



SANDU PHARMACEUTICALS LTD

Regd. Office: Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao, Bardez, Goa 403511.
Tel: +91 832 2407474 / 6715000, E-mail: sandupharma@sandu.in

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

Date: 06/09/2021

Sub: 36th Annual Report of Sandu Pharmaceuticals Limited pursuant to Regulation 34(1) of SEBI (LODR) Regulation 2015.

Sir,

Please find attached herewith Soft Copy of the 36th Annual Report as required to be submitted pursuant to regulation 34(1) of the SEBI (LODR) Regulation 2015.

You are requested to take the same on record and oblige.

Thanking you,

Yours Faithfully,

FOR SANDU PHARMACEUTICALS LTD.



Company Secretary

Encl: - As Above



AN ISO 9001:2008 CERTIFIED ORGANISATION

Corporate Office: P. B. No. 17201, Sandu Nagar, D. K. Sandu Marg, Chembur, Mumbai – 400 071.
Tel.: +91 22 2528 4402 / 3306, Fax: +91 22 2528 2403, E-mail: info@sandu.in, Web: www.sandu.in

CIN:L24233GA1985PLC001587





Trusted in Ayurveda Since 1899

36th

ANNUAL REPORT

2020-2021

SANDU PHARMACEUTICALS LTD

Immunity Kit distribution to Mentally challenged Children
By Honorable CM Pramod Sawant, Goa



Help to flood affected Person at Chiplun



Immunity Kit given to
Honorable Union Minister Shri. Shripadji Naik



Celebration of Doctor's Day
1st July 2021



Remembrances of Inauguration Ayur Herbarium at Goa
Prime Minister of The Republic of Mauritius Sir Anerood Jugnauth



“CHAIRMAN’S SPEECH”

The challenges of covid-19 are far from over, the emergence of the second wave earlier this year and talks of another wave likely in the future means that we might have to cope with the related challenges in the months to come. Our decision to adopt a “fearless and agile” organisation helped Sandu Pharma “successfully ride the storm” in FY21, We have been able to minimise the impact of the second wave on the company’s supply chains as well as demand for our products. That said I am happy to state that we, as an organization, are better prepared to handle these challenges as compared with last year. We are applying the learnings from last year, including streamlining supply chains, to ensure minimal disruption in availability of its products. I am confident that Sandu Pharma is well positioned to meet the challenges ahead and generate sustainable long-term growth.

The emergence of the second and more devastating wave of the pandemic in mid April, going up to June of 2021, tested the character of the organization all over again. As we stayed true to our Ayurvedic roots while working tirelessly towards serving all our stakeholders, the health and safety of our employees remained paramount.

We rolled out a series of initiatives across our operations to prevent the spread of infection, the company launched many more new products like Immunity Kit and Power Herbs range.

Distribution enhancement initiatives and increased flexibility into our planning and go-to-market strategies.

The Economy made a good recovery during the second half with most countries trying to coming back to good growth driven by consumer connect initiatives, cost efficiencies, and innovation. With the consumers becoming more health conscious, the company we expects to see good momentum. Today the penetration of healthcare products is low compared to the developed markets, so there is a opportunity to grow. Due to increased demand, we have geared up our manufacturing capacities in products like Sandu Chawanprash and Makarprash to meet the surge in demand for other products too the Company is ready to meet the enhanced demand.

I am happy to inform you that our company has shown a 20 % jump in Sales.

“Continued investments behind key products and increasing distribution footprint, coupled with a structured and balanced approach to cost management, helped Company to overcome the challenging situations of covid in the year gone by.

We are seeing revival in the overall Classical Ayurvedic products category.

E-commerce vertical is showing great promise and sales are up 100% year-on-year.

Presently the Company’s Products are being sold through leading Ecommerce market places and Company is actively in touch with other leading Ecommerce Market places for its products to be sold through them. We are also gearing up to sell through Company’s own ecommerce market places.

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CORPORATE INFORMATION

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

BOARD OF DIRECTORS

Bhaskar G. Sandu (till 20.05.2021)	(DIN: 02816792)
Dilip R. Salgaocar	(DIN: 00044240)
Dr. Krishna B. Deshpande	(DIN: 06557518)
Dr. Mrs. Shubhada P. Sandu	(DIN: 07148834)
Dr. Madan L. Kapre	(DIN: 03113515)
K. Vinay Kumar	(DIN: 02322747)
Shashank B. Sandu	(DIN: 00678098)
Umesh B. Sandu	(DIN: 01132141)

**Shri Bhaskar G Sandu left for heavenly abode on 21st May 2021.

BOARD COMMITTEES

Audit Committee	Nomination and Remuneration	Stakeholders Relationship
K. Vinay Kumar	Dr Madan L Kapre	Shashank Sandu
Dilip R Salgaocar	Dilip R Salgaocar	Dr Madan L Kapre
Dr Madan L Kapre	K. Vinay Kumar	Umesh B Sandu
Umesh B Sandu	Shashank B Sandu	

COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
Pratika Mhambray	Rakesh Parekh

AUDITORS

STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s Dileep and Prithvi Dahanukar Bldg, 3 rd Floor 480, Kalbadevi Road, Mumbai 400 002 FRN:122290W	Swapnil Dixit 57/B, Venkatesh Prasad Building, above Corporation Bank, Bordem, Bicholim, Goa 403504 M.NO ACS34739 C.P.NO 12942

SOLICITORS & ADVOCATES	INTERNAL AUDITORS
M/s Madekars & Co Advocates & Solicitors, Engineer House, First Floor, 86, Mumbai Samachar Marg, Fort, Mumbai 400 023 Tel (022) 2267 7217 fax (022) 2265 7712	Akhil P. Pai & Co CT1, Block C, Gardenia Elite Residency, Mapusa 403507
	M/s Lalit Gawde & Associates 1, Ground Floor, Shanti Swarup, 67-A, Ranada Road, Dadar(W), Mumbai 400028.

BANKERS

Axis Bank (upto 08th July 2021)

Plot No C/20, Opp M Ward, BMC Office, Chembur, East, Mumbai 400071

HDFC Bank (from 09th July 2021).

HDFC Bank House Senapati Bapat Marg, Lower Parel West, Mumbai, Maharashtra, 400013

Registrar and Share Transfer Agent

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

ADDRESS

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

INE: 751D01014

36th ANNUAL GENERAL MEETING

Date	30 th September 2021
Time	4.30 pm
Venue	Sandu Pharmaceuticals Limited Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao Bardez Goa 403511

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NOTICE

NOTICE is hereby given that the 36th ANNUAL GENERAL MEETING of Sandu Pharmaceuticals Limited (CIN: L24233GA1985PLC001587) will be held on Thursday, 30th September, 2021 at 4:30 p.m. through Video conferencing (“VC”)/ other Audio -Visual means (QAVM) to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statement of the Company for the Financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:-**

“RESOLVED THAT the Audited Financial Statement of the Company for the Financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

- To declare a dividend on equity shares for the financial year ended March 31, 2021 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT a dividend at the rate of 0.50 Paise/- (Fifty Paise only) on paid-up Capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the Company.”

- To Appoint Dr. Smt. Shubhada P Sandu (DIN:07148834), who retires by rotation as a Director and in this regard, to consider and being eligible to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Smt. Shubhada P Sandu (DIN:07148834), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

- Re-Appointment of Statutory Auditor**

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

“RESOLVED THAT Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations and any amendments thereof in force Dileep and Prithvi Chartered Accountants, Mumbai Having CA Firm Registration No. 122290W approved by Board and as recommended by Audit Committee, who have offered themselves for reappointment and have confirmed their eligibility to be reappointed as Auditors in terms of Provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby reappointed as Statutory Auditors of the Company for the term of 5 years i.e for the Financial Year 2021-2026, to hold office from the Conclusion of this 36th Annual General Meeting until Conclusion of the 41st Annual General Meeting of the Company subjected to approval of the Shareholder in forthcoming shareholders meeting on the yearly remuneration of ₹ 9,44,000 (Rupees Nine Lakhs Forty Four Thousand Only) for the FY 2021-22 and ₹ 10,03,000 (Rupees Ten Lakhs Three Thousand Only) for the FY 2022-23 and the subsequent years remuneration will be paid with mutual consent of both the parties.

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

SPECIAL BUSINESS

- Reclassification of Promoters from “Promoter Category” to “Public Category”**

To consider and if thought fit approve the reclassification of the following entities from being part of the Promoters / Promoter group category to the Public category of the Company and in this regard pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT Pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions

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of Listing Regulations and other applicable laws, consent of the Members of the Company be and is hereby given to reclassify the following entity(s) from “Promoter Category” to Public Category” Since these entity(s) are neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid entity have entered into any shareholders agreement with the Company and they have not got any right or special information right or special rights as to voting power or control of the Company.

Sr No	Name of the Entity/ Company	No of Equity Shares Held	% of the Total Equity Capital
1	Noumura Realty and Constructions Private Limited	2,19,010	3.09%
2	Phybrichem Engineers Private Limited	1,55,963	2.20%
3	Sanmark Realty and Finance Private Limited	5,43,930	7.68%

“RESOLVED FURTHER THAT it is hereby confirmed that:

- i. The aforesaid Entity(s) do not hold more than 10% of the paid up capital of the Company
- ii. The individual Shareholding of the aforesaid Promoter/Promoter Group is only 3.09%, 2.20%, 7.68% of the Equity Share Capital of the Company respectively.
- iii. The aforesaid persons have not and will continue not to exercise direct or indirect control over the Company.
- iv. No Director of the above said Company’s has been or would be appointed as Key Managerial Personnel of our Company.
- v. No special right were held by these persons and would not be ever held by the above reclassified persons.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubt that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

6. Ratification of Cost Auditor’s Remuneration

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 (including any amendments made thereon) or any other applicable provisions of Listing Regulations and other applicable laws, the Company hereby ratifies the remuneration of ₹ 75000 exclusive of GST and TDS, payable to M/s. Shekhar Joshi & Co, Cost Accountants who are appointed by the Board of Directors as Cost Auditors of the Company to conduct Cost Audits relating to Cost records of the Company for the year ending 31st March, 2022.”

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

7. Authorisation under Section 186 of the Companies Act, 2013

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 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), and other applicable provisions of SEBI(Listing Obligation and Disclosure Requirement) Regulation if any and as recommended by Board of Directors, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, as short term or long term investment in securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 50,00,00,000 (Rupees Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to

be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. Approval for Royalty Payment to Related Party .

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013 read with Rules made thereunder as may be amended from time to time and any other applicable provisions of the Companies Act 2013, Regulation 23(4) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“the Listing Regulations”) (including any amendments(s) or modification(s) or re-enactment thereof) and with the approval of Audit Committee and Board of Directors ,approval of the members of the company be and is hereby accorded for renewal of Royalty Contract(s)/Arrangement(s)/Transaction(s) with M/s Sandu Brothers Private Limited, Related Party exceeding 5 per cent of the Annual Consolidated turnover of the Company or not exceeding ₹ 5 Crores, to be entered into for the term of 3 years i.e from 01st October 2021 to 30th September 2024 at arm’s Length basis and in ordinary course of business for the above mentioned term.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including contracts, agreements and such other documents, applications and make representations in respect thereof and seek approval from relevant authorities including Government authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto,

without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

9. Placing the Statutory Auditor’s Certificate for confirmation of compliance of the provisions of the SEBI (ICDR) Regulations, 2018.

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

RESOLVED THAT approval of Member be and is hereby accorded to the Certificate obtained from Statutory Auditor ,M/s Dileep and Prithvi ,Chartered Accountant, Mumbai in accordance with Reg 163(2) of SEBI(LODR) Regulation 2015 in respect of Preferential issue of Equity Warrants to be converted into Equity Shares to Promoters/Non Promoters of the Company duly approved by Shareholders at the 35th Annual General Meeting of the Company held on 30th September 2020.

“**RESOLVED FURTHER THAT** the Board of the Directors of the Company (including its Committee thereof) be and is hereby authorized by the members of the company to do all such acts, deeds, matters and things to give effect to this resolution.”

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

sd/-

**Pratika Mhambray
Company Secretary
M No:A36512**

Dated: Mumbai
Place: 14.08.2021

Registered Office:

Sandu Pharmaceuticals Limited
Plot No.25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez, Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 08326715017
Email: corp.sec@sandu.in

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and General Meeting be held through Video Conferencing (VC) or other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sandu.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. **Book Closure and Dividend:**
 - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 24th September 2021 to Thursday, 30th September 2021 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
 - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or before Wednesday, October 20th, 2021, as under:
 - (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of Thursday, September 23rd, 2021.
 - (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before Thursday, September 23rd, 2021.
9. Members are requested to intimate changes, if any pertaining to their names, Postal Address, Email Address, Telephone/mobile numbers, Permanent

Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Link in time Private Limited, in case the shares are held in physical form.

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

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

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

11. Payment of Dividend through electronic means:

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - M/s. Link Intime India

Private Limited on or before 20th September 2021.

(b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants on or before 20th September 2021.

(c) Members 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. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

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

13. Members who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary, so as to reach her on or before 05:00 P.M. IST 23rd September 2021 Such Queries will be replied to by the course of the AGM or through a separate email.

14. Updation of Members' Details:

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

15. Nomination Facility:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

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

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to dividend.tds@sandu.in latest by 11:59 P.M. (IST) on Thursday, September 30th, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Format of Form 15G/Form 15H are available on the website of the Company www.sandu.in.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to dividend.tds@sandu.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Thursday, September 30th, 2021.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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

The remote e-voting period begins on Monday 27th September 2021 from 10:00 a.m. and ends on Wednesday 29th September 2021 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 23rd September 2021.





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

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sjdixit@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corp.sec@sandu.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corp.sec@sandu.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote

e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corp.sec@sandu.in on or before Monday, 20th September 2021. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the Annual General Meeting may register themselves at corp.sec@sandu.in on or before Monday, 20th September 2021. Those Members who are registered will be allowed to express their views or ask Questions. The Company reserve right to restrict the number of questions and no of Speakers , depending upon availability of time as appropriate for smooth conduct of the Annual General Meeting.
7. Application of TDS rate is subject to necessary verification by the Company of the Shareholder Details as available in Register of Member as on record rate and other documents available with Company/Link in Time India Private Limited.
8. Incase of TDS is deducted at higher rate, an option is still available with the shareholders to file the return of Income and claim an appropriate refund.
9. Other Instructions
 - a) The Company has appointed CS Swapnil Dixit, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the Meeting unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.
 - b) The Results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.sandu.in and on the website of NSDL <https://www.evoting.nsdl.com> within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
 - c) Subjected to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Annual General Meeting i.e 30th September 2021.
 - d) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, 23rd September 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. i.e. Thursday, 23rd September 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

Sd/-

**Pratika Mhambray
Company Secretary
M No:A36512**

Dated: 14.08.2021

Place: - Mumbai

Registered Office:

Sandu Pharmaceuticals Limited
Plot No.25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez, Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 08326715017
Email: corp.sec@sandu.in

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

Resolution No 4:

Audit Committee and Board of Directors at their Meeting held on 14th August 2021 has ratified and has further extended the Re-appointment of M/s Dileep & Prithvi, Chartered Accountant as Statutory Auditor of the Company for the term of 5 Years from the conclusion of this Annual General Meeting till the Conclusion of the 41th Annual General Meeting in the year 2026.

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

Pursuant to Section 139 of the Companies Act 2013, approval of the Members is required for reappointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution. Accordingly approval of Members is sought for reappointment of M/s Dileep & Prithvi Chartered Accountants as the Statutory Auditor of the Company and to fix their remuneration.

None of the Promoters/ Directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 4 of this Notice.

Resolution No 5:

The Company had received letters dated 16th June, 2021 from the following Entity(s) falling under the category of Promoter/Promoter Group of the Company requesting that they be reclassified from the category of "Promoter/Promoter Group" to Public Category."

Sr No	Name of the Promoter/ Promoter Group	No of Shares Held	% of the Total Capital
1	Noumura Realty and Constructions Private Limited	2,19,010	3.09%
2	Phybrichem Engineers Private Limited	1,55,963	2.20%
3	Sanmark Realty and Finance Private Limited	5,43,930	7.68%

The aforesaid Promoter/Promoter Group person do not exercise any control over the Company and are not engaged in the Management of the Company. The aforesaid person neither have any representation on the Board of Directors

of the Company nor hold any Key Managerial position in the Company. The Company has also not entered into Shareholders Agreement with them. Further none of the aforesaid persons have got any veto rights as to voting power or control of the Company. They do not have special information rights as well.

