |                  |
| 1   | Borrowings                                     | -                    | -             | 5,221.45         | -                    | -             | 5,737.72         |
| 2   | Lease Liabilities                              | -                    | -             | 275.47           | -                    | -             | 111.35           |
| 3   | Trade Payables                                 | -                    | -             | 6,096.53         | -                    | -             | 8,638.99         |
| 4   | Other Financial Liabilities                    | -                    | -             | 3,267.36         | -                    | -             | 3,606.61         |
|   | <b>Total Financial Liabilities</b>             | <b>-</b>             | <b>-</b>      | <b>19,347.90</b> | <b>-</b>             | <b>-</b>      | <b>22,435.38</b> |

### Fair Value Hierarchy and Measurement of Fair Value

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent in both years.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. Instruments in level 1 category include for the Group investment in equity instruments that have quoted price.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments in the level 2 category for the Group include forward exchange contract derivatives.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in this level. Instruments in level 3 category for the Group include unquoted equity shares.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 35. Fair Value Measurements (Contd..)

Financial Assets and Liabilities measured at Fair Value at each reporting date:

(₹ in Lakh)

| Particulars   | As at March 31, 2024 |         |         | As at March 31, 2023 |          |         |
|---|----------------------|---------|---------|----------------------|----------|---------|
|   | Level 1              | Level 2 | Level 3 | Level 1              | Level 2  | Level 3 |
| Financial Instruments (other than investment in Subsidiaries) |                      |         |         |                      |          |         |
| Derivative Financial Asset/ (Liabilities)                     | -                    | 461.13  | -       | -                    | (199.25) | -       |
| Other Quoted instruments                                      | 55.73                | -       | -       | 547.13               | -        | -       |
| Other Unquoted instruments                                    | -                    | 360.32  | 1.00    | -                    | 231.82   | 1.00    |

### Fair Value for Assets Measured at Amortised Cost

During the years mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of trade receivables, cash and cash equivalents, and other bank balances, current loans, other current financial assets, current borrowings, trade payables and other financial liabilities are considered to be approximately equal to the fair value.

The fair values disclosed above are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

### Valuation Process

The Group evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available. Also, the Group internally evaluates the valuation process and obtains independent price validation for certain instruments wherever necessary.

## Note 36 (I). Financial Risk Management

The Group's business activities are exposed to credit risk, liquidity risk and market risks. Market risks comprises of interest rate risks, foreign currency risk and price risk management. The Group's senior management and key management personnel have the ultimate responsibility for managing these risks faced by the Group, to set appropriate risk limits, to control and monitor risks and adherence to these limits. Risk management policies and system are reviewed regularly to reflect changes in market conditions and Company's activities. Further, the Audit Committee undertakes regular review of risk management controls and procedures.

### A. Credit Risk Management

The Group is exposed to credit risk from loans to Group companies, bank balances, security deposits, investments, trade receivables and other current financial assets.

Credit risk arises from cash and bank balances, current and non-current loans, trade receivables and other financial assets measured at amortised cost.

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed.

The Group periodically assesses the financial reliability of the counter party, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual limits are set accordingly. Investments at Amortised Cost are strategic investments in associated lines of business activity. The Group closely monitors the performance of these Companies.

Bank deposits are placed with reputed banks/financial institutions. Hence, there is no significant credit risk on such fixed deposits.

Loans and other deposits are mostly placed with Group companies and government authorities hence the risk of credit loss is negligible. Loans to Group companies are reassessed at every reporting dates. The loans are extended for business activities.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 36 (I). Financial Risk Management (Contd..)

Trade Receivable: The Group trades with recognised and credit worthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis and any significant risk to the Group's exposure, if identified, is further analysed for the purpose of provisioning/impairment in the books of accounts. Also, the Group does not enter into sales transaction with customers having credit loss history. There are no significant credit risks with related parties of the Group. The Group is exposed to credit risk in the event of non-payment by customers. Also, credit risk in some of cases are mitigated by letter of credit/advances from the customer.

### B. Liquidity Risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. For the Group, liquidity risk arises from obligations on account of financial liabilities.

– Borrowings, trade payables and other financial liabilities.

#### Liquidity Risk Management

The Group manages its liquidity risk by regularly monitoring its rolling cash flow forecasts. The Group's operations provide a natural liquidity of receivables against payments due to creditors. Borrowings are managed through credit facilities agreed with the Banks, internal accruals, and realisation of liquid assets. In the event of cash shortfalls, the Group approaches the lenders for a suitable term extension.

#### Maturities of Financial Liabilities

(₹ in Lakh)

| As at March 31, 2024        | Due before Year 1 | Due in Year 1 to 2 | Due in Year 3 to 5 | Due after Year 5 | Total            |
|-----------------------------|-------------------|--------------------|--------------------|------------------|------------------|
| Trade Payables              | 6,096.53          | -                  | -                  | -                | 6,096.53         |
| Borrowings                  | 5,221.45          | 1,619.54           | 1,939.68           | -                | 8,780.67         |
| Lease Liabilities           | 275.47            | 305.08             | 622.79             | -                | 1,203.34         |
| Other Financial Liabilities | 3,267.36          | -                  | -                  | -                | 3,267.36         |
| <b>Total</b>                | <b>14,860.81</b>  | <b>1,924.62</b>    | <b>2,562.47</b>    | <b>-</b>         | <b>19,347.90</b> |

(₹ in Lakh)

| As at March 31, 2023        | Due before Year 1 | Due in Year 1 to 2 | Due in Year 3 to 5 | Due after Year 5 | Total            |
|-----------------------------|-------------------|--------------------|--------------------|------------------|------------------|
| Trade Payables              | 8,638.99          | -                  | -                  | -                | 8,638.99         |
| Borrowings                  | 5,737.72          | 1,576.40           | 2,245.16           | 247.41           | 9,806.69         |
| Lease Liabilities           | 111.35            | 116.31             | 155.43             | -                | 383.09           |
| Other Financial Liabilities | 3,606.61          | -                  | -                  | -                | 3,606.61         |
| <b>Total</b>                | <b>18,094.67</b>  | <b>1,692.71</b>    | <b>2,400.59</b>    | <b>247.41</b>    | <b>22,435.38</b> |

### C. Market Risk

Market risk is the risk that the fair value of future cash flows of financial instrument will fluctuate because of changes in market prices.

#### (i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of floating interest-bearing borrowings will fluctuate because of fluctuations in the interest rates.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 36 (I). Financial Risk Management (Contd..)

