

Date: September 02, 2024

**BSE Limited,**  
Market Operations Dept.  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.

**Scrip Code: 532039**

**Subject: Annual Report 2023-24 and Notice of 35<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report for the financial year 2023-24 including the Notice of Thirty-fifth Annual General Meeting (“35<sup>th</sup> AGM”), scheduled to be held on Friday, September 27, 2024 at 10:30 a.m. IST through Video Conferencing.

The Annual Report 2023-24 can be accessed on the Company’s website at:  
<http://zenotechlab.com/annual-report/>

The cut-off date for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of 35<sup>th</sup> AGM, is Friday, September 20, 2024. The remote e-voting period begins on Tuesday, September 24, 2024 at 09:00 a.m. IST and ends on Thursday, September 26, 2024 at 05:00 p.m. IST.

**For Zenotech Laboratories Limited**

(Abdul Gafoor Mohammad)  
**Company Secretary & Compliance Officer**  
ICSI Membership No.: A22331

*Encl: as above*



## ZENOTECH LABORATORIES LIMITED

CIN: L27100TG1989PLC010122

### Board of Directors

Dr. Azadar Husain Asghar Mehdi Khan	:	Non-Executive Director
Jignesh Anantray Goradia	:	Non-Executive Director
Kavita Rakesh Shah	:	Independent Director
Chintan Jitendra Shah	:	Independent Director
Jagruti Prashant Sheth	:	Independent Director
Rakeshchandra Jagdishprasad Sinha	:	Non-Executive Director

### Key Managerial Personnel

Devendra Chandrakant Shenvi Kenkre	:	Chief Executive Officer (upto July 24, 2024)
Poly K.V.	:	Chief Financial Officer
Abdul Gafoor Mohammad	:	Company Secretary & Compliance Officer
Manufacturing & Registered Office	:	Survey No.250-252, Turkapally Village, Shamirpet Mandal, Hyderabad – 500 078 Telangana State, India Telephone Nos. +91 90320 44584/585/586 Email Id: <a href="mailto:info@zenotech.co.in">info@zenotech.co.in</a> Website: <a href="http://www.zenotechlab.com">www.zenotechlab.com</a>

<b>Registrar and Share Transfer Agent</b>	:	KFin Technologies Limited (formerly, KFin Technologies Private Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana State, India Telephone Nos.: 1800-3454-001 (Toll Free) Email Id: <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a>
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<b>Statutory Auditors</b>	:	M/s. PKF Sridhar & Santhanam LLP 8-2-577/B/5F, Road No.8, 5 <sup>th</sup> Floor, Maas Heights, Banjara Hills, Hyderabad – 500 034, Telangana State. India
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<b>Secretarial Auditor</b>	:	Mr. Mahadev Tirunagari Company Secretary in Practice Hyderabad, Telangana State, India.
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<b>Internal Auditor</b>	:	V R P S & Co., (formerly, N. Sai Baba & Co., Chartered Accountants Hyderabad, Telangana State, India.
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### 35<sup>TH</sup> ANNUAL GENERAL MEETING

Friday, September 27, 2024 at 10:30 A.M

Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

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**Important Communication to Members:**

Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants

## NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Thirty-fifth (35<sup>th</sup>) Annual General Meeting of the members of Zenotech Laboratories Limited will be held on Friday, September 27, 2024 at 10:30 a.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)**, to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Audited Standalone Financial Statements**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

#### **Item No. 2: Re-appointment of Dr. Azadar Husain Asghar Mehdi Khan as a Director, liable to retire by rotation**

To appoint Dr. Azadar Husain Asghar Mehdi Khan (DIN: 01219312), who retires by rotation and being eligible, has offered himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Item No. 3: Approval for Material Related Party Transaction(s) with Sun Pharmaceutical Industries Limited**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**‘SEBI Listing Regulations’**), the Company’s Policy on Materiality of and Dealing with Related Party Transactions and based on the approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to related party transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) to be entered into individually or taken together with previous transactions during the FY 2024-25 between the Company and Sun Pharmaceutical Industries Limited (**‘SPIL’**), a holding Company/Promoter of the Company on such terms and conditions as mentioned therein and as may be mutually agreed between the Company and SPIL, aggregating to an amount of ₹ 200 Crores (Rupees Two Hundred Crores) provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’) of the Company and any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