The letters were placed in the meeting of the Board of Directors on June 30, 2021 and the matter was discussed by the Board on the request to reclassify them as part of the public category. The Board of Directors at their meeting held on 30th June 2021 accordingly approved the request for their re-classification from the "Promoter Category" to "Public Category" subject to the approval of the shareholders of the Company and the approval of BSE, the only stock exchange on which the shares of the company are listed.

Regulation 31A (2) read with Regulations 31A(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 including any amendments made thereto) hereinafter referred to as Listing Regulations") is the regulation which deals with reclassification of Promoters shareholding in to public Shareholding. It provides that Stock Exchange can permit reclassification of the Promoter Shareholders only if the following conditions are satisfied.

- (i) Upon receipt of the request from the concerned listed entity or the concerned shareholders.
- (ii) Upon receipt of all relevant evidence to be provided
- (iii) On BSE being satisfied with the compliance of conditions mentioned in Regulation 31A.

Regulation 31A(7) (any other manner) means with the consent of the person wants to change reclassification.

A reclassification may also be permitted by the Stock Exchanges under the main Listing Regulation No 31A(2) itself read with the additional condition specified under Regulation 31A(7) of the Listing Regulation, the sum total of conditions under the two sub regulations are as follow:-

- (i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders to stock exchange.
- (ii) All relevant evidence to be provided
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affairs of the Company
- (iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public shareholding requirements under Rule 19A of the Securities Contracts (Regulation)Rule 1975 and
- (v) The event of reclassification shall be disclosed to the

Stock Exchange as a material event in accordance with the Provisions of Listing Regulations.

All the conditions specified under Regulation 31A(2) and 31A(7) of Listing Regulation have been duly complied with by the entities requesting re-classification and by the Company.

This request for reclassification is covered under Regulation 31A(2) of Listing Regulations.

None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore recommends the resolution No 5 for approval of the Member as an Ordinary Resolution.

Resolution No 6:

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 10th June 2021, has appointed Shekhar Joshi & Co, as Cost Auditor for conducting the Cost Audit for the financial year April 2021 to March 2022, on a remuneration of 75000/- (Rupees Seventy Five Thousand only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No.6 of the Notice. The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 6 of the accompanying Notice be ratified by the Members.

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

Resolution No 7:

The Company has been making short term investments in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium

account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a General Meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2021, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to 13,97,71,879 while one hundred per cent of its free reserves and securities premium account amounts to 15,37,43,162. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹15,37,43,162. As on 31st March 2021, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to 24,17,389.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

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

Resolution No 8:

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company

M/s Sandu Brothers Pvt Ltd is the owner, proprietor and prior user for most of the proprietary products of which some are duly registered under The Trade Mark Act, 1999 (the said Act) and some of the trade mark are applied for and/or in process to apply for some of the products. Your

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Company is desirous to manufacture various products under the said Trade Mark and for this purpose have requested M/s Sandu Brothers Pvt Ltd to assign the said products and pay Royalty for the assignment of the said Trademark. The Transactions to be entered into between both the parties are in ordinary course of business and are on arm length basis.

The Company also has marketing agreement with M/s Sandu Brothers Private limited which is effective till 30TH September 2024.

Following are the contracts which are material in nature Company's (Meeting of Board and its Power) Rules and SEBI(LODR), and any amendments thereto are below mentioned.

and require the approval of the unrelated shareholders of the Company by Ordinary Resolution.

Sr No	Name of the related party	Maximum value of the transactions per annum	Nature of material terms/particulars of the contract or arrangements.
1.	Sandu Brothers Private Limited	5 crores	Royalty payment to Sandu Brothers Private Limited for brand usage.

The other related information as envisaged under the

Particulars	Information
Name of the Related Party	Sandu Brothers Private Limited
Nature of relationship	Directors /Relative of Directors are Member
Name of the Director or Key Managerial Personnel who is related, if any.	Shri Shashank Sandu Shri Umesh Sandu Dr Shubhada Sandu
Nature of Related Party Transactions with Sandu Brothers Private Limited	The transaction below mentioned are in the ordinary course of business and at the arm length basis. Royalty payment to Sandu Brothers Private Limited for brand usage.
Material terms of the Contract/ arrangements/transactions/ Duration of these RPT's	The Royalty agreement shall be entered into between Sandu Pharmaceuticals Limited and Sandu Brothers Private Limited for the term of 3 years i.e from 01 st October 2021 to 30 th September 2024. The royalty payment to be made to Sandu Brothers Private Limit may exceed 5 per cent of the Annual Consolidated turnover of the Company but should not exceed ₹ 5 crore annually.

The Board of Directors accordingly recommends the resolution as mentioned in item no 8 of this notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Shri Umesh B Sandu, Shashank B Sandu, Shubhada B Sandu is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Resolution set out at Item No. 8 of the Notice for approval by the members.

Resolution No 09:

The Company had made a Preferential allotment of Equity Warrants convertible into Equity Shares on 31st March 2021. As per the Regulation 163 (2) of the SEBI (ICDR) Regulations, 2018 "The issuer shall place a copy of the

certificate of its Statutory Auditors before the General meeting of the Shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations." SEBI vide letter dated July 26, 2021 has directed that this certificate be placed at the Annual General Meeting

Accordingly the Certificate dated 16th July 2021 received from M/s Dileep & Prithvi, Statutory Auditors certifying that the Preferential Issue of Equity Warrants has been made in accordance with the requirements of the ICDR Regulations, 2018 is placed before the Shareholders.

ANNEXURE TO THE NOTICE

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

Particulars	Resolution No 2
Name of the Director	Dr Mrs Shubhada Sandu
Date of Birth	21 st September 1945
Nationality	Indian
Date of appointment/Reappointment on the Board	01 st April 2015
Qualifications	B.A.M.S
Expertise in specific functional area	Dr Mrs Shubhada P Sandu (DIN: 07148834) is a practicing Ayurvedic Doctor and has obtained B.A.M.S Degree from the University of Mumbai. She has vast and rich experience in Ayurvedic Practise, Ayurvedic Formulation and Manufacturing.
Number of shares held in the company	10,000
List of the directorship held in other Companies.	Nil
Chairman/Member in the Committee of the Boards of Companies in which he is Director (including Pvt Company)	Nil

Thirty Sixth Annual Report 2020-21

DIRECTOR'S REPORT

TO THE MEMBERS,

The Directors have pleasure in presenting before you the **THIRTY SIX** Annual Report of **SANDU PHARMACEUTICALS LIMITED** together with Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2021.

1. FINANCIAL RESULTS:-

The Company's financial performance, for the year ended March 31, 2021 is summarized below:

(in ₹)

Particulars	2020-2021	2019-2020
Revenue from Operations (Gross)	58,75,54,379	48,36,74,955
Other Income	19,34,373	45,27,481
Total Income	58,94,88,752	48,82,02,436
Total Expenses	57,26,79,875	47,89,89,171
Profit before exceptional items and tax	1,68,08,877	92,13,264
Exceptional	-	22,956
Profit/Loss Before Tax	1,68,08,877	91,90,308
Tax Expenses		
Less: Current Tax	(55,71,336)	(12,68,409)
Deferred Tax	(2,95,254)	(7,18,593)
Short/(excess) tax provision	(17,388)	-
Profit/(Loss) for the Period	1,09,24,899	72,03,306
Total Other Comprehensive Income (Net of Tax)	52,41,502	(27,25,787)
Total Comprehensive Income for the period (Net of Tax)	1,61,66,402	44,77,519
Earnings per equity shares	1.54	1.02

• REVIEW OF OPERATIONS

In the financial year 2020-21, the company achieved an Income from operations of ₹ 58,75,54,379 as compared to ₹ 48,36,74,955 in the previous year.

Profit before tax was ₹ 1,68,08,877 for the year ending 31st March, 2021 as compared to Profit of ₹ 91,90,308 in the previous year.

Profit after tax was ₹ 10924899 for the year ended 31st March, 2021 as compared to a Profit of ₹ 7203306 in the Previous Year

Total Comprehensive Income was ₹ 1,61,66,402 for the year ended 31st March, 2021 as compared to ₹ 44,77,519 in the previous year..

There were no material changes and commitments affecting the financial position of the Company from the end of the financial year till the date of the Directors Report.

2. SHARE CAPITAL:

(A) Authorised Capital:

The Authorised Share Capital of the Company is unchanged as on 31st March 2021 i.e ₹ 10,00,00,000 (₹ Ten Crores Only).

(B) Further Issue of Share Capital

The Company has issued Equity Warrants to be converted into Equity Shares at any time during the period of 18 months from the date of allotment of Warrants convertibles into Equity Shares , in one or more tranches vide shareholders approval dated 30th September 2020.

The Company has issued 25,79,990 Nos of Equity Warrants to the allottees vide approval of Warrants and Share Allotment Committee dated 30th March 2021. Further First Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 31st March 2021 and 8,39,997 nos of Equity Warrants into Equity Shares were allotted.

The paid up Capital of the Company has increased from ₹ 70,81,000 nos of Equity Shares having face value of ₹ 10 each to ₹ 79,20,997 nos of Equity Shares having face value of ₹ 10 each but the authorised Share Capital of the Company is unchanged.

The Company has approached Bombay Stock Exchange for Listing approval to the extent of 8,39,997 nos of Equity Shares and awaiting for the Listing approval as on 14.08.2021.

3. DIVIDEND:

The board has recommend a dividend of 0.50 paise per Equity Share (5% to the Equity Share Capital of the Company having a face value of ₹ 10/- each on the Equity Shares 79,20,997 for the year ended on 31st March 2021) As per Finance Act 2020 Dividend is taxable in the hands of the Shareholders. Dividend on Equity Shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting.

The Dividend will be paid to all the Members entitled to dividend as on record date 23rd September 2021.

4. RISK MANAGEMENT:

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

5. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

6. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Whistle Blower. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

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

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

Dr Mrs Shubhada P Sandu holding DIN:07148834 (Non Executive Director) retires by rotation and being eligible offer herself for Re appointment.

Shri. Bhaskar B. Sandu holding (DIN:02816792) Promoter/Non Executive Director/Chairman of the Company has expired on 21st May 2021. The Company has immensely benefited from his vision and leadership

during his tenure, Shri Bhaskar G Sandu Passing away will be irreparable lost to the Company and Directors and Employees.

All independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

7.1 BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been given in the Corporate Governance Report. <https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Familiarisation-Programme-for-Independent-Director.pdf>

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

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

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

7.2 NOMINATION AND REMUNERATION POLICY

The policy of the Company on Directors Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matter, as required under sub section (3) of Section 178 of the Companies Act, 2013 is available on our website <https://www.sandu.in/>

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[image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf](https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf).

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

7.3 MEETINGS

During the year 6(Six) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013.

7.4 AUDIT COMMITTEE

The details of the Composition of the Audit Committee

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

7.5 POLICIES

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

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

Name of the Policy	Brief Description	Web link
Whistleblower Policy	The Company has adopted the whistleblower mechanism for Directors and Employees to report concerns about unethical behaviour, actual or suspected frauds, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the fiscal 2016	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Director (Executive/Non Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees.	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Related_Party_Transaction_Policy.pdf
Insider Trading Policy	The Policy provides framework in dealing with securities of the Company	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf
Policy for determining Materiality of event or Information	This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the Management of Sandu Pharmaceuticals Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Determining_Materiality_of_Events_Information.pdf
Archival Policy	The Policy deals archival of corporate records of Sandu Pharmaceuticals Limited	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Archival_Policy.pdf
Board Diversity Policy	This policy aims to set out the approach to achieve diversity on the Board of Directors ("Board") of Sandu Pharmaceuticals Limited	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy-on-Board-Diversity.pdf
Risk Management Policy	The Risk management policy of Sandu Pharmaceuticals Limited will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf

8. DIRECTORS RESPONSIBILITY STATEMENT:-

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

- a) In the preparation of annual accounts, for the year ended 31st March 2021, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2021 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The annual accounts have been prepared on a 'going concern basis'.
- e) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and are operating effectively and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

9. CORPORATE SOCIAL RESPONSIBILITY POLICY:

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

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

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

11. RELATED PARTY TRANSACTIONS:

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

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

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

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

13. AUDITORS

13.1 STATUTORY AUDITORS

M/s Dileep & Prithvi, Statutory Auditor of the Company retires at the conclusion of this Annual General Meeting and has offered themselves to be reappointed as Statutory Auditor of the Company for the term of 5 years i.e from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2026 as recommended by Members of Audit Committee and Board of Directors. They have confirmed their eligibility to the effect that their appointment if made, would be within the prescribed limits under the Act and that they are not disqualified for Appointment.

13.2 SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Shri. Swapnil Dixit, Company Secretary in practice to undertake the Secretarial Audit of the Company for the Financial Year 2020-21. The Secretarial Audit report for the financial year 2020-21 is annexed herewith as "ANNEXURE B".

14. INTERNAL COMPLAINTS COMMITTEE

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

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15. DISCLOSURE REQUIREMENTS

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

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

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

A) CONSERVATION OF ENERGY:

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

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
1. ELECTRICITY		
Purchased (units)	3,47,199	2,91,144
Total Amount ₹	22,43,514	20,01,176
Rate/Units in ₹	6	6.87
2. FUEL CONSUMED		
Quantity- Furnace Oil	77230	57970
Diesel	3600	5600

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
Total amount-		
Furnace Oil	23,30,228	18,39,977
Diesel	2,71,356	3,78,100
Rate per Ltr-		
Furnace Oil	₹ 30.17	₹ 31.74
Diesel	₹ 75.38	₹ 67.42

B) TECHNOLOGY ABSORPTION:

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

C) FOREIGN EXCHANGE EARNINGS AND OUT-GO:

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

17. EXTRACT OF ANNUAL RETURN

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

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

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

19. FIXED DEPOSITS:-

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014 during the financial year 2020-21.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

The Company has not given any loans or guarantees covered under the provisions of section 186 of the

Companies Act, 2013. The details of the Investments made by the Company are given in the notes to the financial statements.

21. PARTICULARS OF CONTRACT OR ARRANGMENTS WITH RELATED PARTY

The Company has Related Party Transaction with Sandu Brother Private Limited which is in ordinary course of Business and on arm Length Basis.

22. CODE OF CONDUCT:

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

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

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

23. PREVENTION OF INSIDER TRADING:

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

responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code. Code of Conduct for Prohibition of Insider Trading is available on website of the Company under the web link <https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf>

24. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

25. AUDITORS REPORT AND SECRETARIAL AUDIT REPORT

Independent Audit Report and Secretarial Audit Report doesn't contain any qualification for the Financial Year 2020-21.

26. ACKNOWLEDGEMENTS:

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

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

Sd/-

**Shri Umesh B Sandu
DIN:01132141
Managing Director**

Dated: 14.08.2021
Place: Mumbai

Sd/-

**Shri Shashank B Sandu
DIN:00678098
Director**

ANNEXURE-A

MANAGEMENT DISCUSSION AND ANALYSIS:-

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

i. Industry Structure & Development:

The Ayurvedic medicines industry has remained a highly fragmented industry with many cottage industry players. A large part of the medicine manufacture process has been passed on through traditions. The propagation of the industry has been without any significant governmental support for a long time.

The economic policies of the Government and political situation in the country are quite favorable to the present business of your Company. The launch of the National Ayush Mission has in the current year can be expected to boost awareness and usage of Ayurvedic medicines in the country.

As one of the first companies to have instituted scientific methods to establish large scale manufacturing practices, Sandu Pharmaceuticals is well poised to take advantage of these developments.

There is also a gradual shift towards Ayurveda and more and more people are opting for Ayurvedic medicines. This is expected to benefit your Company in the long run.

ii. Opportunities and Threats :

There are opportunities in the Ayurvedic Industry to develop new products through proper research and development and there is no doubt that the industry will thrive. At Sandu Pharmaceuticals, we have been at the forefront of establishing scientific product development, resulting in superior product quality and efficacy.

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

The industry continues to be plagued by low quality, unorganised players who continue to sell their medicines without quality standards. The lack of minimum quality standards has affected the perception of Ayurveda as a viable healthcare product.

Another challenge is the continuous increase in the raw material input costs which increases the pressure on the profitability of your Company. As a result, we are forced to increase price of our products although the price increases are not as high as the cost increases, resulting in greater pressures for process efficiency on your Company.

iii. Segment wise performance:

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

iv. Outlook:

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

v. GST (Goods and Service Tax)

The Government of India introduced a new law Goods and Service Tax, thereby repealing Central Excise Law & also the Sales Tax and all other Indirect Tax Laws. In this long run the company expects a favourable response from the trade but in the immediate short run lot of apprehension are exposed by various channel partners.