(₹ in Lakh)

| Particulars  | As at March 31, 2024 | As at March 31, 2023 |
|--|----------------------|----------------------|
| <b>(A) Borrowings at Floating interest rate</b>                    |                      |                      |
| Borrowings   | 4,583.39             | 4,068.97             |
| Current Maturities of Non-Current Borrowings                       | 1,979.77             | 1,136.34             |
| <b>Total Borrowing at Floating interest rate (A)</b>               | <b>6,563.16</b>      | <b>5,205.31</b>      |
| <b>(B) Borrowings at Fixed interest rate/Nil rate</b>              |                      |                      |
| Other Loans including Current Maturities of Non-Current Borrowings | 79.43                | -                    |
| Current Borrowings   | 2,138.08             | 4,601.38             |
| <b>Total Borrowing at Fixed interest rate (B)</b>                  | <b>2,217.51</b>      | <b>4,601.38</b>      |
| <b>Total Borrowings (A+B)</b>                                      | <b>8,780.67</b>      | <b>9,806.69</b>      |

The exposure of the Group's borrowings to the interest rate risk at the end of the reporting period is mentioned below:

(₹ in Lakh)

| Particulars  | Impact on Profit or (Loss) Statement |                 |
|--|--------------------------------------|-----------------|
|  | 50 bps increase                      | 50 bps decrease |
| <b>Cash Flow sensitivity (net)</b>                           |                                      |                 |
| Variable-rate Borrowings for the period ended March 31, 2024 | 32.82                                | (32.82)         |
| Variable-rate Borrowings for the period ended March 31, 2023 | 38.54                                | (38.54)         |

#### (ii) Foreign Currency Risk

The Group is exposed to foreign exchange risk arising from foreign currency receivables and payables. The foreign currency exposures are to USD, EURO, PHP

#### Foreign Currency Risk Management

Considering the time duration of exposures, the Group believes that there will be no significant impact on account of fluctuation in exchange rates.

#### Financial and Derivative Instrument

The Group has entered into Forward Exchange Contracts (being a derivative instrument), which are not intended for trading or speculative purpose, but are for hedge purpose, to establish the amount of reporting currency required or available at the settlement date of certain receivables. The sell contracts outstanding as on March 31, 2024 are USD 215.00 Lakh (As at March 31, 2023 USD 267.00 Lakh) and Euro 62.00 Lakh (As at March 31, 2023 Euro 4.00 Lakh) with INR as cross currency.

Foreign Currency exposure, which is hedged as at the end of the year is:

(₹ in Lakh)

| Particulars                        | As at March 31, 2024 |           | As at March 31, 2023 |           |
|------------------------------------|----------------------|-----------|----------------------|-----------|
| Forward Contracts to sell USD/INR  | US\$ 215.00          | 18,266.97 | US\$ 267.00          | 22,164.82 |
| Forward Contracts to sell EURO/INR | € 62.00              | 5,881.70  | € 4.00               | 347.60    |

(₹ in Lakh)

| Currencies            | Financial Assets  |                        | Financial Liabilities |                | Forward   | Net Exposure Assets/(Liability) |
|-----------------------|-------------------|------------------------|-----------------------|----------------|-----------|---------------------------------|
|                       | Trade Receivables | Other Financial Assets | Borrowings            | Trade Payables |           |                                 |
| <b>March 31, 2024</b> |                   |                        |                       |                |           |                                 |
| USD                   | 29,675.80         | 641.47                 | 1,073.86              | 1,009.81       | 18,266.97 | 9,966.63                        |
| EURO                  | 7,565.27          | 115.07                 | 5,489.30              | 154.62         | 5,881.70  | (3,845.28)                      |
| <b>March 31, 2023</b> |                   |                        |                       |                |           |                                 |
| USD                   | 27,993.60         | 1,206.53               | 83.09                 | 1,660.99       | 22,164.82 | 5,291.23                        |
| EURO                  | 5,317.72          | 77.92                  | 7,624.72              | 936.53         | 347.60    | (3,513.21)                      |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 36 (I). Financial Risk Management (Contd..)

### Sensitivity to Foreign Currency Risk

| Particulars   | Impact on Statement of Profit and Loss<br>(Before Tax) |                                      |
|---|--|--------------------------------------|
|   | For the year ended<br>March 31, 2024                   | For the year ended<br>March 31, 2023 |
|   | Net Gain/(Loss)  | Net Gain/(Loss)                      |
| <b>USD sensitivity</b>                              |  |                                      |
| INR/USD   |  |                                      |
| Increase by 1%                                      | 99.67  | 52.91                                |
| Decrease by 1%                                      | (99.67)  | (52.91)                              |
| <b>EURO sensitivity</b>                             |  |                                      |
| INR/EURO  |  |                                      |
| Increase by 1%                                      | (38.45)  | (35.13)                              |
| Decrease by 1%                                      | 38.45  | 35.13                                |
| <b>Total Impact of Foreign Currency Fluctuation</b> |  |                                      |
| <b>Increase by 1%</b>                               | <b>61.22</b>   | <b>17.78</b>                         |
| <b>Decrease by 1%</b>                               | <b>(61.22)</b>   | <b>(17.78)</b>                       |

### (iii) Price Risk Management

The Group holds investments in equity for strategic management purposes and classified in the balance sheet at amortised cost or fair value through profit or loss. The Group evaluates the performance of its investments on a periodic basis. Also, the investments have been placed for a long term objective and any deterioration for a temporary period is not taken into account while evaluating the performance of its investments.

## Note 36 (II). Capital Risk Management

For the purpose of Group's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Group's capital management is to maximise shareholders value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The Group monitors capital using gearing ratio, which is total borrowing divided by total capital (equity plus net debt). Total borrowings are non-current and current borrowings. Equity comprises all components including other comprehensive income attributable to owners of the Company.

The capital composition is as follows:

| Particulars                                    | As at          |                |
|--|----------------|----------------|
|  | March 31, 2024 | March 31, 2023 |
| Total Borrowing (a)                            | 8,780.67       | 9,806.69       |
| Total Equity (b)                               | 96,719.33      | 88,389.69      |
| Total Capital (Net Debt plus Total Equity) (c) | 1,05,500.00    | 98,196.38      |
| <b>Capital Gearing Ratio (a)/(c)</b>           | <b>8.32%</b>   | <b>9.99%</b>   |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 37. Capital Commitment and Contingent Liabilities

| Sr. No. | Particulars  | As at          |                |
|---------|--|----------------|----------------|
|         |  | March 31, 2024 | March 31, 2023 |
| a.      | Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances)  | 5,070.31       | 895.96         |
| b.      | (i) Bank Guarantees issued to Excise and Custom Department   | 5.48           | 5.48           |
|         | (ii) Bank Guarantees issued for Tenders and Others   | 70.52          | 42.49          |
|         | (iii) Bank Guarantees issued for MSEB  | 101.52         | 101.52         |
| c.      | Income Tax Demand/matters on account of deduction /disallowance for earlier years pending in appeal.<br>(As at March 31, 2023 - A.Y. 2016-17- ₹ 1.65 Lakh) | -              | 1.65           |
| d.      | Central Excise Demand (Demand Notice for the period from March 2008 to Dec 2013 and rejection of refund application)                                       | 111.96         | 111.96         |
| e.      | GST<br>(FY 2021-22 and FY 2022-23 ITC reversed on solar equipments under protest)  | 329.25         | -              |

## Note 38. Employee Benefits

### Gratuity

The Company has covered its gratuity liability by a Group Gratuity Plan issued by Insurance Company. Under the plan, employee at retirement is eligible for benefit which will be equal to 15 days salary for each completed year of service subject to maximum of ₹ 20 Lakh (Previous year ₹ 20 Lakh).