By Order of the Board of Directors  
For **Zenotech Laboratories Limited**

Date: July 26, 2024  
Place: Hyderabad

**Abdul Gafoor Mohammad**  
Company Secretary & Compliance Officer  
(ICSI Membership No.: A22331)

#### **Registered Office:**

Zenotech Laboratories Limited  
Survey No.250-252, Turkapally Village,  
Shamirpet Mandal,  
Hyderabad – 500 078, Telangana State  
CIN: L27100TG1989PLC010122  
Tel No. +91 9032044584/585/586  
Email: info@zenotech.co.in  
Website: www.zenotechlab.com

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act')

As required under Section 102 of the Companies Act, 2013 ("the Act"), the following statements set out material facts about the Special Business at Item No. 3 of the Notice.

### Item No.3: Approval for Material Related Party Transaction(s) with Sun Pharmaceutical Industries Limited

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee considered and approved Related Party Transactions proposed to be entered into/ on-going transactions with Sun Pharmaceutical Industries Limited, ('SPIL'), a holding Company/Promoter of the Company, since the Company manufactures the products offered by SPIL under Loan Licensing arrangement and mainly depends on SPIL for its current operations to sustain by itself. The maximum annual value of the proposed transactions with the SPIL is estimated based on Company's current transactions with them and future business projections.

Approval of the shareholders was obtained at the 33<sup>rd</sup> Annual General Meeting ('AGM') held on September 24, 2022 for transactions between SPIL and the Company, aggregating to an amount of ₹ 200 Crores for each of the financial year (FY) commencing from FY 2022-23 to FY 2025-26, i.e., four (4) financial years. However, on a conservative basis, it is proposed that the approval of the shareholders should also be obtained necessarily year-on-year basis and hence we are again seeking approval for FY2024-25 from the shareholders though the same was approved at 33<sup>rd</sup> AGM. The Material Related Party Transactions placed for Member's approval have been approved by the Audit Committee.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into/continuing with the existing RPTs with SPIL aggregating to an amount of ₹ 200 Crores for the FY 2024-25. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

It is in the above context that Resolution No. 3 is placed for the approval of the Members of the Company.

The Audit Committee considered and approved the following cumulative transactions with SPIL aggregating to an amount of ₹ 200 Crores for the FY 2024-25:

Sl. No.	Name of the Related Party	Relationship	Nature of transaction(s)* (singly or all together)	Tenure	Annual Limit {maximum value of all transactions taken together for the FY 2024-25} (₹ in Crores)
1	Sun Pharmaceutical Industries Limited	Promoter Company	Sales	On-going**	200
2	Sun Pharmaceutical Industries Limited	Promoter Company	Conversion Charges	On-going**	
3	Sun Pharmaceutical Industries Limited	Promoter Company	Purchases	On-going	
4	Sun Pharmaceutical Industries Limited	Promoter Company	Leasing of Equipment/ Facility	7 years**	
5	Sun Pharmaceutical Industries Limited	Promoter Company	Purchase of Equipment	On-going	
6	Sun Pharmaceutical Industries Limited	Promoter Company	Term Loan/ Trade Advances	3 years**	
7	Sun Pharmaceutical Industries Limited	Promoter Company	Term Loan Interest	3 years**	
8	Sun Pharmaceutical Industries Limited	Promoter Company	Reimbursement of expenses	7 years**	

\* Transaction(s) are in the ordinary course of business and on arms' length basis