The Company expects that the input credits which it was not getting in the earlier Central Excise Law and also various set offs in the Sales Tax and Central Sales Tax will be available thereby this will be cash flow reduction and helps the company in the long run.

vi. Bio-Diversity Act

The Central Government has promulgated a Bio Diversity vested all the State Bio-Diversity Boards with the Task of collecting the access benefits sharing from the Company's which are buying their natural resources from the forest or forest producers.

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

vii. Risk and concerns:

Domestic and international market conditions would be the only risk which may be faced by your Company apart from input costs which are causing adverse impact on your Company's profitability. Other risks and concerns related to finance, production, stocks, insurance etc. are being managed adequately and efficiently by your Company.

viii. Internal Control Systems and their adequacy:

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

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

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

x. Material Development in Human Resource / Industrial Relations:

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

xi. Material Financial and Commercial Transaction:

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

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

1. Debtors turnover-NA
2. Inventory turnover-NA
3. Interest Coverage Ratio-NA
4. Current Ratio-NA
5. Debt Equity Ratio
6. Operating Profit Ratio-NA
7. Net Profit Ratio or sector specific equivalents ratio as applicable. -NA

XI. Details of any change in return on net of worth as compared to the immediately previous financial year along with detailed explanation there.

(in ₹)

Particulars	FY 2020-21	FY 2019-20
Profits after tax	1,09,24,899	72,03,306
Net Worth	24,19,53,251	19,85,60,657
Net Worth Ratio	4.51 %	3.62 %

Return on Net worth is computed by dividing Net profit by Net worth. Net profits has increased from 72.03 Lakhs in FY 2019-20 to ₹ 1.09 CR in FY 2020-21. The increase in Net profit is due to increase in sales, in FY 2019.20 it was 48.36 CR as compared to ₹ 58.75 CR in FY 2020-21 .

Further there is reduction in the finance cost from ₹ 43.48 Lakhs in FY 2019-20 to ₹ 11.49 Lakhs in FY 2020-21 and there is also reduction of other expenses from ₹ 14.94 Crores in FY 2019-20 to ₹ 14.07 Crores in FY 2020-21 due to impact of COVID 19 pandemic.

There is also increase in the Equity share capital of the company in the FY 2020-21 due to Preferential Allotment of 839997 Equity shares fully paid at ₹ 20.69 Per share (including premium of ₹ 10.69) with the Face value of ₹ 10 per share increasing the Equity Share capital of the company from ₹ 7,08,10,000 in the FY 2019-20 to ₹ 7,92,09,970 in the FY 2020-21.

ANNEXURE – B

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED
31ST MARCH, 2021

[[Pursuant to section 204(1) of the Companies Act, 2013 And Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]
Issued Under UDIN: A034739C000542268

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 (hereinafter referred as to the "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the applicable provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. **(Provisions of Overseas 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, 2013;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period);**
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
 - (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period).**
- (vi) The following Laws and Regulations applicable specifically to the Company (as per the representations made by the Company) Viz.,
 - Drugs and Cosmetics Act, 1940
 - Drugs (Prices Control Order 2013)
 - The Narcotic Drugs and Psychotropic Substances Act, 1985 and the rules made thereunder;
 - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954

- Food Safety and Standards Act, 2006 and the rules made thereunder.
- The Medicinal and Toilet Preparations (Excise Duties) Act, 1955

Other Laws covered in the Scope of Audit

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

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- The Listing Agreements entered into by the Company with BSE Limited.

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

During the Audit Period, the Company has obtained the in approval of its shareholders at a General Meeting for issue of 25,79,990 Equity Warrants, to Promoters, A company in which Promoters are interested and Non-Promoters, convertible into 25,79,990 Equity Shares of ₹ 10/- each at a price of ₹ 20.69/- per Equity Share (Face Value: ₹ 10/-; Premium: ₹ 10.69/-) within a period of 18 months.

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

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

**CS Swapnil Jayant Dixit
Proprietor**

M. No. A34739 / C. P. No. 12942

Place: Bicholim - Goa

Date: 29th Day of June, 2021

Issued Under UDIN: A034739C000542268

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Annexure Forming Part of Secretarial Audit Report for year ended 31st March 2021

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

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

CS Swapnil Jayant Dixit
Proprietor

M. No. A34739 / C. P. No. 12942

Place: Bicholim - Goa

Date: 29th Day of June, 2021

ANNEXURE-C

CORPORATE GOVERNANCE REPORT

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

1. Company's Philosophy on Corporate Governance:

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

2. Board of Directors

A. Composition and Category of Directors

As on 31st March 2021, Board had comprised of 8 Members consisting of 1 Executive Director and 7 Non Executive Directors out of which 4 are Independent Directors. The name and category of each Director are given below.

Name of the Director	Category
Bhaskar B Sandu***	Non Executive Director and Chairman
Dilip R. Salgaocar	Independent Director
Dr. Krishna B. Deshpande	Independent Director
Dr. Madan L. Kapre	Independent Director
K. Vinay kumar	Independent Director
Shashank B. Sandu	Non Executive Director
Dr. Shubhada P. Sandu	Non Executive Director and Women Director
Umesh B. Sandu	Executive Director

***Shri. Bhaskar Sandu Promoter/Non Executive Director and Chairman (DIN:02816792) left for heavenly abode on 21st May 2021.

B. Board Training and Induction

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

C. BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURE

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

The Board has Constituted three Committees, namely Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee.

a) Board Agenda

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

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b) Scheduling and selection of agenda items for Board Meeting

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

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

During the year ended on 31st March, 2021, the Board of Directors had 6 (Six) meetings 31/07/2020, 29/08/2020, 03/09/2020, 14/09/2020, 13/11/2020, 13/02/2021. The last Annual General Meeting (AGM) was held on 30/09/2020. The attendance record of the Directors at the Board Meetings during the year ended on 31/03/2021, and that of last AGM is as under:-

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and Number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies (upto 31st March 2021)

Name of the Director	Category	Attendance at the meetings during 2020-21		Shareholding of Directors in the Company
		Board	AGM	
Bhaskar G. Sandu	Non Executive Director, Chairman	6	0	7,37,000
Dilip R. Salgaocar	Non Executive Independent Director	5	1	NIL
Dr. Krishna B. Deshpande	Non Executive Independent Director	2	1	NIL
Dr. Madan L. Kapre	Non Executive Independent Director	6	1	NIL
K. Vinaykumar	Non Executive Independent Director	5	1	NIL
Shashank B. Sandu	Non Executive Non Independent Director	6	1	6,59,255
Umesh B. Sandu	Executive Director	6	1	6,79,193
Dr. Shubhada Sandu	Non Executive, Non Independent women Director	6	1	10,000

- The Directorship held by Directors as mentioned above, do not include Directorships in foreign Companies.
- None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees [as prescribed in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015] across all the companies in which he/she is a Director.
- None of the Directors held Directorship in more than 10 public limited companies.
- All Independent Directors of the Company have been appointed as per the provisions of the Companies, Act 2013 (the Act). Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website: https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Terms_and_Conditions_of_Independent_Directors_Appointment.pdf
- Board of Directors hereby confirms that , the Independent Directors fulfills the conditions of been Independent Director and are independent of the Management.

© Other Directorship

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

Name	Directorship	Committee Position		Name of the Listed Companies in which Directors of the Company are Director	Category of Directorship in Listed Company
		Member	Chairperson		
Bhaskar G. Sandu	Sandu Pharmaceuticals Ltd	NA	NA	NA	NA
Dilip R. Salgaocar	1. Sandu Pharmaceuticals Limited. 2. Geno Pharmaceuticals Pvt Limited 3. Geno Sports Club Limited.	Member of Audit and Nomination Committee of Sandu Pharmaceuticals Limited	NA	NA	NA
Dr. Krishna B. Deshpande	Sandu Pharmaceuticals Limited	NA	NA	NA	NA
Dr. Madan L. Kapre	1. Sandu Pharmaceuticals Ltd 2. Neeti Clinic Pvt Ltd	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Limited	Chairman of Nomination and Remuneration of Sandu Pharmaceuticals Limited	NA	NA
K. Vinay Kumar	1. Sandu Pharmaceuticals Limited 2. Nexus Flight operations India Pvt Ltd 3. Inclusive Services and Technologies Pvt Ltd 4. Datawise Management Services India Pvt Ltd 5. Eternalgreen Innovations Pvt Ltd	Member Nomination and Remuneration Committee of Sandu Pharmaceuticals Limited	Chairman of Audit Committee of Sandu Pharmaceuticals Limited	NA	NA
Shashank B. Sandu	1. Sandu Pharmaceuticals Limited 2. Bombay Presidency Golf Club Ltd	Member of Nomination and Remuneration Committee	Chairman of Stakeholder Relationship Committee	NA	NA

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Umesh B. Sandu	Sandu Pharmaceuticals Limited	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Ltd	NA	NA	NA
Dr. Shubhada Sandu	Sandu Pharmaceuticals Limited	NA	NA	NA	NA

(c) Key Board Qualifications, expertise and attributes

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

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

Definition of Directors Qualification	
Financial	Leadership of financial firm or management of the finance function of an enterprises, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Boards understanding of the needs and viewpoints of our customers, partners, employees, government, and other stakeholder worldwide
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a broad perspective on global market opportunities
Leadership	Extended leadership experience for a significant enterprise resulting in a practical understanding of organization, processes strategic planning, and rich management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Technology	A Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess build or buy decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans.
Board service and governance sales and marketing	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interests and observing appropriate governance practices
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhances enterprise reputation.

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

Director	Area of Expertise						
	Financial	Diversity	Global Business	Leadership	Technology	Board Service and Governance	Sales and Marketing
Bhaskar G. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dilip R. Salgaocar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Krishna B. Deshpande	Yes	Yes	No	Yes	Yes	Yes	No
Dr. Madan L. Kapre	Yes	Yes	No	Yes	Yes	Yes	No
K. Vinay kumar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shashank B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Umesh B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Shubhada Sandu	No	Yes	No	Yes	Yes	Yes	No

(d) Number of Board Meeting held with dates

6 (Four) Board Meetings were held during the year, as required under the Act.

The details of Board Meetings are given below:

Date	Board Strength	No. of Directors Present
31/07/2020	8	7
29/08/2020	8	8
03/09/2020	8	7
14/09/2020	8	6
13/11/2020	8	7
13/02/2021	8	7

D. Independent Directors

I. INDEPENDENT DIRECTORS MEETING:

During the Financial year under review, the Independent Directors met once in the financial year i.e 13th February 2021 inter alia, to discuss:

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

II. BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION

The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees for the FY 2020-21.

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

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

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

III Selection of Independent Director

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

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

VI. Independent Directors Familiarization Programme

The Company has familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs. The Company has adopted the familiarization program for Independent Directors and the details of which are uploaded on the website of the company https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Familiaration_Programme_for_Independent_Director_for_FY_2020-21.pdf.

Information provided to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meetings. The information supplied to the Board as per Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 includes,

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

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

E. BOARD COMMITTEES

Details of Board Committees and other related information are provided hereunder

a) Composition of Board Committee

Composition of Board Committees

Audit Committee:

1. K. Vinay Kumar - Chairman
2. Dr. Madan L Kapre - Member
3. Dilip R Salgaocar - Member
4. Umesh B. Sandu - Member

Stakeholders Relationship Committee:

1. Shashank Sandu - Chairman
2. Dr. Madan L Kapre - Member
3. Umesh B. Sandu - Member

Nomination and Remuneration Committee

1. Dr Madan L. Kapre - Chairman
2. Dilip R. Salgaocar - Member
3. K. Vinay Kumar - Member
4. Shashank Sandu - Member

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

Board Committees	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Meeting held	4	3	4
Directors attendance			
Bhaskar G Sandu	0	0	0
Dilip R Salgaocar	3	3	0
Madan L Kapre	4	3	4
K Vinay kumar	3	3	0
Krishna B Deshpande	0	0	0
Shashank B Sandu	0	3	4
Umesh B Sandu	4	0	4

c) Terms of Reference and other details of Board Committees

Audit Committee

Composition of the Committee

1. K. Vinay Kumar -Chairman, Independent Director
2. Madan L. Kapre -Independent Director
3. Dilip R. Salgaocar-Independent Director
4. Umesh B. Sandu-Managing Director

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

Terms of reference as per the Companies Act 2013

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

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

Powers of the Audit Committee

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

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

- 1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

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

Review of information by Audit Committee

The Audit Committee shall mandatory review the following information

- (1) Management discussion and analysis of financial condition and results of operations.
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management.
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors.
- (4) Internal audit reports relating to internal control weaknesses
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations.
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Meeting Details

4 (Four) Meetings of the Audit Committee were held during the year. The details of meetings and attendance are given on page no. 37 of this Report.

2. Nomination and Remuneration Committee

Composition of the Committee

1. Dr Madan L. Kapre - Chairman, Independent Director
2. Shri Dilip R. Salgaocar - Independent Director
3. Shri K Vinay Kumar - Independent Director
4. Shri Shashank Sandu - Non Executive Director

1. Terms of Reference

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

2. Nomination and Remuneration Committee shall perform the following role

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

Meeting details

3 (Three) meetings of the Nomination and Remuneration Committee were held during the year. The Details of meeting and attendance are given on page no 37 of this Report.

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

Nomination and Remuneration Policy

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

3. Stakeholders Relationship Committee

Composition of the Committee

1. Shri. Shashank B Sandu
2. Dr. Madan L Kapre
3. Shri. Umesh B. Sandu

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

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

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

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

Meeting Details

4 (Four) meetings of the Committee were held during the year. The details of meetings and attendance are given on page no. 37 of this Report.

F. Code of Conduct

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

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

G. Prevention of Insider Trading Code:

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

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H. Means of Communication

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

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

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

I. General Shareholders Information.

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

Location	Date	Time
Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa 403511	Saturday, 29 th September 2018	9:30 a.m.
	Monday, 30 th September 2019	9.30 a.m.
	Wednesday, 30 th September 2020 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p. m

(b) Special Resolution passed

Particulars	Yes/No
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2020. a) Approval for continuation of Dilip R Salgaocar (DIN:00044240) as Non Executive Independent Director b) Re appointment of Shri Umesh B Sandu (DIN:01132141) as Managing Director of the Company for a period of Three Year with effect from 01 st April 2021 c) Issuance of Equity Warrants to be converted into Equity Shares to Promoter/Non Promoters on Preferential basis.	Yes
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2019 a) Approval for Continuation of Dr. Mrs. Shubhada P Sandu (DIN:07148834) as Non Executive, Non Independent Director. b) Approval for Continuation of Dr Krishna B Deshpande (DIN:06557518) as Non Executive, Independent Director. c) Appointment of Shri. Bhaskar G Sandu (DIN:02816792) as Non Executive Director and Chairman of the Company. d) Approval for borrowing Money to run Company's Business.	Yes
Whether Special Resolution passed at the last Annual General Meeting held on 29 th September 2018 e) Reappointment of Managing Director. f) Reappointment of Shri. Dilip R Salgaocar as an Independent Director. g) Reappointment of Dr Krishna B Deshpande as an Independent Director. h) Reappointment of Shri. K Vinaykumar as an Independent Director. i) Reappointment of Dr. Madan Kapre as an Independent Director.	Yes

(c) Postal Ballot:

For the year ended March 31, 2021 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

(d) Investor Grievance Redressal

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

Type of Requests	Number of Requests*
Opening Balance	0
Received during the year	22
Resolved during the Year	22
Closing Balance	0

J. Means of Communication

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

K. General Shareholders Information.**(1) Annual General Meeting**

Date	Thursday,30 th September 2021
Time	04:30 pm
Venue	Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez Goa-403511

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

June 30, 2021 – Second Week of August 2021

September 30, 2021 - Second week of November, 2021

December 31, 2021 - Second week of February, 2021

March 31, 2022– Fourth week of May, 2022

(3) Dividend Payment date

The dividend will paid on or before Wednesday,20th October 2021

(4) Date of Book closure

Saturday, 24th September 2021 to Thursday, 30th September 2021 (both days inclusive)

(5) Listing on Stock Exchange (Equity Shares)

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

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a) Payment of Listing Fees

Annual listing fee for the year 2021-22 has been paid by the Company to BSE

b) Payment of Depository Fees

Annual Custody/Issuer fee for the year 2021-22 has been paid to NSDL .Company has not received CDSL Annual Custodian Bill for the year 2021-22.