Expenses recognised in the Statement of Profit and Loss for the year ended March 31, 2024 in respect of gratuity is summarised below:

| Sr. No.    | Particulars   | As at           |                 |
|------------|---|-----------------|-----------------|
|            |   | March 31, 2024  | March 31, 2023  |
| <b>I</b>   | <b>Expense recognised in the Statement of Profit and Loss</b>             |                 |                 |
| 1          | Current Service cost  | 98.47           | 79.87           |
| 2          | Interest  | 47.15           | 38.90           |
| 3          | Expected Return on Plan Assets  | (33.15)         | (35.11)         |
| <b>4</b>   | <b>Total expense (A)</b>  | <b>112.47</b>   | <b>83.66</b>    |
| <b>II</b>  | <b>Expense recognised in Other Comprehensive Income for the year</b>      |                 |                 |
| 1          | Actuarial (Gain)/Loss due to Demographic assumption changes in DBO        | -               | -               |
| 2          | Actuarial (Gain)/Loss due to Financial assumption changes in DBO          | 6.81            | (0.18)          |
| 3          | Actuarial Gain/Loss due to Experience on DBO                              | 16.60           | 80.98           |
| 4          | Return on Plan Asset (Greater)/Less than Discount rate                    | (0.34)          | 2.11            |
| <b>5</b>   | <b>Total Actuarial (Gain)/Loss included in OCI (B)</b>                    | <b>23.07</b>    | <b>82.91</b>    |
| <b>6</b>   | <b>Total Cost recognised in Total Comprehensive Income (A)+(B)</b>        | <b>135.54</b>   | <b>166.57</b>   |
| <b>III</b> | <b>Net Asset/(Liability) recognised in the Balance Sheet</b>              |                 |                 |
| 1          | Present Value of Defined Benefit Obligation                               | 902.72          | 806.72          |
| 2          | Fair Value of Plan Assets   | 648.78          | 538.23          |
| 3          | Value of unpaid Benefits at the end of the year                           | -               | 0.41            |
| <b>4</b>   | <b>Amount recognised</b>  | <b>(253.94)</b> | <b>(268.90)</b> |
| <b>IV</b>  | <b>Change in the Obligation during the year</b>                           |                 |                 |
| 1          | Present Value of Defined Benefit Obligation at the beginning of the year  | 806.72          | 656.99          |
| 2          | Current Service cost  | 98.47           | 79.87           |
| 3          | Interest cost   | 53.17           | 38.90           |
| 4          | Actuarial (Gain)/Loss   | 23.41           | 80.82           |
| 5          | Benefit paid  | (78.17)         | (49.05)         |
| 6          | Other (Employee Contribution, Taxes, Expenses)                            | (0.88)          | (0.81)          |
| <b>7</b>   | <b>Present Value of Defined Benefit Obligation at the end of the year</b> | <b>902.72</b>   | <b>806.72</b>   |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 38. Employee Benefits (Contd..)

|             |  | (₹ in Lakh)          |                      |
|-------------|--|----------------------|----------------------|
| Sr. No.     | Particulars  | As at March 31, 2024 | As at March 31, 2023 |
| <b>V</b>    | <b>Change in Fair Value of Assets during the year</b>  |                      |                      |
| 1           | Fair Value of Plan Assets at the beginning of the year   | 538.23               | 542.46               |
| 2           | Expected Return on Plan Assets   | 39.17                | 35.11                |
| 3           | Employer Contributions   | 150.08               | 12.63                |
| 4           | Actual Benefits paid   | (78.16)              | (49.05)              |
| 5           | Actuarial Gain/(Loss) on Plan Assets   | 0.33                 | (2.11)               |
| 6           | Other (Employee Contribution, Taxes, Expenses)   | (0.87)               | (0.81)               |
| <b>7</b>    | <b>Fair Value of Plan Assets at the end of the year</b>  | <b>648.78</b>        | <b>538.23</b>        |
| <b>VI</b>   | <b>The major categories of Plan Assets as a percentage of Total Plan</b>   |                      |                      |
|             | Funded with LIC  | 100%                 | 100%                 |
| <b>VII</b>  | <b>Actuarial Assumptions</b>   |                      |                      |
| 1           | Discount rate  | 7.10% - 7.17%        | 7.30% - 7.43%        |
| 2           | Expected Rate of Return on Plan Assets   | 6.68% - 7.67%        | 7.01%                |
| 3           | Salary Increase rate   | 6% - 10%             | 6% - 10%             |
| 4           | Attrition rate   | 1% - 20%             | 1% - 20%             |
| 5           | Mortality rate during Employment   | IALM(2012-14)        | IALM(2012-14)        |
| <b>VIII</b> | <b>Current/Non-Current Benefit Obligation (The basis of split is on "Net Liability" basis)</b>   |                      |                      |
|             | Current  | -                    | -                    |
|             | Non-Current  | 253.94               | 268.90               |
|             | <b>Total</b>   | <b>253.94</b>        | <b>268.90</b>        |
| <b>IX</b>   | <b>Sensitivity Analysis</b>  |                      |                      |
| 1           | Discount rate  |                      |                      |
|             | Discount rate - 100 basis points in Defined Benefit Obligation   | 39.19                | 37.90                |
|             | Discount rate + 100 basis points in Defined Benefit Obligation   | (42.18)              | (34.26)              |
| 2           | Salary Increase rate   |                      |                      |
|             | Rate - 100 basis points  | (39.69)              | (17.16)              |
|             | Rate + 100 basis points  | 35.19                | 19.19                |
| 3           | The Mortality and Attrition does not have a significant impact on the liability, hence are not considered a significant actuarial assumption for the purpose of Sensitivity analysis.  |                      |                      |
| 4           | The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except the parameters to be stressed.  |                      |                      |
| <b>X</b>    | <b>Maturity Profile of Defined Benefit Obligation</b>  |                      |                      |
|             | Expected Future Cash flows:  |                      |                      |
|             | Year 1   | 192.48               | 173.84               |
|             | Year 2   | 139.23               | 133.54               |
|             | Year 3   | 128.54               | 113.32               |
|             | Year 4   | 118.49               | 104.75               |
|             | Year 5   | 99.02                | 91.01                |
|             | Year 6 to 10   | 334.06               | 285.78               |
|             | Year 10+   | 204.31               | 183.22               |
| <b>XI</b>   | The Company's Defined Benefit Plan is funded with Life Insurance Corporation of India. Company's Benefit Plan is exposed to risk such as investment risk, market risk (discount rate), longevity risk and actuarial risk. Any change in these factors would impact the contribution to the fund. |                      |                      |

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 38. Employee Benefits (Contd..)

The expected liability contributions for the next year is approximately ₹ 117.99 Lakh.