\*\*as per agreement entered by the Company with SPIL

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the Act, required to be disclosed is as follows:

- i) Type, material terms and particulars of the proposed transaction: As provided in the above table, all the transactions are material in nature and the transactions were on-going.
- ii) Name of the Related Party and its relationship with the Company including nature of its concern or interest (financial or otherwise): Sun Pharmaceutical Industries Limited, Promoter of the Company and holding company.
- iii) Tenure of the proposed transaction (particular tenure shall be specified): As provided in the above table.
- iv) Value of the proposed transaction: As provided in the above table.
- v) The percentage of the Company's annual turnover, for the immediately preceding financial year, i.e. represented by the value of the proposed transaction: 100%
- vi) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company: Not applicable
- vii) Justification as to why the Related Party Transactions is in the interest of the Company: The above transactions are based on business requirements and are necessary for the smooth and efficient functioning of the Company.
- viii) A copy of the valuation or other external party report, if any such report has been relied upon: Arm's length Certificate received from Independent Chartered Accountant.
- ix) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis: Negligible
- x) Any other information that may be relevant: The proposed transactions of the Company with the aforesaid party are in the ordinary course of business and on arm's length basis.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the aforesaid proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 3 of the Notice.

Except Dr. Azadar Husain Asghar Mehdi Khan and Mr. Rakeshchandra Jagdishprasad Sinha, Directors, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in Item No. 3 of the Notice for approval of the Members by way of Ordinary Resolution.

### Profile of Directors seeking appointment/re-appointment

Details of Directors seeking appointment/re-appointment at the 35<sup>th</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and revised Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Azadar Husain Asghar Mehdi Khan
DIN	01219312
Date of Birth	01/10/1967
Date of First Appointment on the Board	August 25, 2015
Qualifications	He has been conferred Honorary Doctoral Awards (Honoris Causa) in the field of Management, by the Governing Council of Confederation of International Accreditation Commission in affiliation with KEISIE International University-KIU, South Korea. He holds a Post Graduate Diploma in Psychological Counselling and Masters of Science in Counselling and Psychotherapy from Institute of Psychotherapy and Management Sciences.
Brief resume of the Director including nature of expertise in specific functional areas:	He is heading India Regulatory Affairs, Corporate Relations, and Corporate Social Responsibility function. Previously he has served at leadership positions in functions viz. Human Resources, Clinical Research. He is a member of Research Advisory Committee (RAC) of Integral University, Lucknow, recognized as a Scientific and Industrial Research Organization by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India

Name of the Director	Dr. Azadar Husain Asghar Mehdi Khan
No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
Directorship held in other companies (excluding foreign companies and section 8 companies)	Nimbua Greenfield (Punjab) Limited
Membership / Chairmanships of Committees of other public Companies	None
Listed entities from which the person has resigned in the past three years	None
Inter-se Relationship between Directors	None

**NOTES:**

- Pursuant to various circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI, and other applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (together referred to as “applicable provisions”), the 35<sup>th</sup> Annual General Meeting (“AGM” / “Meeting”) of the Company is being held through video conferencing (“VC”) or other audio-visual means (“OAVM”).
- Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for this 35<sup>th</sup> AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email to [mahadev.pcs@gmail.com](mailto:mahadev.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of this 35<sup>th</sup> AGM, i.e. September 27, 2024. Members seeking to inspect such documents can send an email to [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in).
- In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the ‘Instructions for e-voting’ section which forms part of this Notice. The Board has appointed Mr. Mahadev Tirunagari, Practicing Company Secretary, Hyderabad (Membership No. FCS 6681 CP No. 7350), as the scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner.
- Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. September 20, 2024, may cast their votes electronically.