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

(A) MARKET CLOSING PRICE DATA DURING APRIL 2020 TO MARCH 2021 (BSE)

Date	BSE Index		BSE Price	
	High	Low	High	Low
April 2020	33,887.25	27,500.79	19.70	11.51
May 2020	32,845.48	29,968.45	17.25	14.10
June 2020	35,706.55	32,348.10	21.65	14.00
July 2020	38,617.03	34,927.20	22.00	16.30
August 2020	40,010.17	36,911.23	27.00	17.10
September 2020	39,359.51	36,495.98	25.40	20.90
October 2020	41,048.05	38,410.20	34.35	24.65
November 2020	44,825.37	39,334.92	34.25	24.10
December 2020	47,896.97	44,118.10	43.15	30.15
January 2021	50,184.01	46,160.46	43.70	31.00
February 2021	52,516.76	46,433.65	34.00	28.05
March 2021	51,821.84	48,236.35	36.00	27.45

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

(B) PERFORMANCE IN COMPARISON WITH SENSEX IS GIVEN BELOW

Month	Closing Sensex	% Movement of Sensex Month to Month	Closing Price	% Movement of Share Price Month to Month
April 2020	33,717.62	14.42	17.01	44.77
May 2020	32,424.10	-3.84	14.75	-13.29
June 2020	34,915.80	7.68	20.57	39.46
July 2020	37,606.89	7.71	17.95	-12.74
August 2020	38,628.29	2.72	21.20	18.11
September 2020	38,067.93	-1.45	23.50	10.85
October 2020	39,614.07	4.06	30.25	28.72
November 2020	44,149.72	11.45	33.30	10.08
December 2020	47,751.33	8.16	42.30	27.03
January 2021	46,285.77	-3.07	32.40	-23.40
February 2021	49,099.99	6.08	31.20	-3.70
March 2021	49,509.15	0.83	31.95	-23.45

(7) Distributing of Shareholding as on 31st March 2021.

Size of Holdings	No. of Shareholders	Percentage %	No. of Shares	Percentage %
1 -5000	9656	99.18	2380485	33.62
5001-10000	39	0.40	275485	3.89
10001-20000	19	0.20	283318	4.00
20001-30000	5	0.05	125015	1.77
30001-40000	3	0.03	108265	1.53
50001-100000	5	0.05	309589	4.37
100001-*****	9	0.09	3598843	50.82
	9976	100	7081000	100.00

(8) Registrars and Transfer Agents

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

(9) Compliance Officer

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

(10) Shares held in physical and dematerialized form:

61,58,750 number of shares amounting to 86.97 % of the total paid up capital are held in dematerialized form and 9,22,250 number of shares amounting to 13.02% in physical form as on March 31, 2021.

(11) Share Transfer System

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

(12) SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

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(13) General Shareholder Information

Distribution of Shareholding as on March 31, 2021

Category code	Category of Shareholder	Number of Shareholders	Total number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	10	31,89,138	0
(2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoters Group	10	31,89,138	0
(B)	Public Shareholding			
(1)	Institution	1	500	0.01
(2)	Non Institution	9659	38,91,362	54.95
	Total Public Shareholding	9660	38,91,862	54.96
(C)	Shares held by Custodian and against which Depository Receipt have been issued	0	0	0
(1)	Promoter and Promoters Group	0	0	0
(2)	Public	0	0	0
	Total(A)+(B)+(C)	9670	70,81,000	100

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

N.A

(15) Dematerialization of Shares and Liquidity

The total number of shares in dematerialized form as on 31st March, 2021 is 61,58,750 representing 86.97 % of the total number of shares of the Company. The equity shares of the Company are actively traded on BSE.

(16) Reconciliation of Share Capital

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

(17) Unclaimed /Undelivered Share Certificates

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

Thereafter, in case of non receipt of response to the reminder, unclaimed physical shares will be dematerialized and will be held in "Unclaimed Suspense Account", with details of shareholding of each individual allottee whose shares are credited to such unclaimed suspense account. All corporate benefits shall also be credited to such suspense account for a period of 7 years and thereafter shall be transferred to IEPF. There were no unclaimed / undelivered Share Certificate during the financial year ended 31st March 2021.

(18) Plant Location

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

(19) Address for correspondence

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

The Company has adopted a policy on Related Party Transactions as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, which is disclosed on https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Determining_Materiality_of_Events_Information.pdf

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

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

Sr No	Name of the Company	Relationship	Nature of Transaction	Amount
1.	Sandu Brothers Private Limited	Relative of Directors are members	Sales of goods	77,46,451
			Purchases	19,05,36,345
			Royalty Paid	1,15,77,295
			Directors Remuneration	34,15,270

(b) Strictures and Penalties

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

The Company had applied to SEBI for Condonation of delay in submission of Certificate from our Statutory Auditor in accordance with Reg 163(2) of the SEBI ICDR Reg 2018 as inadvertently certificate of Internal Auditor at the AGM was placed instead of the required certificate from Statutory Auditor in the matter of Private Placement of Equity Warrants to be Converted into Equity Shares to Promoter/ Non Promoter. Since it is only technical lapse no penalty was levied by SEBI for Condonation of delay.

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

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

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

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

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

(23) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32.

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

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

The unutilized amounts of the issue as at 31st March 2021 have been temporary deployed in fixed deposit with bank.

(24) Certificate from PCS under sub-para 10(1) of Part C of Schedule V of Listing Regulations.

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

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

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

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

The Details of the total fees paid to M/s Dileep and Prithvi, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended 31st March 2021 is given below:

Sr No	Description of fees paid to Statutory Auditor	Total Fees (in lakhs)
1.	Quarterly, Statutory Audit & Limited Review, Final Audit, Tax Audit & Filing and uploading of Tax Return Including tax	6,75,000

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

A	Number of complaints filed during the period	NIL
B	Number of complaints disposed of during the period 1 st April 2020 to 31 st March 2021.	NIL
C	Number of complaints pending as on 1 st April 2020 to 31 st March 2021.	NIL

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

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

(29) Details of compliance with Corporate Governance requirements

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

(30) Certificate on Corporate Governance

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

(31) None of the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been adopted.

(32) Credit Rating.

The Company has not obtained any Credit Rating during the Financial Year 2020-21 pertaining to debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

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

Sd/-

Sd/-

Shri Umesh B Sandu
Managing Director
DIN:01132141

Shri Shashank B Sandu
Director
DIN:00678098

Dated: 14/08/2021
Place: Mumbai

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

ANNEXURE – D

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Sandu Pharmaceuticals Limited,

We have examined the compliance of conditions of Corporate Governance by **SANDU PHARMACEUTICALS LIMITED** (the Company), for the year ended 31st March, 2021, as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), pursuant to the Listing Agreement of the Company with Stock exchange.

Management's Responsibility

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

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

Auditor's Responsibility

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

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

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

Opinion

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

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

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

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

For Dileep and Prithvi
Chartered Accountants
FRN : 122290W

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

Place: Mumbai
Date: 26th July, 2021
UDIN- 21183378AAAACG2739

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

To,
The Board of Directors of
Sandu Pharmaceuticals Limited

- A. I have reviewed financial statements and the cash flow statement for the year ended 31st March 2021 and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls if any, of which they are aware and the steps have taken or propose to take to rectify the deficiencies if any.
- D. I have indicated to the auditors and the Audit committee
- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which i have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Sandu Pharmaceuticals Limited

Sd/-
Rakesh Parekh
Chief Financial Officer

Place: Mumbai
Date: 31/03/2021

ANNEXURE - F
DECLARATION OF MANAGING DIRECTOR

As provided under Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. I, Shri Umesh B Sandu, Managing Director (DIN: 01132141) affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the financial year ended 31st March 2021.

For Sandu Pharmaceuticals Limited

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

Place: Mumbai
Date: 31/03/2021

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ANNEXURE - G

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

Issued under UDIN: A034739C000668086

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

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

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Designation	Date of appointment in Company
1.	Shri. Dilip Salgaocar	00044240	Independent Director	20/09/1993
2.	Dr Krishna Deshpande	06557518	Independent Director	14/08/2013
3.	Dr Madan Kapre	03113515	Independent Director	30/09/2006
4.	Shri. K Vinay Kumar	02322747	Independent Director	17/07/2010
5.	Shri. Shashank Sandu	00678098	Non Executive Director	01/06/2011
6.	Dr Shubhada Sandu	07148834	Non Executive Director	01/04/2015
7.	Shri. Umesh Sandu	01132141	Managing Director	23/03/1992
8.	Shri. Bhaskar Sandu**	02816792	Non Executive Director and Chairman	13/08/2019

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

**Shri. Bhaskar Sandu (DIN: 02816792) left for heavenly abode on 21/05/2021.

FOR SWAPNIL J DIXIT AND ASSOCIATES,
COMPANY SECRETARIES

Sd/-

CS SWAPNIL JAYANT DIXIT
PROPRIETOR

M. NO. ACS 34739

C. P. NO. 12942

Place: Bicholim - Goa

Date: 16th Day of July, 2021

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

Extract of Annual Return

As on the financial year ended on 31st March, 2021

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

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

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ATTACHMENT A

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

ATTACHMENT B

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

Sr. No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

ATTACHMENT C

IV. SHAREHOLDING PATTERN

i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2020				Shareholding at the End of the year - 2021				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2228100	0	2228100	31.4659	2231548	0	2231548	31.5146	0.0487
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	957590	0	957590	13.5234	957590	0	957590	13.5234	0.0000
	Sub Total (A)(1)	3185690	0	3185690	44.9893	3189138	0	3189138	45.0380	0.0487
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	3185690	0	3185690	44.9893	3189138	0	3189138	45.0380	0.0487
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	0	500	500	0.0071	0	500	500	0.0071	0.0000
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	500	500	0.0071	0	500	500	0.0071	0.0000

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Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2020				Shareholding at the End of the year - 2021				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1791967	921650	2713617	38.3225	1613913	912450	2526363	35.6781	-2.6444
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	859654	0	859654	12.1403	1088117	0	1088117	15.3667	3.2264
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Any Other (Specify)									
	Trusts	1000	0	1000	0.0141	1000	0	1000	0.0141	0.0000
	Hindu Undivided Family	154976	300	155276	2.1929	147760	300	148060	2.0909	-0.1020
	Non Resident Indians (Non Repat)	4238	0	4238	0.0599	4168	0	4168	0.0589	-0.0010
	Non Resident Indians (Repat)	3672	0	3672	0.0519	3492	0	3492	0.0493	-0.0026
	Clearing Member	4212	0	4212	0.0595	3618	0	3618	0.0511	-0.0084
	Bodies Corporate	144141	9000	153141	2.1627	107544	9000	116544	1.6459	-0.5168
	Sub Total (B)(3)	2963860	930950	3894810	55.0037	2969612	921750	3891362	54.9550	-0.0487
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	2963860	931450	3895310	55.0107	2969612	922250	3891862	54.9620	-0.0487
	Total (A)+(B)	6149550	931450	7081000	100.0000	6158750	922250	7081000	100.0000	0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	6149550	931450	7081000	100.0000	6158750	922250	7081000	100.0000	

The Company has made Preferential Issue of Equity Warrants to be converted into Equity Shares to Promoters/Non Promoters. The first tranche of 8,39,997 nos of Equity Warrants conversion into Equity Shares was made on 31st March 2021. The paid up Share Capital of the Company has been increased from 70,81,000 nos of Equity Shares having face value of 10 each to 79,20,997 nos of Equity Shares having face value of 10 each but still there is difference between paid up capital and listed capital as Company is awaiting for Listing approval from Bombay Stock Exchange to the extent of 8,39,997 nos of Equity Shares.

ATTACHMENT D

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

Shareholding Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2020			Shareholding at the End of the year - 2021			Shareholding at the End of the year - 2021
		No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	
1	BHASKAR GOVIND SANDU	737000	10.4081	0	737000	10.4081	0	0
2	UMESH B SANDU	677100	9.5622	0	679193	9.5918	0	0.0296
3	SHASHANK BHASKAR SANDU	657900	9.2911	0	659255	9.3102	0	0.0191
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	7.6815	0	543930	7.6815	0	0
5	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	3.0929	0	219010	3.0929	0	0
6	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	2.2026	0	155963	2.2026	0	0
7	GEETA U SANDU	85000	1.2004	0	85000	1.2004	0	0
8	MINAL SHASHANK SANDU	61100	0.8629	0	61100	0.8629	0	0
9	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	38687	0.5463	0	38687	0.5463	0	0
10	SHUBHADA PRABHAKAR SANDU	10000	0.1412	0	10000	0.1412	0	0
	Total	3185690	44.9893	0	3189138	45.038	0	0.0487

***Since Company is awaiting for Listing approval from the exchange , to the extent of 8,39,997 nos of Equity Shares issued to Promoter/Non Promoter pursuant to first tranch of the Equity Warrants conversion into shares ,the same is not credited to Allottees(Promoter) DEMAT Account.

ATTACHMENT E

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

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

Sr No	Name & Type of Transaction	Shareholding At The Beginning Of The Year - 2020		Transactions During The Year		Cumulative Shareholding At The End Of The Year - 2021	
		No. of Shares Held	% of Total Shares Of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares Of The Company
1	Bhaskar Govind Sandu	737000	10.4081			737000	10.4081
	At The End Of The Year					737000	10.4081
2	Umesh B Sandu	677200	9.5636			677200	9.5636
	Transfer			03 Apr 2020	338	677538	9.5684
	Transfer			10 Apr 2020	1655	679193	9.5918
	At The End Of The Year					679193	9.5918
3	Shashank Bhaskar Sandu	657900	9.2911			657900	9.2911
	Transfer			10 Apr 2020	1355	659255	9.3102
	At The End Of The Year					659255	9.3102
4	Sanmark Realty And Finance Private Limited	543930	7.6815			543930	7.6815
	At The End Of The Year					543930	7.6815
5	Noumura Realty And Constructions Private Limited	219010	3.0929			219010	3.0929
	At The End Of The Year					219010	3.0929
6	Phybrichem Engineers Private Limited	155963	2.2026			155963	2.2026
	At The End Of The Year					155963	2.2026
7	Geeta U Sandu	85000	1.2004			85000	1.2004
	At The End Of The Year					85000	1.2004
8	Minal Shashank Sandu	61100	0.8629			61100	0.8629
	At The End Of The Year					61100	0.8629
9	Akshath Finvest And Properties Private Limited	38687	0.5463			38687	0.5463
	At The End Of The Year					38687	0.5463
10	Shubhada Prabhakar Sandu	10000	0.1412			10000	0.1412
	At The End Of The Year					10000	0.1412

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 7081000 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	AAACN9120B	219010	31/03/2020
2	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	AAACN9120B	219010	31/03/2021
3	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	AAACP3898E	155963	31/03/2020
4	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	AAACP3898E	155963	31/03/2021
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	AABCA2004Q	38687	31/03/2020
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	AABCA2004Q	38687	31/03/2021
7	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	AABCS6077P	543930	31/03/2020
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	AABCS6077P	543930	31/03/2021
9	SHUBHADA PRABHAKAR SANDU	IN30051319693845	AAYP56366F	10000	31/03/2020
10	SHUBHADA PRABHAKAR SANDU	IN30051319693845	AAYP56366F	10000	31/03/2021
11	UMESH B SANDU	IN30133018748151	ABWPS9336G	677100	31/03/2020
12	UMESH B SANDU	IN30133018748151	ABWPS9336G	677100	31/03/2021
13	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	100	31/03/2020
14	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	2093	31/03/2021
15	SHASHANK BHASKAR SANDU	IN30133017696833	ABWPS9337H	657900	31/03/2020
16	SHASHANK BHASKAR SANDU	IN30133017696833	ABWPS9337H	657900	31/03/2021
17	SHASHANK BHASKAR SANDU	IN30154957542396	ABWPS9337H	1355	31/03/2021
18	BHASKAR GOVIND SANDU	IN30048414150106	ABXPS2274E	737000	31/03/2020
19	BHASKAR GOVIND SANDU	IN30048414150106	ABXPS2274E	737000	31/03/2021
20	MINAL SHASHANK SANDU	IN30048414165680	ABYPS5971R	61100	31/03/2020
21	MINAL SHASHANK SANDU	IN30048414165680	ABYPS5971R	61100	31/03/2021
22	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2020
23	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2021