Gratuity for the current and four years preceding the financial year 2023-24

|   |              | (₹ in Lakh)  |                |                |              |  |
|---|--------------|--------------|----------------|----------------|--------------|--|
| Particulars   | 2023-24      | 2022-23      | 2021-22        | 2020-21        | 2019-20      |  |
| Liability at the end of the year  | 902.72       | 806.72       | 567.08         | 533.29         | 533.85       |  |
| Fair Value of Plan Assets at the end of the year                                  | 648.78       | 538.23       | 459.67         | 305.87         | 310.08       |  |
| Amount recognised and disclosed under the head "Provisions for Employee Benefits" | 253.94       | 268.90       | 107.41         | 227.42         | 223.77       |  |
| (Gains)/Losses due to change in Assumptions                                       | 6.81         | (0.18)       | (55.62)        | (61.58)        | 23.70        |  |
| Experience adjustments - Plan Liabilities   | 16.60        | 80.98        | 18.63          | (8.94)         | 10.99        |  |
| Return on Planned Assets/(Liabilities)  | (0.34)       | 2.11         | (3.46)         | 0.50           | (0.41)       |  |
| <b>Total (Gain)/Loss</b>  | <b>23.07</b> | <b>82.91</b> | <b>(40.45)</b> | <b>(70.02)</b> | <b>34.28</b> |  |

**Note:** The Gratuity fund is entirely invested in Group Gratuity Policy with the Life Insurance Corporation of India. The information on the allocation of the funds into major asset classes and the expected return on each class is not readily available.

### Leave Encashment

The accumulated balance of leave encashment (unfunded) provided in the books as at March 31, 2024 is ₹13.50 Lakh (March 31, 2023 - ₹12.50 Lakh).

## Note 39. Employee Stock Option Plan, 2019

The members of Nomination and Remuneration Committee of the Board of Directors of the Company (Bliss GVS Pharma Ltd) in its Meeting held on March 07, 2020 have approved grant of 27,61,000 Options, on meeting held on April 05, 2021 granted 7,30,000 Options, on meeting held on April 30, 2022 granted 5,72,000 Options and on meeting held on May 11, 2023 granted 11,55,000 out of total 60,00,000 Options under Bliss GVS Pharma Limited - Employee Stock Options Plan 2019 to the eligible employees of Bliss GVS Pharma Ltd. at an exercise price of ₹ 43 per option/per share. Employee Stock Options Plan 2019 options were accepted on April 7, 2020, on May 4, 2021, on June 2, 2022 and on June 12, 2023 by eligible employees.

### a) Details of Employee Share Options Granted during the year

| Option Series  | Number           | Grant Date | Vesting Date | Exercise Price (₹) | Fair Value (₹) |
|--|------------------|------------|--------------|--------------------|----------------|
| 1. ESOP 2019 - Granted on 11 <sup>th</sup> May, 2023 | 2,88,750         | 11-05-2023 | 10-05-2024   | 43.00              | 43.92          |
|  | 2,88,750         | 11-05-2023 | 10-05-2025   | 43.00              | 47.06          |
|  | 2,88,750         | 11-05-2023 | 10-05-2026   | 43.00              | 50.41          |
|  | 2,88,750         | 11-05-2023 | 10-05-2027   | 43.00              | 53.23          |
| <b>Total</b>   | <b>11,55,000</b> |            |              |                    |                |

### b) Fair Value of Share Options Granted during the year

The fair value of the stock options has been estimated using Black-Scholes model which takes into account as of grant date, the exercise price and expected life of the option, the current market price of underlying stock and its expected volatility, expected dividends on stock and the risk-free interest rate for the expected term of the option.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 39. Employee Stock Option Plan, 2019 (Contd..)

Granted on 11<sup>th</sup> May, 2023

| Inputs into the model (Vesting Dates) | 10-05-2024   | 10-05-2025   | 10-05-2026   | 10-05-2027   |
|---------------------------------------|--------------|--------------|--------------|--------------|
| Share Price on date of Grant (₹)      | 83.80        | 83.80        | 83.80        | 83.80        |
| Exercise Price (₹)                    | 43.00        | 43.00        | 43.00        | 43.00        |
| Date of Vesting                       | 10-05-2024   | 10-05-2025   | 10-05-2026   | 10-05-2027   |
| Dividend Yield (%)                    | 0.50%        | 0.50%        | 0.50%        | 0.50%        |
| Option Life (no. of years)            | 1.25         | 2.25         | 3.25         | 4.25         |
| Risk Free Interest rate (%)           | 7.05%        | 7.02%        | 7.06%        | 7.09%        |
| Expected Volatility (%)               | 31.43%       | 38.29%       | 42.41%       | 44.01%       |
| <b>Fair Value (₹)</b>                 | <b>43.92</b> | <b>47.06</b> | <b>50.41</b> | <b>53.23</b> |

### c) Movements in Share Options during the year

(₹ in Lakh)

| Particulars  | For the year ended<br>March 31, 2024 |   | For the year ended<br>March 31, 2023 |   |
|--|--------------------------------------|---|--------------------------------------|---|
|  | Option (No.s)                        | Weighted<br>Average<br>Exercise price<br>per option (₹) | Option (No.s)                        | Weighted<br>Average<br>Exercise price<br>per option (₹) |
| Options Outstanding at the beginning of the year       | 16,73,250                            | 43.00   | 23,31,000                            | 43.00   |
| Options Granted during the year - ESOP 2019            | 11,55,000                            | 43.00   | 5,72,000                             | 43.00   |
| Options Exercised during the year                      | (5,38,150)                           | 43.00   | (4,74,750)                           | 43.00   |
| Options Lapsed during the year - ESOP 2019             | (5,32,600)                           | 43.00   | (7,55,000)                           | 43.00   |
| Options Outstanding at the end of the year - ESOP 2019 | 17,57,500                            | 43.00   | 16,73,250                            | 43.00   |
| Exercisable at the end of the year                     | 17,57,500                            | 43.00   | 16,73,250                            | 43.00   |
| Options available for Grant - ESOP 2019                | 26,98,350                            | 43.00   | 33,20,750                            | 43.00   |

### Assumptions

The Company has estimated fair value of options granted during the year using Black Scholes model. The following assumptions were used for calculation of fair value of options granted during the year ended March 31, 2024.

|  |            |
|--|------------|
| Share Price as at date of Grant i.e. 11-05-2023    | ₹ 83.80    |
| Exercise Price as at date of Grant i.e. 11-05-2023 | ₹ 43.00    |
| Black Scholes Price                                | ₹ 48.65    |
| As a % of FMV                                      | 58.10%     |
| Expected Volatility                                | 39.03%     |
| Expected Life                                      | 2.75 years |
| Expected Dividend                                  | ₹ 0.50     |
| Risk-free Interest rate                            | 7.06%      |

## Note 40. Related Party Disclosures

As per Indian Accounting Standard 24, the disclosure of transactions with the related parties are given below:

(Disclosures have been made to the extent of information available)

### a) Enterprises over which Key Managerial Personnel exercise significant influence

- Lozen Pharma Pvt Ltd
- Plastic Ingenuities (I) Pvt Ltd
- Bliss GVS Charitable Trust
- Greenlife Pharmaceuticals (w.e.f. April 01, 2022)
- GVS & LLP (w.e.f. January 19, 2023)
- Ayushi Realtors LLP (w.e.f. February 09, 2023)

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 40. Related Party Disclosures (Contd..)