**The e-voting period commences on Tuesday, September 24, 2024 (9:00 a.m. IST) and ends on Thursday, September 26, 2024 (5:00 p.m. IST).**

The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 20, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
9. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 20, 2024, may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 20, 2024, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
10. In compliance with the Circulars, the Annual Report 2023-24, the Notice of the 35<sup>th</sup> AGM and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report.
12. Members may also note that the Notice of the 35<sup>th</sup> AGM and the Annual Report 2023-24 will also be available on the Company's website, <http://zenotechlab.com/annual-report/>, website of the stock exchange, i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>.
13. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the director seeking re-appointment at this AGM, forms part of this Notice.
14. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at [einward.ris@kintech.com](mailto:einward.ris@kintech.com). The forms for updating the same are available at <http://zenotechlab.com/forms-for-shareholders/>.  
  
Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
15. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website at <http://zenotechlab.com/forms-for-shareholders/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
16. The Scrutinizer will submit his report to the Chairperson or to any other person authorized by the Chairperson after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange at [www.bseindia.com](http://www.bseindia.com), NSDL website, <https://www.evoting.nsdl.com> and will also be displayed on the Company's website, [www.zenotechlab.com](http://www.zenotechlab.com).

17. Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an e-Mail ID: [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in) exclusively for quick redressal of members/ investors grievances.

### **INSTRUCTIONS FOR E-VOTING**

#### General guidelines for VC participation

- i. Members may note that the 35<sup>th</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars.
- ii. The Members can join the 35<sup>th</sup> AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure as detailed in this Notice. As per the MCA Circulars, the facility of participation at the 35<sup>th</sup> AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 35<sup>th</sup> AGM without restriction on account of first come first served basis.
- iii. 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 below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- iv. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- v. Shareholders who would like to express their views/ ask questions during the 35<sup>th</sup> AGM may register themselves by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in) on or before September 20, 2024.  
  
Only registered speakers shall be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- vi. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number/ folio number, e-mail id and mobile number, to [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in). These queries will be suitably replied to by the Company by e-mail.

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to the NSDL e-voting system


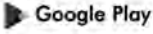


Step 2: Cast your vote electronically on NSDL e-voting system.

#### **Step 1: Access to the NSDL e-voting system**

##### **A) Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode**

In terms of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

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	<p>I. NSDL IDeAS Facility</p> <p><b>If you are already registered for the NSDL IDeAS facility,</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or mobile phone.</li> <li>2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section.</li> <li>3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page.</li> <li>5. Click on options available against company name or e-voting service provider – NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol> <p><b>If the user is not registered for IDeAS e-Services,</b></p> <ol style="list-style-type: none"> <li>1. The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDeAS” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Upon successful registration, please follow steps given in points 1 - 5 above.</li> </ol> <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com /</a> either on a personal computer or mobile phone.</li> <li>2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.</li> <li>5. Shareholders / members can also download the NSDL mobile app ‘NSDL SPEED-e’ by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: right;"> <p><b>NSDL Mobile App is available on</b></p>     </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for the CDSL Easi / Easiest facility can log in using their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon and New System Myeasi Tab and then use your existing my easi username and password.</li> </ol>

Type of Shareholders	Login method
	<ol style="list-style-type: none"> <li>2. Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from the e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> homepage. The system will authenticate the user by sending OTP on the registered mobile and email as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting service providers.</li> <li>3. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</li> <li>4. If the user is not registered for Easi / Easiest, the option to register is available on the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login and New System Myeasi Tab and then click on the registration option.</li> </ol>
Individual shareholders (holding securities in demat mode) logging in through their depository participants	<ol style="list-style-type: none"> <li>1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.</li> <li>2. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" options available on the above-mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call 022-4886 7000.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 1800-21-09911.

B) Login method for e-voting and voting during the meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of e-voting system is launched, click on the icon "Login", available under 'Shareholder/Member'.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	
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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***.

6. Your password details 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 in 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 this Notice.
7. 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.nsd.com](http://www.evoting.nsd.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is **130292**.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company**

1. Shareholders may sent a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-Voting.
2. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
4. If you are an Individual shareholder 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 voting during the meeting for Individual shareholders holding securities in demat mode.