ATTACHMENT F

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

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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	UMESH B SANDU	677200	9.5636			677200	9.5636
	Transfer			03 Apr 2020	338	677538	9.5684
	Transfer			10 Apr 2020	1655	677538	9.5684
	AT THE END OF THE YEAR					1356293	19.1540
2	TANVI JIGNESH MEHTA	165683	2.3398			165683	2.3398
	Transfer			17 Apr 2020	5000	170683	2.4104
	Transfer			01 May 2020	1887	172570	2.4371
	Transfer			29 May 2020	315	172885	2.4415
	Transfer			12 Jun 2020	2937	175822	2.4830
	Transfer			26 Jun 2020	1500	177322	2.5042
	Transfer			30 Jun 2020	2200	179522	2.5353
	Transfer			03 Jul 2020	4676	184198	2.6013
	Transfer			17 Jul 2020	1300	185498	2.6197
	Transfer			24 Jul 2020	3008	188506	2.6621
	Transfer			31 Jul 2020	13771	202277	2.8566
	Transfer			07 Aug 2020	3058	205335	2.8998
	Transfer			14 Aug 2020	19882	225217	3.1806
	Transfer			04 Sep 2020	4271	229488	3.2409
	Transfer			11 Sep 2020	11150	240638	3.3984
	Transfer			18 Sep 2020	879	241517	3.4108
	Transfer			25 Sep 2020	550	242067	3.4185
	Transfer			09 Oct 2020	(2500)	239567	3.3832
	Transfer			16 Oct 2020	515	240082	3.3905
	Transfer			23 Oct 2020	200	240282	3.3933
	Transfer			06 Nov 2020	2251	242533	3.4251
	Transfer			20 Nov 2020	(7703)	234830	3.3163
	Transfer			04 Dec 2020	11080	245910	3.4728
	Transfer			11 Dec 2020	7165	253075	3.5740
	Transfer			18 Dec 2020	16689	269764	3.8097
	Transfer			31 Dec 2020	27390	297154	4.1965
	Transfer			01 Jan 2021	6302	303456	4.2855

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
	Transfer			08 Jan 2021	15310	318766	4.5017
	Transfer			15 Jan 2021	3820	322586	4.5557
	Transfer			22 Jan 2021	1490	324076	4.5767
	Transfer			29 Jan 2021	1600	325676	4.5993
	Transfer			05 Feb 2021	100	325776	4.6007
	Transfer			12 Mar 2021	821	326597	4.6123
	AT THE END OF THE YEAR					326597	4.6123
3	MUKESH RAOJIBHAI PATEL	181194	2.5589			181194	2.5589
	Transfer			31 Dec 2020	(3463)	177731	2.5100
	Transfer			08 Jan 2021	(5002)	172729	2.4393
	AT THE END OF THE YEAR					172729	2.4393
4	HITESH KUVELKAR	119187	1.6832			119187	1.6832
	AT THE END OF THE YEAR					119187	1.6832
5	JAYENDRA SHRIKANT KULKARNI	5120	0.0723			5120	0.0723
	Transfer			11 Sep 2020	3996	9116	0.1287
	Transfer			18 Sep 2020	1089	10205	0.1441
	Transfer			09 Oct 2020	17990	28195	0.3982
	Transfer			16 Oct 2020	15904	44099	0.6228
	Transfer			23 Oct 2020	900	44999	0.6355
	Transfer			30 Oct 2020	1530	46529	0.6571
	Transfer			06 Nov 2020	900	47429	0.6698
	Transfer			13 Nov 2020	900	48329	0.6825
	Transfer			20 Nov 2020	900	49229	0.6952
	Transfer			27 Nov 2020	1350	50579	0.7143
	Transfer			04 Dec 2020	2790	53369	0.7537
	Transfer			18 Dec 2020	2337	55706	0.7867
	Transfer			25 Dec 2020	903	56609	0.7994
	Transfer			08 Jan 2021	450	57059	0.8058
	Transfer			26 Mar 2021	1350	58409	0.8249
	Transfer			31 Mar 2021	1080	59489	0.8401
	AT THE END OF THE YEAR					59489	0.8401
6	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	54000	0.7626			54000	0.7626
	Transfer			21 Aug 2020	(1000)	53000	0.7485
	Transfer			04 Sep 2020	(1000)	52000	0.7344
	AT THE END OF THE YEAR					52000	0.7344

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Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
7	PORINJU VELIYATH	0	0.0000			0	0.0000
	Transfer			27 Nov 2020	9332	9332	0.1318
	Transfer			04 Dec 2020	10668	20000	0.2824
	Transfer			11 Dec 2020	25687	45687	0.6452
	Transfer			18 Dec 2020	6313	52000	0.7344
	AT THE END OF THE YEAR					52000	0.7344
8	AMIT DATTATRAY KHANDEKAR	67318	0.9507			67318	0.9507
	Transfer			24 Jul 2020	(4000)	63318	0.8942
	Transfer			31 Jul 2020	(1883)	61435	0.8676
	Transfer			14 Aug 2020	(21884)	39551	0.5586
	Transfer			21 Aug 2020	(312)	39239	0.5541
	AT THE END OF THE YEAR					39239	0.5541
9	RAVINDRA VINAYAK BHATAVADEKAR	27734	0.3917			27734	0.3917
	Transfer			11 Sep 2020	1777	29511	0.4168
	Transfer			18 Sep 2020	275	29786	0.4206
	Transfer			09 Oct 2020	553	30339	0.4285
	AT THE END OF THE YEAR					30339	0.4285
10	MAHAN INDUSTRIES LTD	18113	0.2558			18113	0.2558
	Transfer			28 Aug 2020	10585	28698	0.4053
	AT THE END OF THE YEAR					28698	0.4053
11	AJIT T DALAL	26731	0.3775			26731	0.3775
	Transfer			11 Dec 2020	(930)	25801	0.3644
	Transfer			18 Dec 2020	(1471)	24330	0.3436
	AT THE END OF THE YEAR					24330	0.3436
12	SMITA KIRTI SHAH	24437	0.3451			24437	0.3451
	Transfer			16 Oct 2020	99	24536	0.3465
	Transfer			31 Dec 2020	(300)	24236	0.3423
	AT THE END OF THE YEAR					24236	0.3423
13	KHUSHBUBEN RAKESH VAIDYA	24150	0.3411			24150	0.3411
	Transfer			03 Apr 2020	(375)	23775	0.3358
	Transfer			10 Apr 2020	(18833)	4942	0.0698
	Transfer			30 Sep 2020	338	5280	0.0746
	AT THE END OF THE YEAR					5280	0.0746

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 7081000 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	IN30047642758425	AAACU6796Q	54000	31/03/2020
2	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	IN30047642758425	AAACU6796Q	52000	31/03/2021
3	Mahan Industries Ltd	IN30177410251775	AABCM0370P	18113	31/03/2020
4	Mahan Industries Ltd	IN30177410251775	AABCM0370P	28698	31/03/2021
5	RAVINDRA VINAYAK BHATAVADEKAR	1201260000014061	AABHB9295B	27734	31/03/2020
6	RAVINDRA VINAYAK BHATAVADEKAR	1201260000014061	AABHB9295B	30339	31/03/2021
7	MUKESH RAOJIBHAI PATEL	1204840000440031	AABTC0387P	172729	31/03/2021
8	MUKESH RAOJIBHAI PATEL	IN30027110165278	AABTC0387P	181194	31/03/2020
9	PORINJU VELIYATH	IN30021425964333	AADPP6420G	52000	31/03/2021
10	TANVI JIGNESH MEHTA	1204200000178481	AAFFD1519C	165683	31/03/2020
11	TANVI JIGNESH MEHTA	1204200000178481	AAFFD1519C	326597	31/03/2021
12	UMESH B SANDU	IN30133018748151	ABWPS9336G	677100	31/03/2020
13	UMESH B SANDU	IN30133018748151	ABWPS9336G	677100	31/03/2021
14	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	100	31/03/2020
15	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	2093	31/03/2021
16	JAYENDRA SHRIKANT KULKARNI	IN30021410160021	ADRPK2674G	5120	31/03/2020
17	JAYENDRA SHRIKANT KULKARNI	IN30021410160021	ADRPK2674G	59489	31/03/2021
18	AJIT T DALAL	1302340000100815	AEDPD0773N	26731	31/03/2020
19	AJIT T DALAL	1302340000100815	AEDPD0773N	24330	31/03/2021
20	KHUSHBUBEN RAKESH VAIDYA	IN30199111173436	AENPV9227R	24150	31/03/2020
21	KHUSHBUBEN RAKESH VAIDYA	IN30199111173436	AENPV9227R	5280	31/03/2021
22	AMIT DATTATRAY KHANDEKAR	1201260000011263	AGAPK1381J	67318	31/03/2020
23	AMIT DATTATRAY KHANDEKAR	1201260000011263	AGAPK1381J	39239	31/03/2021
24	HITESH ANAND KUVELKAR	1204470003659700	AISPK2510P	10573	31/03/2020
25	HITESH ANAND KUVELKAR	1204470003659700	AISPK2510P	10573	31/03/2021
26	HITESH KUVELKAR	IN30018310586179	AISPK2510P	108614	31/03/2020
27	HITESH KUVELKAR	IN30018310586179	AISPK2510P	108614	31/03/2021
28	SMITA KIRTI SHAH	IN30357510068435	AQSPS3668J	24437	31/03/2020
29	SMITA KIRTI SHAH	IN30357510068435	AQSPS3668J	24236	31/03/2021

ATTACHMENT H

IX. INDEBTEDNESS

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

Particulars	Secured Loans Excluding Deposits (₹)	Unsecured Loans	Deposits	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year 01.04.2020				
1. Principal Amount	1,24,50,218	NIL	NIL	1,24,50,218
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. interest accrued but not due	2,18,503	NIL	NIL	2,18,503
Total of (1+2+3)	1,26,68,721	NIL	NIL	1,26,68,721
Change in indebtedness during the financial year				
+Addition				
-Reduction	1,24,76,042	NIL	NIL	1,24,76,042
Net Change	1,24,76,042	NIL	NIL	1,24,76,042
Indebtedness at the end of the financial year 31.03.2021				
1. Principal Amount	1,92,679.36	NIL	NIL	1,92,679.36
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)	1,92,679.36	NIL	NIL	1,92,679.36

ATTACHMENT I

X. REMUNERATION TO MANAGING DIRECTOR/WHOLETIME DIRECTOR/MANAGER

		(In ₹)
Sr. No	Particulars of Remuneration	Shri. Umesh Sandu Managing Director
1.	Gross Salary	
	(a) Salary as per provisions in section 17(1) of the Income Tax Act.	34,02,000
	(b) Value of perquisites u/s 17(2) Income Tax , 1961.	
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	NIL
2.	Stock option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
	- As % of profit	
	- Others, specify	
5.	Others, please specify	13,270
	Provident Fund & other fund	2,18,040
	Total (A)	36,33,310
	Ceiling as per the Act	84,00,000

ATTACHMENT J

XI. REMUNERATION OF DIRECTOR

(a) Independent Directors:-

Particulars of Remuneration	Name of Directors				Total Amount (In ₹)
	Dilip R. Salgaocar	Krishna B. Deshpande	Madan L. Kapre	K. Vinay Kumar	
Fees for attending Board /Committee Meetings	25,000	NIL	30,000	25000	80,000
Commission	NIL	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL	NIL
Total	25,000	NIL	30,000	25000	80,000

(b) Other Non-Executive Directors:-

Other Non Executive Director	Bhaskar G Sandu	Shashank B Sandu	Shubhada P Sandu	Total Amount (In ₹)
Fees for attending Board /Committee Meetings	30,000	30,000	30,000	90,000
Commission	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL
Total	30,000	30,000	30,000	90,000

ATTACHMENT K

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

Sr. No	Particulars of Remuneration	Key Managerial Personnel		(In ₹)
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	10,78,397	6,75,000	17,53,397
	(b) Value of perquisites u/s 17(2) Income Tax Act	NIL	NIL	NIL
	(c) Profit in lieu of salary under section 17(3) Income Tax Act	NIL	NIL	NIL
2.	Stock option	NIL	NIL	NIL
3.	Sweat Equity Shares	NIL	NIL	NIL
4.	Commission -As % of profit -others, specify	NIL	NIL	NIL
5.	Others, please specify contribution to PF	NIL	24,240	NIL
6.	Performance Bonus	NIL	NIL	NIL
	Total	10,78,397	6,50,760	17,29,157

ATTACHMENT L

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

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

ANNEXURE - H

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

- (i) The Ratio of the Remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year 2020-21.

Sr No	Directors	Ratio to Median Remuneration
1.	Bhaskar G. Sandu- Chairman and Non Executive Director	-
2.	Dilip R. Salgaocar-Non Executive/Independent Director	-
3.	Krishna B. Deshpande Non Executive/Independent Director	-
4.	Dr Madan L. Kapre Non Executive/Independent Director	-
5.	K. Vinaykumar Non Executive Independent Director	-
6.	Shashank B. Sandu- Non Executive Director	-
7.	Shubhada P Sandu Non Executive Director	-
8.	Umesh B Sandu Managing Director	18.35 %

The Median remuneration of all employees of the Company for the Financial year 2020-21 was ₹ 198003.

- (ii) The percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2020-21.

Sr No	Director, Chief Financial Officer, Company Secretary	% Increase /(Decrease) of remuneration in the Financial Year.
1.	Bhaskar G Sandu- Chairman and Non Executive Director	-
2.	Dilip R Salgaocar-Non Executive Independent Director	-
3.	Krishna B Deshpande Non Executive Independent Director	-
4.	Dr Madan L Kapre Non Executive Independent Director	-
5.	K Vinaykumar Non Executive Independent Director	-
6.	Shashank B Sandu- Non Executive	-
7.	Shubhada P Sandu Non Executive	-
8.	Umesh B Sandu Managing Director	0.26%
9.	Rakesh Parekh Chief Financial Officer	0%
10.	Pratika Mhambray Company Secretary	8.89%

- (iii) The percentage increase in the median remuneration of employees in the Financial Year: 8.36%

- (iv) The Number of permanent employees on roll of the Company: 309

- (v) The explanation on the relationship between average increase in remuneration and company Performance Average Increase in remuneration of all employees was 3.22%

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

Aggregate of Remuneration paid to Key Managerial Personnel (KMP)	52,90,272
Total Revenue	58,94,88,752
Remuneration of KMP's as a % of total revenue	0.90%
Profit Before Tax (PBT)	1,68,08,877
Remuneration of KMP's as a % PBT	35.48%

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

Particulars	As on 31.03.2021	As on 31.03.2020	% Increase
Share Price			
BSE	31.95	11.75	63.22
Market Capitalization	25,30,75,854	8,32,01,750	67.12
BSE			
Price Earning Ratio	20.75	11.52	44.48
Net worth	24,19,53,251	19,85,60,657	17.93

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

- (viii) Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereto and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average salary increase of Non Managerial Employees is (30.03)%

Average Salary increase of Managerial employees is 47.85%

There is no exceptional circumstances in increase in Managerial Remuneration.

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

KMPs	Remuneration in FY 2020-21	Total Revenue	Remuneration a % of Revenue	Profit Before Tax(PBT)	Remuneration of KMPs as a % of PBT
Umesh B. Sandu Managing Director	36,33,310	58,94,88,752	0.62%	1,68,08,877	21.62%
Rakesh Parekh Chief Financial Officer	12,00,002		0.20%		7.13%
Pratika Mhambray Company Secretary	6,75,000		0.11%		4.02%

- x) The Key parameter for any variable component of remuneration availed by the Director
There are no variable payment is made to the Whole Time Director based on the performance during the year.
- xi) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year
Managing Director is highest paid Director. No employee received remuneration higher than the Managing Director.
- xii) Affirmation that the remuneration is as per the remuneration policy of the Company
Remuneration paid during the year ended 31.03.2021 is as per remuneration policy of the Company

**ANNEXURE - I
FORM NO. AOC- 2**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

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

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

Particulars	Details
Name of the related party	Sandu Brothers Private Limited
Nature of relationship	Director and Relative of Director are member
Nature of contracts/arrangements/transaction	Directors/Relatives of Directors are Member
Duration of Contracts/arrangements/transaction	Royalty agreement is valid from 01 st April 2019 to 30 th September 2021. Purchase and Sale of Finished Ayurvedic Medicine is valid from 01 st March 2020 to 30 th September 2024.
Salient terms of the contracts or arrangements or transactions including value ,if any	Note 1
Date of board approval	14/02/2019
Amount paid as advances if any	-

Note 1:

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

Note 2:

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

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

For and on behalf of Board of Directors

Sd/-

Sd/-

**Shri Umesh B Sandu
Managing Director
DIN:01132141**

**Shri Shashank B Sandu
Director
DIN:00678098**

Dated: 14.08.2021
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

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

Opinion

1. We have audited the accompanying financial statements of **Sandu Pharmaceuticals Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and notes to the financial statements, and a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit including other comprehensive income, its cash flows and the changes in equity and for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended on 31st March, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

S. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	<p>Revenue Recognition</p> <p>Revenue of the Company consists primarily of sale of products and is recognized when control of products being sold is transferred to customer and there is no unfulfilled obligation.</p> <p>Revenue is measured at fair value of the consideration received or receivable and is accounted for net of rebates, trade discounts etc.</p>	<p>Our audit procedures included and were not limited to the following –</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to rebates and trade discounts and breakage and leakage by comparing with the applicable accounting standards • Tested the design and operating effectiveness of the general IT control environment and the manual controls for recognition of revenue, calculation of discounts and rebates etc.