### b) Key Managerial Personnel

- Mr. Gagan Harsh Sharma - Managing Director
- Dr. Vibha Gagan Sharma - Whole Time Director
- Mrs. Shruti Vishal Rao - Whole Time Director
- Mr. Vipul B. Thakkar - Chief Financial Officer (up to June 30, 2022)
- Mr. Deepak B. Sawant - Chief Financial Officer (w.e.f. December 30, 2022)
- Ms. Aditi Bhatt - Company Secretary

### c) Relatives of Key Managerial Personnel

- Mr. S. N. Kamath - Relative of Director
- Mrs. Geeta N. Kamath - Relative of Director
- Mr. Vishal Vijay Rao - Relative of Director

### d) Other Related Parties

- Greenlife Pharmaceuticals – Associate of Subsidiary

### e) Transactions during the year and balances outstanding as on March 31, 2024, with related parties were as follows:

(₹ in Lakh)

| Name  | Transaction                                  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--|--------------------------------------|--------------------------------------|
| Mr. S. N. Kamath                            | Rent   | 117.74                               | 63.33                                |
|   | Reimbursement of Expenses                    | 1.43                                 | -                                    |
|   | Deposit Paid                                 | 80.00                                | -                                    |
|   | Deposit Refund Received                      | -                                    | 30.00                                |
| Mrs. Geeta N. Kamath                        | Rent   | 4.18                                 | 4.06                                 |
|   | Deposit Paid                                 | 80.00                                | -                                    |
| Mr. Gagan Harsh Sharma                      | Remuneration                                 | 216.39                               | 180.32                               |
|   | Dr. Vibha G. Sharma                          | Remuneration                         | 75.37                                |
| Mrs. Shruti V. Rao                          | Rent   | 14.70                                | -                                    |
|   | Deposit Paid                                 | 20.00                                | -                                    |
|   | Reimbursement of Expenses                    | 0.39                                 | -                                    |
|   | Remuneration                                 | 74.07                                | 67.33                                |
| Mr. Vishal Rao                              | Rent   | 14.70                                | -                                    |
|   | Deposit Paid                                 | 20.00                                | -                                    |
| Mr. Vipul B. Thakkar (upto 30-06-22)        | Remuneration                                 | 73.74                                | 67.03                                |
|   | Employee Share Based Expenses                | -                                    | 43.04                                |
| Mr. Deepak B. Sawant (w.e.f. 30-12-22)      | Employee Share Based Expenses                | -                                    | 10.12                                |
|   | Remuneration                                 | 64.82                                | 16.29                                |
|   | Employee Share Based Expenses                | 3.32                                 | -                                    |
|   | Ms. Aditi Bhatt                              | Remuneration                         | 18.43                                |
| Lozen Pharma Pvt. Ltd                       | Employee Share Based Expenses                | 1.84                                 | 1.82                                 |
|   | Purchase of Goods                            | 286.48                               | 453.30                               |
| Greenlife Pharmaceuticals (w.e.f. 01-04-22) | Commission Income                            | 1.46                                 | -                                    |
|   | Advances received against Lease rights/asset | -                                    | 63.73                                |
|   | Sale of Goods                                | 11,358.37                            | 9,486.68                             |
| Bliss GVS Charitable Trust                  | Business Promotion Expenses                  | 742.37                               | 239.38                               |
|   | Donation                                     | 68.50                                | 60.00                                |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 40. Related Party Disclosures (Contd..)

(₹ in Lakh)

| Name  | Transaction                          | Outstanding          |                      |
|---|--------------------------------------|----------------------|----------------------|
|   |                                      | As at March 31, 2024 | As at March 31, 2023 |
| Mr. S. N. Kamath                            | Refundable Deposit for Leave License | 128.75               | 48.75                |
| Mrs. Geeta N. Kamath                        | Refundable Deposit for Leave License | 80.00                | -                    |
| Dr. Vibha G. Sharma                         | Refundable Deposit for Leave License | 20.00                | -                    |
| Mrs. Shruti V. Rao                          | Refundable Deposit for Leave License | 20.00                | -                    |
| Lozen Pharma Pvt Ltd                        | Payables                             | 41.81                | 141.29               |
|   | Receivables                          | 1.72                 | -                    |
|   | Advances Received                    | 63.73                | 63.73                |
| Greenlife Pharmaceuticals (w.e.f. 01-04-22) | Receivables                          | 9,523.52             | 8,377.12             |
|   | Payables                             | 100.05               | -                    |
|   | Advances Received                    | 16.45                | 0.31                 |

The above figures do not include provisions for gratuity and premium paid for Group health insurance, as separate actuarial valuation/premium paid are not available.

- f) The Group had entered into certain related party transactions aggregating to ₹ 6,282.35 Lakh during the previous year upto December 31, 2022, which were duly approved by the Audit Committee on January 24, 2023.

### Note 41. Leases

The significant leasing arrangements are in respect of godown, warehouses, guest house etc. taken on lease. The arrangements range between 11 months to 5 years and are generally renewable by mutual consent or on mutually agreeable terms. The minimum lease payments under non-cancellable operating leases are summarised below:

(₹ in Lakh)

| Particulars                                       | As at March 31, 2024 | As at March 31, 2023 |
|---|----------------------|----------------------|
| Not later than one year                           | 275.47               | 111.35               |
| Later than one year and not later than five years | 927.87               | 271.74               |
| Later than five years                             | -                    | -                    |

### Disclosures as required under Ind AS 116

(₹ in Lakh)

| Particulars   | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|-----------------------------------|-----------------------------------|
| <b>(a) Amounts recognised in Balance Sheet</b>            |                                   |                                   |
| Right-of-Use Asset recognised as at April 1               | 349.50                            | 426.30                            |
| Addition during the year                                  | 1,326.86                          | 39.09                             |
| Depreciation for the year                                 | (259.69)                          | (115.89)                          |
| Derecognition of Right-of-Use Asset during the year       | -                                 | -                                 |
| <b>Right-of-Use asset at the end of the year March 31</b> | <b>1,416.67</b>                   | <b>349.50</b>                     |
| Lease Liabilities recognised as at April 1                | 383.09                            | 443.38                            |
| Addition during the year                                  | 1,017.14                          | 39.09                             |
| Interest cost accrued during the year                     | 88.28                             | 37.89                             |
| Payment of Lease Liabilities (Principal and Interest)     | (285.17)                          | (137.27)                          |
| Derecognition of Lease Liabilities during the year        | -                                 | -                                 |
| <b>Lease Liabilities at the end of the year</b>           | <b>1,203.34</b>                   | <b>383.09</b>                     |
| Current Lease Liabilities                                 | 275.47                            | 111.35                            |
| Non-Current Lease Liabilities                             | 927.87                            | 271.74                            |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 41. Leases (Contd..)

(₹ in Lakh)

| Particulars  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| <b>(b) Amount recognised in the Statement of Profit and Loss</b> |                                   |                                   |
| Depreciation for the year  | 259.69                            | 115.89                            |
| Interest cost accrued during the year                            | 88.28                             | 37.89                             |
| Expenses related to short term leases                            | 160.58                            | 177.58                            |
| Income recognised on discontinuation of Lease during the year    | -                                 | -                                 |
| <b>Impact on the Statement of Profit and Loss for the year</b>   | <b>508.55</b>                     | <b>331.36</b>                     |

### Note 42. Disclosure pursuant to Ind AS 115 "Revenue from Customers"

- a) Details of revenue from contracts with customers recognised by the Group, net of indirect taxes in its Statement of Profit and Loss

(₹ in Lakh)

| Revenue from Operations                | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| Sales of Goods including Trading Sales | 76,410.68                         | 74,627.66                         |
| Sale of Services                       | 180.08                            | 115.21                            |
| <b>Total Sales</b>                     | <b>76,590.76</b>                  | <b>74,742.87</b>                  |
| Other Operating Revenues               | 433.73                            | 415.88                            |
| <b>Total</b>                           | <b>77,024.49</b>                  | <b>75,158.75</b>                  |

- b) Total revenue recognised under Ind AS 115 during the year is ₹ 77,024.49 Lakh (March 31, 2023 - ₹ 75,158.75 Lakh) is recognised at a point in time.