**General guidelines for e-voting**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [mahadev.pcs@gmail.com](mailto:mahadev.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
3. It is strongly recommended that you do not 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](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call 022-4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) to get your grievances on e-voting addressed.

**Information at a glance**

Particulars	Details
Time and date of AGM	10:30 a.m. IST, Friday, September 27, 2024
Mode	Video conference and other audio-visual means
Participation through video-conferencing	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Cut-off date for e-voting	Friday, September 20, 2024
E-voting start time and date	9:00 a.m. IST, Tuesday, September 24, 2024
E-voting end time and date	5:00 p.m. IST, Thursday, September 26, 2024
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	Contact name: <b>Amit Vishal</b> Assistant Vice President <b>Pallavi Mhatre</b> Senior Manager <b>National Securities Depository Limited</b> 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower, Parel, Mumbai 400013, India Contact details: Email ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> ; Contact number: 022-4886 7000.
Name, address and contact details of Registrar and Transfer Agent	Contact name: <b>Mr. Rajeev Kumar</b> Manager <b>KFin Technologies Limited</b> Unit: Zenotech Laboratories Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 Contact details: Email ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; Contact number: 1800-309-4001



## BOARD'S REPORT

Your Directors take pleasure in presenting the Thirty-Fifth (35<sup>th</sup>) Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2024 ('FY 2023-24').

### Financial Results-

The Company's financial performance for FY 2023-24:

(₹ in Lakhs)

S. No.	Particulars	2023-24	2022-23
(i)	Revenue from operations	3,676.15	3,835.29
(ii)	Other Operating Income	407.16	407.14
(iii)	Other income	100.41	108.37
(iv)	Total Revenue (i+ii+iii)	4,183.72	4,350.80
(v)	Depreciation	708.52	717.27
(vi)	Finance cost	0	11.22
(vii)	Other expenses	2,361.06	2,172.08
(viii)	Total Expenses (v+vi+vii)	3,069.58	2,900.57
(ix)	Profit/(Loss) before exceptional items and tax (iv-viii)	1,114.14	1,450.23
(x)	Deferred tax	284.27	291.70
(xi)	Profit/(Loss) after tax (ix-x)	829.87	1,158.53
(xii)	Other Comprehensive Income	-2.72	3.35
(xiii)	Total Comprehensive Income for the period (xi+xii)	827.15	1,161.88
(xiv)	Loss brought forward from previous year	-18,830.36	-19,992.24
(xv)	Profit/(Loss) carried forward to Balance Sheet (xiii+xiv)	-18,003.22	-18,830.36

### Performance review and the state of Company's affairs

During the year under review, the Company recorded revenue of ₹ 3,676.15 Lakhs (Previous year ₹ 3,835.29 Lakhs) from its operations, 4% decrease over the corresponding previous year, due to decrease in volumes for General Injectables and Eye-care formulations, whereas marginal increase in volumes mainly in Oral Solid Dosage form and parenteral depot formulations supported in maintaining the estimated revenues. The Company reported profit after tax of ₹ 829.87 Lakhs as against previous year reported profit after tax of ₹ 1,158.53 Lakhs. Based on the projected business plans for the current and forthcoming years, the Company believes that it can maintain its positive performance by utilizing its resources to its maximum.

Your Company is constantly striving to optimize its operational capacities, restricting costs to remain competitive which would help to improve the operational efficiency.

### Transfer to Reserves

The Board of Directors do not propose any transfer to reserve.

### Dividend

The Board of Directors of your Company, after ascertaining the relevant circumstances, has decided that it would be prudent not to recommend any dividend for the year under review.