S. No.	Key Audit Matter	How our audit addressed the key audit matter
	<p>Considering the materiality of amounts involved, significant judgements related to estimation of rebates and discounts, the same has been considered as a key audit matter.</p> <p>(Refer Sub-note No. M of Note 2 of Accounting Policy).</p>	<ul style="list-style-type: none"> • On a sample basis we performed testing to verify sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents. • We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and • Selected a sample of sales invoices/contracts and read, analyzed and identified the distinct performance obligations in these invoices/contracts. <p>Based on our audit procedures we have concluded that revenue is appropriately recognized, and that there was no evidence of management bias.</p>

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

6. The Company's Board of Directors is responsible for the preparation of the other information. The other Information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexure to Director's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this Auditors' Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date..
7. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to conclude that there is a material misstatement of this other Information; we are required to report that fact.
9. We have nothing to report in this regard.
10. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Financial Statements

11. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also Responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Communication with those charged with governance

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

14. 1) As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Government of India -Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, we enclose in the "**Annexure-A**", a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable.
- 2) As required by Section 143 (3) of the Act, based on our audit, we report, to the extent applicable that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance sheet, the statement of Profit and Loss including other comprehensive income, the Statement Cash Flow and statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure-B**"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company does not have any pending litigation which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not liable to make any payments towards Investor Education and Protection Fund.
 - iv. The disclosures in the Standalone Financial Statements regarding holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 have not been made in these Standalone Financial Statements since they do not pertain to the financial year ended 31st March, 2021.

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

Himmat Mali
(Partner)
M. No. 183378
UDIN-21183378AAAABZ8591

Place: Mumbai
Date: 30th June, 2021

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Annexure -A to the Auditor's Report

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on 31st March, 2021 of **Sandu Pharmaceuticals Limited**)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of plant, property and equipment.
 - (b) According to the information and explanations given to us, the plant, property and equipment have been physically verified by the management in a phased manner at regular intervals based on program designed to cover all the material items. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed by the management on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. In case of leasehold land, that has been taken on lease and disclosed as right to use assets in the Ind AS financial statements, the lease agreement is in the name of the company, where the company is the lessee in the agreement.
- (ii) According to the information and explanations given to us, the inventory has been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) to (c) of the order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 & 186 of the Companies Act, 2013 in respect of loans, investments, guarantees or securities, as applicable.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Act. Therefore, the provisions of the clause (v) of paragraph 3 of the Order are not applicable to the company.
- (vi) We have broadly reviewed the accounts and records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, Sales Tax, Custom Duty, Excise Duty, Goods and Service Tax and other material statutory dues, as applicable. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March, 2021, for a period of more than six months from the date they became payable, except dues of Tax Deducted at source aggregating to ₹ 1,38,516/- (P.Y. ₹ 1,93,375/-) on account of defaults pertains to prior years.
 - (b) According to the information and explanations given to us and records of the Company, no dues of Income-tax, Sales tax, Service Tax, VAT are outstanding in the books of the Company on account of any dispute.
- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to banks and financial institution. The Company has not taken any loan from the Government and has not issued any debentures.
- (ix) The Company has not raised any money by way of public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.

- (x) According to the information and explanations furnished by the management, which has been relied upon by us, there were no material frauds on or by the Company noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations give to us and based on our examination of the records. In our opinion, all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the Applicable accounting standards.
- (xiv) The Company has made a preferential allotment of Equity Convertible warrants during the year, in compliance with the requirements of Section 42 of the Act. The amounts raised have been used for the purpose for which funds were raised.
- (xv) According to the information and explanations give to us and based on our examination of the records, the company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-21183378AAAAABZ8591

Place: Mumbai

Date: 30th June, 2021

Thirty Sixth Annual Report 2020-21

Annexure-B to Auditors report

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

1. We have audited the internal financial controls of **Sandu Pharmaceuticals Limited** (“the Company”) as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal financial Controls

2. The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls & financial reporting based on our audit. We Conducted our audit in accordance with the Guidance Note on Audit of internal Financial Controls over Financial Reporting (the “Guidance. Note.”) Issued by ICAI and the Standards on Auditing, and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial Controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the Company’s internal financial control system over financial reporting.

Meaning of internal financial controls over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established.
9. by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-21183378AAAAABZ8591

Place: Mumbai

Date: 30th June, 2021

Thirty Sixth Annual Report 2020-21

Balance Sheet as at 31st March 2021

PARTICULARS	Note No.	As at 31 st March, 2021 Amount (₹)	As at 31 st March, 2020 Amount (₹)
ASSETS			
Non-current assets			
Property, Plant and Equipment	3(a)	64,657,240	67,159,422
Right of use assets	3(b)	96,398,025	97,857,632
Other Intangible Assets	4	680,772	1,015,889
Financial Assets			
Investments	5	2,417,389	8,235,533
Loans Receivables	6	-	13,187,124
Other Financial Asset	7	43,433	-
Other Non Current Assets	8	-	2,460,525
		164,196,859	189,916,125
Current assets			
Inventories	9	111,379,095	143,617,607
Financial Assets			
Trade Receivables	10	53,477,825	46,811,672
Cash and Cash Equivalents	11 (a)	45,275,716	12,166,420
Bank Balances other than 11(a) above	11 (b)	71,283,606	3,249,709
Other Current Assets	12	24,018,242	18,357,564
		305,434,484	224,202,972
		469,631,343	414,119,097
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	79,209,970	70,810,000
Other Equity	14	255,702,310	221,556,220
Total equity		334,912,280	292,366,220
Non-current liabilities			
Deferred Tax Liabilities (Net)	15	9,526,512	8,451,289
		9,526,512	8,451,289
Current liabilities			
Financial Liabilities			
Borrowings	16	192,679	12,450,218
Trade payables Due to :	17		
Micro and Small Enterprises		234,319	317,580
Other than Micro and Small Enterprises		66,469,461	57,269,755
Other Current Liabilities	18	10,975,868	11,461,855
Provisions	19	47,320,225	31,802,180
		125,192,552	113,301,588
		469,631,343	414,119,097

Significant Accounting policies

2

The accompanying Notes from 30 to 37 are an integral part of Financial Statements.

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Umesh B. Sandu
(Managing Director)

DIN:01132141

Sd/-

Rakesh Parekh
(CFO)

Shashank B. Sandu
(Director)

DIN:00678098

Sd/-

Pratika Mhambray
(CS)

Place: Mumbai

Dated : 30th June,2021

Place: Mumbai

Dated : 30th June,2021

Statement of Profit and Loss for the year ended 31st March, 2021

Particulars	Note No.	Year ended 31 st March, 2021 Amount (₹)	Year ended 31 st March, 2020 Amount (₹)
INCOME			
Revenue From Operations	20	587,554,379	483,674,955
Other Income	21	1,934,373	4,527,481
Total Income		589,488,752	488,202,436
EXPENSES			
Cost of materials consumed	22	118,718,154	91,385,791
Purchases of Stock-in-Trade	23	192,412,700	170,086,907
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	24	33,870,290	(10,338,842)
Employee benefits expenses	25	80,181,972	68,514,765
Finance costs	26	1,149,482	4,348,151
Depreciation and amortization expenses	3	5,566,953	5,521,731
Other expenses	27	140,780,324	149,470,669
Total expenses		572,679,875	478,989,172
Profit/(loss) before exceptional items and tax		16,808,877	9,213,264
Exceptional Items / Prior Period Adjustment	28	-	22,956
PROFIT/(LOSS) BEFORE TAX		16,808,877	9,190,308
Tax Expense:	29		
Current tax		(5,571,336)	(1,268,409)
Deferred tax		(295,254)	(718,593)
Short / (Excess) Tax Provision		(17,388)	-
PROFIT (LOSS) FOR THE PERIOD		10,924,899	7,203,306
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss in Subsequent Periods :			
Remeasurement gains/(losses) on post employment defined benefit plans		190,570	(75,873)
Fair value changes of investments		5,830,901	(3,034,630)
Income tax relating to items that will not be reclassified to profit or loss		(779,969)	384,716
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		5,241,502	(2,725,787)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		16,166,402	4,477,519
EARNINGS PER EQUITY SHARE			
Basic	30	1.54	1.02
Diluted		1.54	1.02

Significant Accounting policies

2

The accompanying Notes from 30 to 37 are an integral part of Financial Statements.

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Umesh B. Sandu
(Managing Director)

DIN:01132141

Sd/-

Rakesh Parekh
(CFO)

Shashank B. Sandu
(Director)

DIN:00678098

Sd/-

Pratika Mhambray
(CS)

Place: Mumbai

Dated : 30th June,2021

Place: Mumbai

Dated : 30th June,2021

Thirty Sixth Annual Report 2020-21

Statement of changes in equity for the Period ended 31st March, 2021

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

Particulars	As at 31 st March, 2021		As at 31 st March, 2020	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Opening Balance	7,081,000	70,810,000	7,081,000	70,810,000
Add: Shares Issued during the year *	839,997	8,399,970	-	-
Closing Balance	7,920,997	79,209,970	7,081,000	70,810,000

* Refer note 36

B. Other Equity

Particulars	Share Application Pending Allotment/ Money received against share warrants (₹) *	Reserves and Surplus (₹)				Other Comprehensive Income(₹)		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 1 st April ,2019	-	95,028,369	24,138,526	-	3,078,819	93,939,103	893,884	217,078,701
Profit for the Year	-	-	7,203,306	-	-	-	-	7,203,306
Other Comprehensive Income (Net of tax)	-	-	-	-	(2,667,821)	-	(57,966)	(2,725,787)
Transfer to retained earnings	-	-	1,380,456	-	-	(1,380,456)	-	-
Balance as at 31st March,2020	-	95,028,369	32,722,288	-	410,998	92,558,647	835,918	221,556,220
Profit for the Year	-	-	10,924,899	-	-	-	-	10,924,899
Other Comprehensive Income (Net of tax)	-	-	-	-	5,124,507	-	116,995	5,241,502
Transfer to retained earnings	-	-	1,380,456	-	-	(1,380,456)	-	-
Issue of preferential allotments	9,000,120	-	-	-	-	-	-	9,000,120
Allotment under preferential allotments scheme	-	-	-	8,979,568	-	-	-	8,979,568
Transfer to retained earnings on disposal of Equity Instruments	-	-	4,707,581	-	(4,707,581)	-	-	-
Balance as at 31st March , 2021	9,000,120	95,028,369	49,735,224	8,979,568	827,924	91,178,191	952,913	255,702,310

* Refer note 36

Significant Accounting policies

2

The accompanying Notes from 30 to 37 are an integral part of Financial Statements.

As per our report of even date attached.

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

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

Umesh B. Sandu
(Managing Director)
DIN:01132141
Sd/-
Rakesh Parekh
(CFO)

Shashank B. Sandu
(Director)
DIN:00678098
Sd/-
Pratika Mhambray
(CS)

Place: Mumbai
Dated : 30th June,2021

Place: Mumbai
Dated : 30th June,2021

Statement of Cash Flow for the year ended 31st March, 2021

Particulars	Year ended 31 st March, 2021		Year ended 31 st March, 2020	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		16,808,877		9,190,308
Adjustments for:				
Depreciation and amortisation expenses	5,566,953		5,521,731	
Finance costs	1,149,482		4,348,151	
Interest income	(1,888,514)		(171,967)	
Dividend income from equity instruments designated at FVTOCI	(45,718)		(45,235)	
Allowance for doubtful debts / expected credit losses - trade receivable	1,252,212		-	
Re-measurement gains/losses on employee defined benefit plans	190,570		(75,873)	
		6,224,986		9,576,807
Operating profit / (loss) before changes in operating assets & liabilities		23,033,863		18,767,115
Changes in operating assets				
(increase) / decrease in inventories	32,238,512		(11,062,319)	
(increase) / decrease in Trade receivables	(7,918,365)		1,142,962	
(increase) / decrease in other operating assets	6,078,577		35,138,252	
Changes in operating liabilities				
(increase) / decrease in trade payables	9,116,445		15,251,186	
(increase) / decrease in other operating liabilities	17,935,356	57,450,524	4,198,287	44,668,368
Cash Generated from operation		80,484,387		63,435,483
Income Tax Paid		(4,583,627)		(1,413,914)
Net Cash flow from Operating activities		75,900,760		62,021,569
B. Cash flow from investing activities				
Purchases of Property, Plant and Equipment	(1,270,045)		(1,123,242)	
Fixed deposits placed with banks	(68,077,330)		(2,763,299)	
Interest received	1,888,514		171,967	
Dividend income from equity instruments designated at FVTOCI	45,718		45,235	
Proceeds from sale / redemption of mutual fund designated at FVTOCI	11,649,045		-	
Net cash flow from / (used in) investing activities (B)		(55,764,098)		(3,669,339)

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Particulars	Year ended 31 st March, 2021		Year ended 31 st March, 2020	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
C. Cash flow from financing activities				
Repayment of long-term borrowings	-		(2,442,803)	
Repayment of Short-term borrowings	(12,257,539)		(46,804,245)	
Finance cost	(1,149,482)		(4,348,151)	
Proceeds from Issue of Equity Share Capital	17,379,538		-	
Share Application Money pending allotment	9,000,120		-	
Net cash flow from / (used in) financing activities (C)		12,972,637		(53,595,199)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		33,109,299		4,757,030
Cash and cash equivalents at the beginning of the year		12,166,415		7,409,386
Cash and cash equivalents at the end of the year		45,275,714		12,166,415

Notes:

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

Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 st March, 2021	31 st March, 2020
As per Balance Sheet -note 11(a)	45,275,714	12,166,415
Balance as per statement of cash flows	45,275,714	12,166,415

Significant Accounting policies

2

The accompanying Notes from 30 to 37 are an integral part of Financial Statements.

As per our report of even date attached.

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

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

Umesh B. Sandu
(Managing Director)
DIN:01132141
Sd/-
Rakesh Parekh
(CFO)

Shashank B. Sandu
(Director)
DIN:00678098
Sd/-
Pratika Mhambray
(CS)

Place: Mumbai
Dated : 30th June,2021

Place: Mumbai
Dated : 30th June,2021

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS OF SANDU PHARAMACEUTICALS LIMITED FOR THE YEAR ENDED MARCH 31, 2021

NOTE 1. Corporate Information

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

The Company is mainly engaged in the business of manufacturing and trading of Ayurvedic proprietary medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

NOTE 2. Significant Accounting Policies

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

a. Basis of Accounting and preparation of financial statements:

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

b. Presentation of financial statements:

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

c. Functional and Presentation Currency:

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

d. Current versus Non-current classification:

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

An assets is treated as current when it is :

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

All Other assets are classified as non-current.

A liability is treated as current when it is :

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;

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- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All Other liabilities are classified as non-current.

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

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

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

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

- **Recoverability of advances / receivables:**

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

- **Provisions:**

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

- **Fair value measurements:**

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

- **Inventories:**

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

- **Classification of financial assets:**

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

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

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

- **Income taxes:**

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

can be recognized is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilized.

f. Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, intangibles, investments and other assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external sources of information. The Company has reviewed the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

g. Property, Plant and Equipment and Depreciation:

Recognition and Measurement :

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

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

Subsequent Measurement

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

Depreciation on property, plant and equipment :

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

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

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

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

Capital work-in-progress

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

De-recognition

An item of property, plant and equipment is de recognized upon disposal or when no future benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the assets and it recognized in the statement of profit and loss.

h. Intangible Assets and amortization :

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

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

Computer Software

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

i. Non-Current assets held for sale:

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

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

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

j. Impairment of Assets:

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

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

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

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

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

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

k. Financial Instruments:

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

Financial Assets

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortized cost

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

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

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

Debt instrument and equity instrument at FVTPL

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

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

Equity investments

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

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

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

Derecognition

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

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

Impairment of financial assets

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

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

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

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

Derecognition

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

l. Inventories:

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

m. Revenue Recognition:

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

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

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

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

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

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

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

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

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

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

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

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

Conversion

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

Exchange differences

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

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

o. Employee Benefits:

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

Short-term employee benefits

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

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

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

Defined contribution plan

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

Defined benefit plan

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

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

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

p. Taxation:

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

CURRENT TAX:

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

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

DEFERRED TAX :

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

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

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

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

q. Borrowing Costs:

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

r. Leases:

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

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

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

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

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

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

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

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

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

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

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

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

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

t. **Cash and cash equivalents**

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

u. **Segment reporting**

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

v. **Mesurement of fair value**

Financial instrument

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

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

Derivatives

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

w. **Government subsidy / grants:**

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

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

x. Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2021.