- c) Revenue from Customer based in Nigeria, Mauritius and Kenya contributed more than 10% out of the Group's total revenue.

- d) Contract Balances

- i) Movement in Contract Balances during the year

(₹ in Lakh)

| Particulars                          | Contract Assets | Contract Liabilities | Net Contract Balances |
|--------------------------------------|-----------------|----------------------|-----------------------|
| Opening balance as at April 1, 2023  | 38,516.59       | 347.03               | 38,169.56             |
| Closing balance as at March 31, 2024 | 40,434.67       | 692.38               | 39,742.29             |
| <b>Net Increase/ (Decrease)</b>      | <b>1,918.08</b> | <b>345.35</b>        | <b>1,572.73</b>       |
| Opening balance as at April 1, 2022  | 39,275.00       | 900.82               | 38,374.18             |
| Closing balance as at March 31, 2023 | 38,516.59       | 347.03               | 38,169.56             |
| <b>Net Increase/ (Decrease)</b>      | <b>(758.41)</b> | <b>(553.79)</b>      | <b>(204.62)</b>       |

- ii) Contract liabilities includes deferred revenue as on March 31, 2024 ₹ 34.60 Lakh (March 31, 2023 - ₹ 31.64 Lakh). Revenue recognised during the year from opening balance of contract liabilities (deferred revenue) amounts to ₹ 11.06 Lakh (March 31, 2023 ₹ 11.24 Lakh). Contract liabilities are on account of the advances and upfront revenue received from customer for which performance obligation has not yet been completed.

- iii) The performance obligation is satisfied at the point of time when control of the goods or services are transferred to the customers based on the contractual terms.

- e) Transaction Price allocated to the remaining Performance Obligations

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) and expected conversion of the same into revenue cannot be determined due to nature of contracts and uncertainty of completion of milestone as performance obligation.

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 42. Disclosure pursuant to Ind AS 115 "Revenue from Customers"(Contd..)

- (f) The amounts receivable from customers become due after expiry of credit period which ranges between 0-240 days. There is no significant financing component in any transaction with the customer.

### Note 43. Segment Disclosure

Operating segment are components of the Group whose operating results are regularly reviewed by the Chief Operating Decision Maker [CODM] to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Pharmaceuticals is identified as primary operating segment for the purpose of making decision on allocation of resources and assessing its performance.

Secondary segment is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

Composition of secondary segment is as follows:

- i) India
- ii) Outside India

The following table shows the distribution of Group's revenue and non-current asset (other the financial instruments, deferred tax assets and post-employment benefit assets)

| Particulars  | (₹ in Lakh)                          |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| <b>Revenue from Operations and Sale of Services</b>  |                                      |                                      |
| India  | 4,444.23                             | 3,916.16                             |
| Outside India  | 72,146.54                            | 70,826.72                            |
| <b>Total</b>   | <b>76,590.76</b>                     | <b>74,742.88</b>                     |
| <b>Carrying Amount of Segment Non-Current Assets</b> |                                      |                                      |
| India  | 39,271.21                            | 43,600.66                            |
| Outside India  | 953.72                               | 2,347.96                             |
| <b>Total</b>   | <b>40,224.93</b>                     | <b>45,948.62</b>                     |

### Note 44. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the MSME Act) are given as follows:

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. This information has been relied upon by the Auditors.

| Sr. No. | Particulars   | (₹ in Lakh)             |                         |
|---------|---|-------------------------|-------------------------|
|         |   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| (a)     | Principal amount outstanding (including capex creditors)  | 1,114.18                | 1,003.89                |
| (b)     | Interest Due on the above   | 2.09                    | 2.75                    |
| (c)     | Principal amount paid during the year beyond appointed day  | 112.90                  | 59.33                   |
| (d)     | Interest paid during the year beyond the appointed day  | 5.77                    | 7.68                    |
| (e)     | Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the MSME Act   | -                       | -                       |
| (f)     | Amount of interest accrued and remaining unpaid at the end of the year  | 3.79                    | 4.40                    |
| (g)     | 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 purpose of disallowance as a deductible expenditure under section 23 of the MSME Act | -                       | -                       |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 45. Investment Property

Investment property comprises of land at Palghar, Maharashtra and Godown in Siddhagiri Industrial Estate, Palghar and is held for the purpose of capital appreciation. The Parent Company carries out periodic valuation of the same. There is 'Nil' rental income from the land at Palghar and ₹ 1.94 Lakh (March 31, 2023 - ₹ 1.92 Lakh) from Godown at Palghar. The Parent Company has carried out valuation of Investment Property in accordance with para 32 of Ind AS 40 Investment Property and it is obtained from registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

### Fair Value of Investment Property

| Particulars       | (₹ in Lakh)             |                         |
|-------------------|-------------------------|-------------------------|
|                   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
| Land              | 84.13                   | 84.13                   |
| Building - Godown | 45.08                   | 45.59                   |

### Note 46. Impairment of Financial Assets

Trade Receivable outstanding are classified among regions as trade receivables of Africa, India and Global excluding Africa for last 5 years on quarterly basis into buckets on the basis of due dates as follows: 0-90 days; 90-180 days; 181-365 days; 366-730 days; > 730 days and then proportion of amount in each bucket to total trade receivable is worked out. Average of entire 5 year of each bucket than two years average of the 5 year average is calculated. Probability of trade receivable in each bucket shifting to next bucket is calculated. Average of all the bucket wise probability of all 5 years is calculated and multiplied to the total trade receivable of that region in that particular bracket. Likewise expected credit loss is worked out for all three regions mentioned above and aggregate of all three is recognised as expected credit loss in profit and loss account.

### Note 47. Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020. However, the date on which the code will come into effect has not been notified. The Group will assess the impact and will record any related impact in the period once the Code becomes effective.

### Note 48. Auditor's Remuneration

| Particulars               | (₹ in Lakh)                          |                                      |
|---------------------------|--------------------------------------|--------------------------------------|
|                           | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
| Statutory Audit fees      | 35.10                                | 36.50                                |
| Limited Review fees       | 19.30                                | 13.50                                |
| Certification fees        | 2.76                                 | 1.79                                 |
| Reimbursement of expenses | 1.38                                 | 1.06                                 |
| <b>Total</b>              | <b>58.54</b>                         | <b>52.85</b>                         |

### Note 49. CSR Expenses

The amount prescribed under the Act, to be spent during the year on CSR Activities is ₹ 262.72 Lakh (March 31, 2023 ₹ 247.76 Lakh).