MCA issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting 1st April, 2021.

Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

Particulars	Lease hold Land	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets
Gross Carrying Amount									
At 1 st April, 2019	103,700,000	81,310,720	39,724,617	5,009,114	4,583,081	14,116,963	5,824,575	249,707	254,518,777
Additions	-	-	659,550	73,414	-	317,948	-	-	1,050,912
Reclassified to right of use assets (refer note 34)	(103,700,000)	-	-	-	-	-	-	-	(103,700,000)
Adjustments									
Disposals									
At 31 st March, 2020	-	81,310,720	40,384,167	5,082,528	4,583,081	14,434,911	5,824,575	249,707	151,869,689
Additions	-	-	826,531	43,000	-	400,514	-	-	1,270,045
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
At 31 st March, 2021	-	81,310,720	41,210,698	5,125,528	4,583,081	14,835,425	5,824,575	249,707	153,139,734
Depreciation/Amortization									
At 1 st April, 2019	4,378,762	28,554,606	31,311,701	3,298,680	943,201	12,916,761	3,721,256	233,639	85,358,606
Reclassified to right -of-use assets (refer note 34)	(4,378,762)	-	-	-	-	-	-	-	(4,378,762)
Additions	-	1,037,760	931,698	381,552	545,359	471,428	359,046	3,583	3,730,426
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
At 31 st March, 2020	-	29,592,366	32,243,399	3,680,232	1,488,560	13,388,189	4,080,302	237,222	84,710,270
Additions	-	1,034,924	923,267	381,187	543,868	530,918	358,064	-	3,772,230
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
At 31 st March, 2021	-	30,627,290	33,166,666	4,061,419	2,032,428	13,919,107	4,438,366	237,222	88,482,500
Net Carrying Amount									
At 1 st April, 2019	99,321,238	52,756,114	8,412,916	1,710,434	3,639,880	1,200,202	2,103,319	16,068	169,160,171
At 31 st March, 2020	-	51,718,354	8,140,768	1,402,296	3,094,521	1,046,722	1,744,273	12,485	67,159,422
At 31 st March, 2021	-	50,683,430	8,044,032	1,064,109	2,550,653	916,318	1,386,209	12,485	64,657,240

Notes:

1. During the year ended 31st March 2020, leasehold land was reclassified as right-of-use assets [refer note 3(b)] on account of adoption of Ind AS 116.

Note 3 (b) RIGHT OF USE ASSETS

Particulars	Lease hold Land	Total Right of use Assets
Gross Carrying Amount		
At 1st April, 2019	-	-
Additions	-	-
Reclassified from right of use assets (refer note 34)	103,700,000	103,700,000
Disposals	-	-
At 31st March, 2020	103,700,000	103,700,000
Additions	-	-
Disposals	-	-
At 31st March, 2021	103,700,000	103,700,000
Depreciation/Amortization:		
At 1st April, 2019	-	-
Reclassified from right of use assets (refer note 34)	4,378,762	4,378,762
Additions	1,463,606	1,463,606
Disposals	-	-
At 31st March, 2020	5,842,368	5,842,368
Additions	1,459,607	1,459,607
Disposals	-	-
At 31st March, 2021	7,301,975	7,301,975
Net Carrying Amount		
At 1st April, 2019	-	-
At 31st March, 2020	97,857,632	97,857,632
At 31st March , 2021	96,398,025	96,398,025

Note 4 INTANGIBLE ASSETS

Particulars	Softwares	Total Intangible Assets
Gross Carrying Amount		
At 1st April, 2019	3,253,325	3,253,325
Additions	72,331	72,331
Adjustments	-	-
Disposals	-	-
At 31st March, 2020	3,325,656	3,325,656
Additions	-	-
Disposals	-	-
At 31st March, 2021	3,325,656	3,325,656

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Particulars	Softwares	Total Intangible Assets
Depreciation/Amortization:		
At 1st April, 2019	1,982,065	1,982,065
Additions	327,702	327,702
Adjustments	-	-
Disposals	-	-
At 31st March, 2020	2,309,767	2,309,767
Additions	335,117	335,117
Disposals	-	-
At 31st March, 2021	2,644,884	2,644,884
		-
Net Carrying Amount		
At 1st April, 2019	1,271,260	1,271,260
At 31st March, 2020	1,015,889	1,015,889
At 31st March , 2021	680,772	680,772

Note 5 INVESTMENTS

Description	As at 31 st March, 2021		As at 31 st March, 2020	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Investments in equity instruments				
Carried at Fair Value Through Other Comprehensive Income :				
<u>Quoted</u>				
Kerala Ayurveda Ltd. (Share of ₹ 10 each Fully Paid)	300	15,405	300	10,980
Powergrid Corporation of India Ltd. (Share of ₹ 10 each Fully Paid)	1,715	369,840	1,715	272,856
Tata Chemicals Ltd. (Share of ₹ 10 each Fully Paid)	500	375,900	500	111,775
Tata Consumer Product Ltd. (Share of ₹ 1 each Fully Paid)	570	364,173	570	168,064
The Indian Hotels Company Ltd. (Share of ₹ 1 each Fully Paid)	6,855	759,877	6,855	514,125
NTPC Ltd. (Share of ₹ 10 each Fully Paid)	360	38,358	360	30,312
PTC India Ltd. (Share of ₹ 10 each Fully Paid)	500	38,875	500	19,375
Indraprastha Medical Corporation Ltd. (Share of ₹ 10 each Fully Paid)	5,000	268,500	5,000	169,500
Kamat Hotels (India) Ltd. (Share of ₹ 10 each Fully Paid)	1,580	46,531	1,580	27,413
NHPC Ltd. (Share of ₹ 10 each Fully Paid)	5,000	122,250	5,000	99,750

Description	As at 31 st March, 2021		As at 31 st March, 2020	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Nagarjuna Fertilizers and Chemicals Ltd. (Share of ₹ 10 each Fully Paid)	550	3,454	550	1,716
Nagarjuna Oil Refinery (Share of ₹ 1 each Fully Paid)	500	125	500	125
Investments in debt instruments				
Quoted				
Non Convertible Debentures (NCD) (Fully Paid)				
NTPC (8.49 % NCD of Face Value of 12.5 /-)	300	4,101	300	3,933
	23,730	2,407,389	23,730	1,429,924
Unquoted				
Carried at Cost				
The Shamrao Vithal Co-op.Bank Ltd. (Share of ₹ 25 each Fully Paid)	400	10,000	400	10,000
Total Investment in Equity Instruments	24,130	2,417,389	24,130	1,439,924
Units of Schemes of Various Funds: (Quoted)				
Carried at Fair Value Through Other Comprehensive Income :				
HDFC Top 100 Fund – Growth	-	-	3,252	1,121,126
Nippon India Vision Fund Growth Plan Growth Option	-	-	1,492	571,865
Nippon India Value Fund Growth Plan Growth Option	-	-	12,346	653,052
Sundaram Select Midcap – Growth	-	-	3,348	1,101,508
DSP Black Rock India T.I.G.E.R.Fund-Regular Growth Plan	-	-	8,189	498,181
IDFC Premier Equity Fund-Growth Plan	-	-	6,269	450,548
Kotak Opportunities – Growth	-	-	13,518	1,310,229
HDFC Equity Fund – Growth	-	-	2,379	1,089,100
Total of Investment in Mutual Funds	-	-	50,793	6,795,609
Total Non Current Investments	24,130	2,417,389	74,923	8,235,533

Notes:

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
Aggregate amount of quoted Investments	2,407,389	8,225,533
Aggregate Market value of quoted Investments	2,407,389	8,225,533
Aggregate amount of unquoted Investments -at Cost	10,000	10,000
Aggregate amount of Impairment in value of investments	-	-

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Note 6 Non Current Loans

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Security Deposits* Considered good-Unsecured	-	13,187,124
Total	-	13,187,124

* To Companies in which some Directors are interested as members.

Break-up of Security details

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Loans Considered good-Secured	-	-
Loans Considered good- Un Secured	-	13,187,124
Loans which have significant increase in credit risk	-	-
Loans -Credit Impaired	-	-
Total	-	13,187,124

Note 7 Other Financial Asset

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date)	43,433	-
Total	43,433	-

Note 8 Other Non Current Assets

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Other non Current Assets	-	2,460,525
Total	-	2,460,525

Note 9 Inventories

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Closing Stock of Inventories: (Valued at lower of cost and net realisable value)		
Raw materials	16,627,491	14,995,713
Work-in-progress	2,909,793	22,541,643
Finished goods	29,917,889	46,543,820
Stock in Trade	61,923,922	59,536,431
Total	111,379,095	143,617,607

Note 10 Trade receivables

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	53,477,825	46,811,672
Balance having significant increase in credit risk	1,252,212	-
Credit impaired	-	-
Less: Allowances for expected credit loss/impaired	(1,252,212)	-
Total	53,477,825	46,811,672

Note 11 (a) Cash and Bank Balances

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Balances with banks:		
In current accounts	41,052,225	10,100,186
Deposits with original maturity of less than 3 months	2,217,467	-
Cash on hand	2,006,024	2,066,233
Total	45,275,716	12,166,420

(b) Other Bank Balances

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months	71,283,606	3,249,709
Total	71,283,606	3,249,709

Note 12 Other Current Assets**(Unsecured, considered good unless otherwise stated)**

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Security deposits	550,859	565,859
Capital Advance to GIDC (Plot Allotment)	290,220	-
Loans and advances to employees	205,751	185,288
Balances with government authorities	18,729,365	16,159,657
Advances paid to Suppliers	1,190,510	454,263
Prepaid expenses	1,811,326	807,377
Accrued Interest on Bank deposits	1,240,211	185,120
Total	24,018,242	18,357,564

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Break-up of Security details

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Other Current Assets considered Good -Secured	-	-
Other Current Assets considered Good - Unsecured	24,018,242	18,357,564
Other Current Assets which have significant increase in credit risk	-	-
Other Current Assets -credit impaired	-	-
Less:Allowance for Doubtful advance/Debts	-	-
Total	24,018,242	18,357,564

Note 13 Share Capital

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

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Authorised Share Capital		
1,00,00,000 Equity Shares of ₹ 10/- Each (31 st March, 2020: 1,00,00,000 Equity Shares of ₹ 10/- Each)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed & Paid up Share Capital		
79,20,997 Equity Shares of ₹ 10/- Each (31 st March, 2020: 70,81,000 Equity Shares of ₹ 10/- Each)	79,209,970	70,810,000
Total	79,209,970	70,810,000

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

Particulars	As at 31 st March, 2021		As at 31 st March, 2020	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	7,081,000	70,810,000	7,081,000	70,810,000
Add: Shares Issued during the year *	839,997	8,399,970	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,920,997	79,209,970	7,081,000	70,810,000

* The Company through preferential basis allotted 8,39,997 equity shares to the eligible Allottees at a issue price of ₹ 20.69/- per equity share (including a premium of ₹ 10.69 per equity share) aggregating to approximately ₹ 83.99 lakhs on 31st March, 2021. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

c. Terms / Rights attached to equity shares

The Company is having only one class of shares i.e. Equity carrying a nominal value of ₹ 10/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

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

Particulars	As at 31 st March, 2021		As at 31 st March, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of ₹ 10/- each fully paid				
Bhaskar Govind Sandu	737,000	9.30	737,000	10.41
Shashank Bhaskar Sandu	895,755	11.30	657,900	9.29
Umesh Bhaskar Sandu	915,693	11.56	677,100	9.56
Sanmark Realty And Finance Private Ltd.	543,930	6.87	543,930	7.68

There is difference between issued capital consisting of 79,20,997 nos of Equity shares of face value of Rs 10 each and Listed capital consisting of 70,81,000 nos of Equity shares of face value of Rs 10 each ,since Application is pending with Exchange for listing of Shares. pursuant to BSE approval the difference between Issued and Listed capital will be resolved.

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

Note 14 Other Equity

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
General Reserve	95,028,369	95,028,369
Retained Earnings (Net Surplus in The Statement of Profit & Loss)	49,735,224	32,722,288
Security Premium	8,979,568	-
Share Application Money Pending Allotment *	9,000,120	-
OCI -		
Equity Instruments through Other Comprehensive Income	827,924	410,998
Revaluation Surplus	91,178,191	92,558,647
Other Comprehensive Income - Employee Benefits	952,913	835,918
Total	255,702,310	221,556,220

Notes: Nature and purpose of reserves:**1. General Reserve**

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

2. Equity Instrument through Other Comprehensive Income

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

3. Revaluation Surplus

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

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4. Other Comprehensive Income -Employee Benefits

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

5. Security Premium

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

* The Company through preferential basis allotted 8,39,997 equity shares to the eligible Allottees at a issue price of ₹ 20.69/- per equity share (including a premium of ₹ 10.69 per equity share) aggregating to approximately ₹ 83.99 lakhs on 31st March, 2021. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

Equity shares allotted to eligible allottees through preferential basis are been allotted by the company on 31/03/21 , thus the same might not reflect in there individual DMAT account as on 30/06/2021.

Note 15 Deferred tax Liabilities (net)

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Deferred tax (liability) / asset		
Opening Balance (difference between book balance and tax balance of fixed assets)	8,451,289	8,117,412
Add/(Less)- Deferred Tax recognised during the period in statement of P & L	295,254	718,593
Add/(Less)- Deferred Tax recognised during the period in OCI	779,969	(384,716)
Net deferred tax Liabilities	9,526,512	8,451,289

Movement in Deferred tax Assets/Liabilities

Deferred tax assets and liabilities in relation to the year ended 31 st March 2021

Particulars	As at	Recognised in the statement of Profit & Loss	Recognised in OCI	As at
	31 st March, 2020			31 st March , 2021
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	31,905	11,596	-	43,501
Provision for doubtful trade receivables	-	348,365	-	348,365
Deferred tax liabilities				
Property Plant & Equipment	8,202,771	655,216	-	8,857,987
Remeasurement gains/(losses) on post employment defined benefit plans	293,692	-	73,575	367,267
Fair value changes of investments	(13,269)	-	706,394	693,125
Net deferred tax liabilities	8,451,289	295,254	779,969	9,526,512

Deferred tax assets and liabilities in relation to the year ended on 31st March 2020

Particulars	As at 31 st March, 2019	Recognised in the statement of Profit & Loss	Recognised in OCI	As at 31 st March , 2020
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	17,277	14,628	-	31,905
Deferred tax liabilities				
Property, Plant & Equipment	7,469,550	733,221	-	8,202,771
Remeasurement gains/(losses) on post employment defined benefit plans	311,599	-	(17,907)	293,692
Fair value changes of investments	353,540	-	(366,809)	(13,269)
Net deferred tax (liabilities) / asset	8,117,412	718,593	(384,716)	8,451,289

Note 16 Short-term borrowings

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Loans repayable on demand		
From banks : (Secured against exclusive charge on entire current assets of the company and personal guarantee of Directors)	192,679	12,450,218
Total	192,679	12,450,218

Note 17 Trade payable

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Trade payables(refer note below)		
Dues to related Parties	14,725,254	6,229,158
Dues to Micro & Small Enterprises	234,319	317,580
Other Than Small & Micro Enterprises	51,744,207	51,040,597
Total	66,703,780	57,587,335

Note :-

The Company has certain dues to suppliers registered under micro , small and medium enterprises Development Act 2006 (MSMED Act) the Disclosures pursuant to the said MSMED Act are as follows.

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Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
a.) The Principal amount remaining unpaid to any supplier at the end of the year.	234,319	317,580
b.) Interest due remaining to any supplier at the end of the year.		
c.) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year .		-
d.) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
e.) The amount of interest accrued and remaining unpaid at the end of each accounting year.	33,399	-
f.) The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues above are actually paid to the small enterprises , for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act ,2006	-	-
Total	267,718	317,580

Disclosure of amount payable to vendors as defined under the “ Micro Small and Medium Enterprises Development Act .2006 “, is based on the information available with the company regarding the status of registration of such vendors under the said Act ,as per the intimation received from them on requests made by the company. there are interest accrued and remaining unpaid is of ₹ 33,399/- (P.Y. Nil) for delayed payments to such vendors at the Balance sheet date. Outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Note 18 Other current liabilities

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
	Amount (₹)	Amount (₹)
Advances Received from Customers	1,478,529	2,310,097
Other payables :		
Statutory Dues	1,733,457	1,460,419
Trade / security deposits received	5,335,290	5,399,117
Outstanding Liabilities	1,498,845	1,440,163
Retention Money of Assets Vendors	785,608	785,608
Gratuity Payable to Employees	144,139	66,451
Total	10,975,868	11,461,855

Note 19 Short-term provisions

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Provision for employee benefits:		
Provision for salaries	11,864,482	10,739,225
Provision for Gratuity (As per Actuarial Report)	12,225	56,259
	11,876,707	10,795,484
Provision - Others:		
Provision for Tax	8,321,336	11,224,634
Provision for Expenses	27,122,182	9,782,062
	35,443,518	21,006,696
Total	47,320,225	31,802,180

Note 20 Revenue from operations

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Sale of Ayurvedic Products	587,240,731	483,674,955
Other Operating Revenues		
Subsidy from Ayush Department	108,423	775,451
Refund from Vat Department	205,225	-
Total	587,554,379	484,450,406

Note 21 Other income

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Interest income:		
Deposit with Banks	1,888,514	171,967
Deposit with Vendors	-	3,029,964
Interest income Other	-	91,575
Interest on Income Tax Refund	-	413,289
Dividend income:		
From Financial Instruments	45,718	45,235
Other Misc. Income	141	-
Total	1,934,373	3,752,030

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Note 22 Cost of materials consumed

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Opening stock	14,995,713	14,272,236
Add: Purchases	120,349,932	92,109,268
	135,345,645	106,381,504
Less: Closing stock	16,627,491	14,995,713
Cost of material consumed	118,718,154	91,385,791

Note 23 Cost of traded goods

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Purchases of traded goods	192,412,700	170,086,907
Total	192,412,700	170,086,907

Note 24 Changes in inventories of finished goods and work-in-progress and stock in trade

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
<u>Inventories at the end of the year:</u>		
Finished goods	29,917,889	46,543,820
Work-in-progress	2,909,793	22,541,643
Stock in Trade	61,923,922	59,536,431
	(A) 94,751,604	128,621,894
<u>Inventories at the beginning of the year:</u>		
Finished goods	46,543,820	48,440,253
Work-in-progress	22,541,643	6,787,175
Stock in Trade	59,536,431	63,055,624
	(B) 128,621,894	118,283,052
Net (increase) / decrease	(B-A) 33,870,290	(10,338,842)

Note 25 Employee benefits expense

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Salaries and wages	74,986,441	64,454,762
Contributions to provident and other funds	2,650,022	3,096,529
Staff welfare expenses	2,121,005	632,751
Gratuity Expense (Refer Note 32 (b))	424,504	330,723
Total	80,181,972	68,514,765

Note 26 Finance costs

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Interest expense on:		
Borrowings	295,364	3,534,591
Vehicle Loan	-	119,111
Security Deposits	351,584	393,114
	646,948	4,046,815
Bank Charges	502,534	301,335
Total	1,149,482	4,348,150

Note 27 Other expenses

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Power and fuel	3,267,528	3,308,047
R & D Expenses	1,413,697	1,257,385
Rent (Refer note 34)	2,656,984	3,497,196
Repairs and maintenance - Buildings	2,043,600	1,584,344
Repairs and maintenance - Machinery	3,284,015	3,648,607
Repairs and maintenance - Others	13,055,801	9,928,639
Rates and taxes	859,918	1,724,346
Travelling and conveyance	20,728,544	31,866,836
Printing and stationery	931,194	929,386
Freight and forwarding	33,387,694	26,677,615
Business promotion	35,595,927	45,295,963
Royalty Expenses	11,577,295	8,675,179
Legal and professional	3,297,907	3,760,144
<i>Payments to auditors</i>		
For Statutory Audit	400,000	400,000
For Tax Audit	200,000	150,000
For Other Matters	75,000	50,000
Telephone / Internet Expenses	2,385,286	2,878,231
Insurance	1,056,235	531,120
Security Service Charges	829,459	736,413
Laboratory Expenses	320,571	357,296
Provisions for expected credit loss/impaired	1,252,212	-
Donations and contributions	-	20,800
Postage & Telegram	103,571	84,810
Membership & Subscription	581,984	560,624
Packing Expenses	252,896	319,280
Office Expenses	108,415	106,889
Miscellaneous expenses	1,114,590	1,121,519
Total	140,780,324	149,470,669

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Note 28 Prior Period Adjustments

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Prior Period Adjustment	-	22,956
Total	-	22,956

Note 29 Income Tax Expenses

The Major components of the income tax expenses for the year ended on 31st March, 2021 and 31st March, 2020

Statement of Profit & loss Section

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Current Tax :		
Current Income tax Charges	5,571,336	1,268,409
Tax reversal of earlier year	17,388	-
Deferred Tax :		
Relating to the origination and reversal of temporary differences	295,254	718,593
Income Tax expenses recognised in Statement of Profit & Loss	5,883,978	1,987,002

Other comprehensive income Section

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	73,575	-17,907
Fair value changes of investments	706,394	-366,809
Income Tax charged to OCI	779,969	(384,716)

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Accounting Profit before tax	16,808,877	9,190,308
Income tax expense calculated at 27.82% (2019-2020: 25%)	4,676,230	2,297,577
Tax Effect of:		
Expenses that are not deductible in determining taxable profit	361,058	160,842
Dep Expenses that are not deductible in determining taxable profit	325,041	193,287
Effect of income that is exempt from taxation	-	(11,309)
Effect of lower tax rates for the long term capital gain	191,619	-
Others	312,642	(653,395)
Tax Reversal of earlier years	17,388	-
Income tax expense recognised in Statement of Profit and Loss	5,883,978	1,987,002

Note 30 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in basic and diluted EPS computations :

Particulars	Year ended	Year ended
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Profit attributable to equity shareholders for Basic EPS (A)	10,924,899	7,203,306
Add: Dilutive effect on profit (B)	-	-
Profit attributable to equity shareholders for Diluted EPS C=(A+B)	10,924,899	7,203,306
Weighted average number of equity shares outstanding for Basic EPS (D)	7,083,301	7,081,000
Add: Dilutive effect of share warrants outstanding number of equity shares * (E)	4,767	-
Weighted average number of equity shares for Diluted EPS (F=D+E)	7,088,068	7,081,000
Face value per equity share (₹)	10	10
Earnings per share		
Basic	1.54	1.02
Diluted	1.54	1.02

* On account of Preferential allotment-(Refer Note 36).

Note 31 Contingent liabilities, contingent assets and commitments

There are demands of Income tax aggregating to ₹ 283 lakhs, against which the company had filed an appeal to Hon'ble Mumbai ITAT and the demand has been deleted in view of favourable decision of Mumbai ITAT. Further, against the decision of ITAT, the department filed an appeal to High Court of Mumbai. The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

Note 32 Employee Benefits**a. Disclosures related to defined contribution plan**

Particulars	Year ended	Year ended
	31 st March, 2021	31 st March, 2020
	Amount (₹)	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	1,396,952	1,572,918

b. Disclosures related to defined benefit plan

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity on departure at last drawn basic salary for each completed year of service or part thereof.

The plan is funded with Life Insurance Corporation under their Group Gratuity Scheme. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss, the fund status and amounts recognized in the balance sheet:

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Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
Net employee benefit expense (included under employee benefit expenses)		
Current Service Cost	430,321	350,046
Interest on defined benefit obligation	(5,817)	(19,323)
Past Service Cost (vested benefits)	-	-
Net employee benefit expenses	424,504	330,723
Details of the employee benefits obligations and plan assets are as follows:		
Present value of opening funded obligation	3,493,313	2,961,550
Fair value of opening plan assets	3,437,054	3,117,046
Net defined benefit (assets)/liability at the beginning of the year	56,259	(155,496)
Details of changes in present value of defined benefit obligation are as follows:		
Opening defined benefit obligation	3,493,313	2,961,550
Current service cost	430,321	350,046
Interest on defined benefit obligation	234,723	223,240
Past Service Cost (vested benefits)	-	-
Contribution paid	(5,308)	(79,114)
Benefits due but not settled / paid	(77,688)	-
Remeasurement due to:		
Actuarial (Gain)/Loss arising from changes in experience	(167,287)	(167,555)
Actuarial (Gain)/Loss arising from changes in financial assumptions	2,548	205,146
Return on Plan Assets excluding net interest		
Closing defined benefit obligation	3,910,622	3,493,313
Details of changes in fair value of plan assets are as follows:		
Opening fair value of plan assets	3,437,054	3,117,046
Interest on plan assets	240,540	242,563
Employer contribution	205,893	194,841
Benefits paid	(5,308)	(79,114)
Remeasurement due to - actual return on plan assets less interest on plan assets	25,831	(38,282)
Closing fair value of plan assets	3,904,010	3,437,054
Present value of funded obligation	3,910,622	3,493,313
Fair value of plan assets	3,904,010	3,437,054
Net defined benefit liability/(Assets) at the end of the year	6,612	56,259
Sensitivity analysis		
Defined benefit obligation	3,910,622	3,493,313
Defined benefit obligation, using discount rate plus 100 basis points	3,672,620	3,158,777
Defined benefit obligation, using discount rate minus 100 basis points	4,181,677	3,677,124
Defined benefit obligation, using salary growth rate plus 100 basis points	4,128,269	3,614,015
Defined benefit obligation, using salary growth rate minus 100 basis points	3,721,392	3,216,384

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
	Amount (₹)	Amount (₹)
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:		
Funds managed by insurers (LIC of India)	100%	100%
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below		
Discount rate (p.a.)	6.79	6.80
Expected salary increase (p.a.)	3.00	3.00
Expected average remaining service	15.97	17.00
Retirement Age	58 years	58 years
Employee Attrition Rate		
Upto Age of 44	2%	2%
Upto Age of 45 and above	1%	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

Note 33 Financial instruments – Fair values and risk management

I Fair value measurements

A. Accounting Classifications and Fair Values

The carrying amounts and fair values of financial instruments by class are as follows:

Particulars	Note	Carrying Value/Fair Value	
		As at 31 st March, 2021	As at 31 st March, 2020
Financial assets:			
Financial assets measured at fair value			
Investments measured at OCI			
Investments in equity instruments	5	2,407,389	1,429,924
Investments in mutual fund	5	-	6,795,609
Financial assets measured at amortised cost			
Investments in equity instruments	5	10,000	10,000
Loan Receivables-Non Current	6	-	13,187,124
Trade receivables	10	53,477,825	46,811,672
Cash and cash equivalents	11(a)	45,275,716	12,166,420
Bank balances other than above	11(b)	71,283,606	3,249,709
Other			
Non current	7	43,433	-
Current	-	-	-
		172,497,969	83,650,458
Financial liabilities:			
Financial liabilities measured at amortised cost			
Borrowings			
Non-Current	-	-	-
Current	16	192,679	12,450,218
Trade payables			
Dues to Micro & Small Enterprises	17	234,319	317,580
Other Than Micro & Small Enterprises	17	66,469,461	57,269,755
		66,896,460	70,037,553

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

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B. Fair Value Hierarchy

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

C. Fair Value measurements

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2021					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	2,417,389	2,407,389	-	-	2,407,389
Investments in mutual fund	-	-	-	-	-
Fair value measurements as at 31st March, 2020					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	1,429,924	1,429,924		-	1,429,924
Investments in mutual fund	6,795,609	6,795,609		-	6,795,609
	8,225,533	8,225,533	-	-	8,225,533

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
2. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Other financial assets and liabilities

1. Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.

2. Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

II. Financial risk management

Financial risk management objectives and policies

“The Company’s principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company’s principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations. The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company’s senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.”

(i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Trade receivables and other financial assets:

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the Management also evaluates the factors that may influence the credit risk of its customer base, including the default risk. The management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company’s standard payment and delivery terms and conditions are offered. The Company’s review includes external ratings, if available, financial statements, credit agency information, industry information and in some case bank references. Sales limits are established for each customer and reviewed annually. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company assesses at each reporting date whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivables. The Company does hold collateral as security from its customers. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Particulars	As at	As at
	31 st March, 2021	31 st March, 2020
Trade Receivables	53,477,825	46,811,672
Allowance for doubtful debts (expected credit loss allowance)	1,252,212	-
Percentage	2.34	-

(ii) Liquidity risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Note 34 Leases

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

Note 35 Impact of COVID-19

In March 2020, the World Health Organisation declared COVID-19 to be a pandemic. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Company has considered internal and external information while finalizing various estimates in relation to its financial statement captions upto the date of approval of the financial statements by the Board of Directors. The actual impact of the global health pandemic may be different from that which has been estimated, as the COVID -19 situation evolves in India and globally. The Company will continue to closely monitor any material changes to future economic conditions.

Note 36 Other Event-

There is difference between issued capital consisting of 79,20,997 nos of Equity shares of face value of ₹ 10 each and Listed capital consisting of 70,81,000 nos of Equity shares of face value of ₹ 10 each ,since Application is pending with Exchange for listing of Shares. pursuant to BSE approval the difference between Issued and Listed capital will be resolved.

Note 37 Related party disclosures

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

Names of related parties and description of relationship

A. Enterprises over which key management personnel or their relatives exercise significant influence

Sandu Brothers Private Limited

B Key managerial personnel

Shri Bhaskar B. Sandu	Non Executive Director
Umesh .B .Sandu	Managing Director
Rakesh Parekh	Chief Financial Officer
Pratika Mhambray	Company Secretary
Dilip R Salgoacar	Independent Director
Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director

Shri K Vinay Kumar	Independent Director
Shashank B. Sandu	Non Executive Director
Shubhada P. Sandu	Non Executive Director

C Relative to key managerial personnel**Transactions with related parties**

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2020 to 31 st March, 2021	Balance as at 31 st March, 2021	1 st April, 2019 to 31 st March, 2020	Balance as at 31 st March, 2020
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A. Remuneration paid to Key Management Personnel [refer note (1) below]							
1	Umesh B. Sandu	Managing Director	Salary and perquisites <i>Balance Payable/ Receivable</i>	3,415,270	-	3,402,000	-
2	Shri Bhaskar B. Sandu	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	30,000	-	-	-
3	Dilip R Salgoacar	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	25,000	-	-	-
4	Dr Madan L Kapre	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	30,000	-	-	-
5	Shri K Vinay Kumar	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	25,000	-	-	-
6	Shashank B. Sandu	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	30,000	-	-	-
7	Shubhada P. Sandu	Non Executive Director	Director's Sitting Fees <i>Balance Payable/ Receivable</i>	30,000	-	-	-
8	Rakesh Parekh	Chief Financial Officer	Salary and perquisites <i>Balance Payable/ Receivable</i>	1,078,397	(71,159)	1,189,039	-
9	Pratika Mhambray	Company Secretary	Salary and perquisites <i>Balance Payable/ Receivable</i>	6,50,760	(56,250)	473,484	-

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Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2020 to 31 st March, 2021	Balance as at 31 st March, 2021	1 st April, 2019 to 31 st March, 2020	Balance as at 31 st March, 2020
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
B. Loans/Deposit given and repayment thereof							
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Interest accrued	230,274		3,029,964	
			Deposit Given		-		50,000,000
			Balance receivable		-		12,055,000
C. Sale/purchase of goods, services and other transactions							
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods*	7,746,451		4606120	
			Purchases*	193,102,196		169,898,879	
			Royalty Paid*	11,577,295		8,675,179	
			Balance (Payable)/ Receivable		(14,725,254)		(6,229,158)

Note :

- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2021 (March 31, 2020 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
- * Sales, Purchase & Royalty paid figures mentioned are Net of GST .

Significant Accounting policies

The accompanying Notes from 31 to 37 are an integral part of Financial Statements.

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Umesh B. Sandu
(Managing Director)

DIN:01132141

Sd/-

Rakesh Parekh
(CFO)

Shashank B. Sandu
(Director)

DIN:00678098

Sd/-

Pratika Mhambray
(CS)

Place: Mumbai

Dated : 30th June,2021

Place: Mumbai

Dated : 30th June,2021



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