The contribution during the year towards CSR Activities are made to funds eligible under section 135 of the Act as specified in schedule VII. The amount contributed is ₹ 244.46 Lakh excluding excess spent amount of ₹ 19.98 Lakh (March 31, 2023 ₹ 267.96 Lakh including excess spent amount of ₹ 19.98 Lakh).

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## Note 49. CSR Expenses (Contd..)

| Financial Year    | Gross amount required to be spent by the Company during the year | Amount Spent during the year | Shortfall/ Unspent amount at the end of the year | Total of Previous Year's Excess/ (Shortfall) amounts | Reason for Shortfall | Excess Spent carried forward to next year | Amount transferred to Fund specified in Schedule VII to the Act | Nature of CSR Activities  | (₹ in Lakh) |  |
|-------------------|--|------------------------------|--|--|----------------------|---|---|---|-------------|--|
|                   |  |                              |  |  |                      |   |   |   |             |  |
| FY 2023-24        | 224.54   | 205.00                       | -  | -  | -                    | -   | -   | Eradication of hunger and malnutrition  |             |  |
| FY 2023-24        |  | 1.68                         | -  | 14.72  | -                    | -   | -   | Medicines distribution to tribal patients of Gadchiroli district                          |             |  |
| FY 2023-24        |  | 2.50                         | -  | -  | -                    | -   | -   | Education to children in the remote, rural parts of India suffering from underdevelopment |             |  |
| FY 2023-24        |  | 2.36                         | -  | -  | -                    | -   | -   | Contingency for PM's Doctoral Fellowship Research project                                 |             |  |
| FY 2023-24        | 27.53  | 22.27                        | -  | 5.26   | -                    | -   | -   | Eradication of hunger and malnutrition  |             |  |
| FY 2023-24        | 10.65  | 10.65                        | -  | -  | -                    | -   | -   | Eradication of hunger and malnutrition  |             |  |
| <b>FY 2023-24</b> | <b>262.72</b>  | <b>244.46</b>                | <b>-</b>   | <b>19.98</b>   |                      |   |   |   |             |  |
| FY 2022-23        | 223.13   | 224.00                       | -  | -  | -                    | -   | -   | Eradication of hunger and malnutrition  |             |  |
| FY 2022-23        |  | 14.72                        | -  | -  | -                    | 14.72                                     | -   | Medicines distribution to tribal patients of Gadchiroli district                          |             |  |
| FY 2022-23        | 15.19  | 20.12                        | -  | 0.33   | -                    | 5.26                                      | -   | Rotary Foundation (India)   |             |  |
| FY 2022-23        | 9.44   | 0.21                         | -  | (0.32)   | -                    | -   | -   | Prime Minister National Relief Fund   |             |  |
| FY 2022-23        |  | 1.26                         | -  | -  | -                    | -   | -   | Rotary Club of Ghatkopar West Charitable Trust  |             |  |
| FY 2022-23        |  | 7.65                         | -  | -  | -                    | -   | -   | Rotary Club of Ghatkopar West Charitable Trust  |             |  |
| <b>FY 2022-23</b> | <b>247.76</b>  | <b>267.96</b>                | <b>-</b>   | <b>0.01</b>  |                      | <b>19.98</b>                              |   |   |             |  |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 50. Additional Information, as required under Schedule III to the Companies Act, 2013 as at March 31, 2024

| Sr. No | Name of the Entity                                   | Net Assets (Total Assets - Total Liabilities) |                    | Share in Profit or Loss             |                    | Share in Other Comprehensive Income |                    | Share in Total Comprehensive Income |                    |
|--------|--|---|--------------------|-------------------------------------|--------------------|-------------------------------------|--------------------|-------------------------------------|--------------------|
|        |  | As % of Consolidated Net Assets               | Amount (₹ in Lakh) | As % of Consolidated Profit or Loss | Amount (₹ in Lakh) | As % of Consolidated Profit or Loss | Amount (₹ in Lakh) | As % of Consolidated Profit or Loss | Amount (₹ in Lakh) |
|        | <b>Parent</b>  |   |                    |                                     |                    |                                     |                    |                                     |                    |
|        | Bliss GVS Pharma Ltd                                 | 98.55%  | 98,844.38          | 62.08%                              | 5,064.49           | (3.38)%                             | (15.36)            | 58.62%                              | 5,049.13           |
|        | <b>Subsidiaries</b>                                  |   |                    |                                     |                    |                                     |                    |                                     |                    |
|        | <b>Indian</b>  |   |                    |                                     |                    |                                     |                    |                                     |                    |
| 1      | Kremoint Pharma Pvt. Ltd.                            | 6.58%   | 6,595.08           | 12.05%                              | 983.07             | (0.42)%                             | (1.90)             | 11.39%                              | 981.17             |
| 2      | Eipii Exports Pvt. Ltd.                              | 1.64%   | 1,640.42           | 3.12%                               | 254.62             | -                                   | -                  | 2.96%                               | 254.62             |
|        | <b>Foreign</b>                                       |   |                    |                                     |                    |                                     |                    |                                     |                    |
| 1      | Bliss GVS International Pte. Ltd.                    | (2.66)%                                       | (2,670.20)         | (53.19)%                            | (4,339.27)         | -                                   | -                  | (50.38)%                            | (4,339.27)         |
| 2      | Asterisk Lifesciences Ltd.                           | 0.01%   | 5.04               | 0.40%                               | 32.25              | -                                   | -                  | 0.37%                               | 32.25              |
| 3      | Greenlife Bliss Healthcare Ltd.                      | 0.90%   | 902.05             | 4.69%                               | 382.86             | (97.94)%                            | (445.49)           | (0.73)%                             | (62.63)            |
| 4      | Asterisk Lifesciences (GH) Ltd.                      | 0.02%   | 16.09              | 12.35%                              | 1,007.41           | -                                   | -                  | 11.70%                              | 1,007.41           |
| 5      | Asterisk Lifesciences DRC (Refer Note 53)            | 0.00%   | -                  | (0.49)%                             | (40.21)            | -                                   | -                  | (0.47)%                             | (40.21)            |
|        | Total Elimination and other consolidation adjustment | (5.02)%                                       | (5,034.53)         | 58.99%                              | 4,812.57           | 201.74%                             | 917.60             | 66.53%                              | 5,730.17           |
|        | <b>Total</b>   | <b>100.00%</b>                                | <b>1,00,298.33</b> | <b>100.00%</b>                      | <b>8,157.79</b>    | <b>100.00%</b>                      | <b>454.85</b>      | <b>100.00%</b>                      | <b>8,612.64</b>    |



## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

### Note 51. Details of Material Non-Controlling Interest in Partly - Owned Subsidiaries

Financial information of subsidiaries that have material non-controlling interest is provided below:

#### Kremoint Pharma Private Limited

| Particulars   | (₹ in Lakh)          |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2024 | As at March 31, 2023 |
| Proportion of interest held by Non-controlling entities as at | 30%                  | 30%                  |
| Accumulated balances of material Non-controlling interest     | 1,978.52             | 1,689.57             |
| <b>Summarised Financial information for the Balance Sheet</b> |                      |                      |
| Current Assets  | 5,572.58             | 4,783.60             |
| Non-Current Assets  | 2,610.27             | 2,825.34             |
| Current Liabilities   | 1,370.43             | 1,795.51             |
| Non-Current Liabilities                                       | 217.34               | 181.52               |
| Dividend paid to Non-controlling interest                     | 5.40                 | 5.40                 |

| Particulars  | (₹ in Lakh)                       |                                   |
|--|-----------------------------------|-----------------------------------|
|  | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Profit/(Loss) allocated to material Non-controlling interest                 | 294.92                            | 491.31                            |
| <b>Summarised Financial information for the Statement of Profit and Loss</b> |                                   |                                   |
| Revenue from Operations  | 5,549.93                          | 9,849.53                          |
| Profit for the year  | 983.07                            | 1,637.69                          |
| Other Comprehensive Income   | (1.90)                            | 4.56                              |
| Total Comprehensive Income   | 981.17                            | 1,642.25                          |
| <b>Summarised Financial information for Cash Flows</b>                       |                                   |                                   |
| Net Cash inflows/ (outflows) from Operating activities                       | 2,237.60                          | (624.17)                          |
| Net Cash inflows/ (outflows) from Investing activities                       | (2,219.02)                        | 502.24                            |
| Net Cash inflows/ (outflows) Financing activities                            | 103.05                            | 126.41                            |
| <b>Net Cash inflow/ (outflow)</b>  | <b>121.63</b>                     | <b>4.48</b>                       |

### Note 52. Summarised Financial Information of the Subsidiaries as at and for the year ended March 31, 2024

| Particulars   | (₹ in Lakh)                                    |   |  |
|---|--|---|--|
|   | Bliss GVS International Pte. Ltd. Consolidated | Asterisk Lifesciences Ltd. Consolidated | Kremoint Pharma Pvt. Ltd. Consolidated |
| <b>Extract of Balance Sheet</b>                       |  |   |  |
| Non-Current Assets                                    | 828.37   | -                                       | 2,958.35                               |
| Cash and Cash Equivalents                             | 275.86   | 6.82                                    | 643.88                                 |
| Current Assets other than Cash and Cash Equivalents   | 8,323.05                                       | 26.49                                   | 7,421.67                               |
| Non-Current Liabilities                               | 39.37  | -                                       | 233.57                                 |
| Current Liabilities                                   | 12,803.44                                      | 28.27                                   | 2,572.29                               |
| <b>Extract of Profit and Loss Statement</b>           |  |   |  |
| Income  | 2,006.28                                       | 9,876.43                                | 10,348.37                              |
| Profit/ (Loss) for the year                           | (3,948.03)                                     | 994.55                                  | 1,237.70                               |
| Total Comprehensive Income                            | (4,393.52)                                     | 994.55                                  | 1,235.80                               |
| <b>Company's Share of Profit/ (Loss) for the year</b> | <b>(4,135.63)</b>                              | <b>994.55</b>                           | <b>1,161.31</b>                        |

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

**Note 53.** During the year ended March 31, 2024, the Board of Directors of the Company in its meeting held on February 16, 2024, has approved an internal restructuring of foreign subsidiaries of the Company to create synergies across the business, strengthen capital structure and establish the leaner structure of the Company at the Group level without any change in ultimate ownership of the Company over the subsidiaries. The following were approved by the Board of Directors.

- Change in Ownership by way of transfer of entire equity stake of Asterisk Lifesciences (GH) Limited held by Asterisk Lifesciences Limited (UK), a wholly-owned subsidiary of the Company to Bliss GVS International Pte. Ltd. (Singapore), a wholly-owned subsidiary of the Company. Asterisk Lifesciences (GH) Limited has been sold to Bliss GVS International Pte Ltd (Singapore) on February 29, 2024.
- Voluntary Liquidation of Asterisk Lifesciences DRC, a step-down subsidiary of the Company in the Democratic Republic of Congo due to macro-economic business scenarios. As the Company has appointed liquidator, the Company has lost control of Asterisk Lifesciences DRC from the date liquidator is appointed and thus the Group has impaired the investments and loans aggregating to ₹ 117.46 Lakh in the books of Bliss GVS International Pte Limited (Singapore) and has derecognised the step-down subsidiary from Consolidation w.e.f February 19, 2024.
- Conversion of the loan USD 50,00,000 (₹ 4,151.88 Lakh) granted by the Company to Bliss GVS International Pte. Ltd. ("BG IPL"), Singapore a wholly owned subsidiary of the Company into Equity Shares of Bliss GVS International Pte. Ltd on February 23, 2024.

**Note 54.** Bliss GVS Pharma Limited has subsidiary Bliss GVS International Pte Ltd in Singapore which has a further step-down subsidiary Greenlife Bliss Healthcare in Nigeria. The said subsidiary has invested in, given loans to the step-down subsidiary aggregating to ₹ 4,907.45 Lakh. Further, the step-down subsidiary in Nigeria is engaged into manufacturing of Lozenges and cosmetic products. Though, the Company is profitable at operational level, but it has been facing challenges due to various factors such as low oil prices, inflation, unemployment, and security concerns since past one year. Inflation has been a persistent issue in Nigeria, driven by factors such as currency depreciation, supply chain disruptions, and fiscal deficits. High inflation has eroded purchasing power and affected the cost of living for Nigerian citizens. Overall, annual inflation, which is the average rate at which prices go up, is now close to 25% - the highest figure in nearly three decades. The cost of food has risen even more by 35%. In 2024, Nigerian currency has devaluated by more than 200% over 2023 against US Dollar. Due to such economic scenarios in one of its step-down subsidiary country, in Consolidated financials impairment provision of ₹ 2,919.61 Lakh is recognised as an exceptional item.

**Note 55.** There are no Benami properties held by the Group. Also, there has been no proceedings initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**Note 56.** The Group doesn't have any transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**Note 57.** The Group has not traded or invested in Crypto currency or Virtual currency during the financial year.

**Note 58.** There are no transactions which are recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**Note 59.** The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other source of funds) to other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Ultimate Beneficiaries.

The Group has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Ultimate Beneficiaries.

**Note 60.** Other information required by Schedule III to the Companies Act, 2013, has been given only to the extent applicable.

**Note 61.** The consolidated financial statements were authorised for issue in accordance with a resolution passed of the Board of Directors in its meeting held on May 02, 2024.

**Note 62.** Previous period figures have been re-grouped/re-classified wherever necessary, if material to conform to current period's classification.

As per our report of even date attached  
For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Firm Registration No: 104607W/W100166

For and on behalf of the Board of Directors of  
**Bliss GVS Pharma Limited**

**S. R. Vaidya**  
Chairman  
DIN: 03600249

**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

**Sai Venkata Ramana Damarla**  
Partner  
Membership No. 107017

**Deepak Sawant**  
Chief Financial Officer

**Aditi Bhatt**  
Company Secretary

Place: Mumbai  
Date: May 02, 2024

Place: Mumbai  
Date: May 02, 2024



---

**Bliss GVS Pharma Limited**

102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072.  
Phone No.: +91-22-42160000, Fax No.: +91-22-28563930  
E-Mail: [info@blissgvs.com](mailto:info@blissgvs.com), Website: [www.blissgvs.com](http://www.blissgvs.com)