### Subsidiaries/ Joint Ventures/ Associates

The Company does not have any joint venture or associate company. The Company's overseas subsidiaries viz., Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc. (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation Certificate dated 8<sup>th</sup> June, 2022 and Long Form Standing Certificate dated 15<sup>th</sup> June, 2022 respectively, received from the concerned authorities. Accordingly, the Company is of the view that it does not have subsidiaries, joint ventures and associates within the definition of Ind AS 110 and hence no longer CFS is applicable. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

For more information on subsidiaries, please refer to section "Consolidated financial statements" in this Report.

**Annual Return:**

The Annual Return as required under sub-section (3) of Section 92 of the Companies Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at <http://zenotechlab.com/annual-report/>.

**Internal Controls**

The management believes that internal controls are the prerequisite of governance and that action emanating from agreed business plans should be exercised within a framework of checks and balances. The management is committed to ensuring adequate internal controls environment commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws and regulations, ensures reliability and accuracy of records, promotes operational efficiency, protects resources and assets, helps to prevent and detect fraud, errors and irregularities and overall minimizes the risks.

**Internal Financial Controls**

The Company has a well-established internal financial controls framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of internal financial controls. The management is committed to ensuring an effective internal financial controls environment, commensurate with the size and complexity of the business, which provides an assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

**Human Resources & Industrial Relations**

The Company believes that Human Resource is its most valuable resource which has to be nurtured well and equipped to meet the challenges in the Industry the Company operates. The staff is highly motivated with good work culture, training, remuneration packages and the values.

The top priority for the Human Resource function was providing a safe work environment to employees. Your Directors would like to take this opportunity to express their gratitude and appreciation for the passion, dedication and commitment of the employees and look forward to their continued contribution.

**Remuneration Policy**

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Schedule II Part D of Listing Regulations, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a Director.

The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management. The purpose of the Remuneration Policy is to establish and govern the procedure applicable: a) To evaluate the performance of the members of the Board. b) To ensure remuneration payable to Directors, KMP & other senior Management, strike appropriate balance and commensurate, among others, with the functioning of the Company and its long term objectives. c) To retain, motivate and promote talent within the Company and to ensure long term sustainability of the managerial persons and create competitive advantage.

The Remuneration Policy is available on the website of the Company, <http://zenotechlab.com/policies/>

**Particulars of Employees**

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure-1 to this Report.

Further, the information pertaining to Rule 5(2) and 5(3) of the aforesaid Rules, a statement showing the names and other particulars of the top ten employees in terms of remuneration drawn is available for inspection at the Registered Office of the Company and pursuant to the proviso to Section 136(1) of the Companies Act, 2013, the report and the accounts are being sent to the members of the Company excluding this information. Any shareholder interested in obtaining such information may write to the Company Secretary at the Registered Office address of the Company. During the year under review, none of the employees was in receipt of remuneration in excess of the limits as stipulated in the Rule 5(2) of the aforesaid Rules.

**Board Performance Evaluation**

During the year, annual performance evaluation of the Board and Committees of the Board, individual Directors, was carried out as per the criteria and process approved by Nomination and Remuneration Committee, which is in line with the SEBI Guidance Note on Board Evaluation.



The Board discussed upon the outcome of performance evaluation and concluded that they were satisfied with the overall performance of the Board and Committees of the Board and Directors individually. The Board also assessed the fulfilment of the independence criteria by the Independent Directors of the Company and their independence from the management as specified in the Listing Regulations.

The performance evaluation of the Non-Independent Directors and the performance of the Board as a whole was discussed at the separate meeting of the Independent Directors as well.

#### **Familiarization Programme for the Independent Directors**

In compliance with the requirements of Regulation 25(7) of the Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The policy and programme details are available on the website of the Company, <http://zenotechlab.com/policies/>

#### **Changes in Capital Structure**

During the year under review, there was no change in the Capital Structure of the Company. The Share Capital of the Company stood at ₹ 61,03,05,680/- (6,10,30,568 Equity Shares of ₹ 10/- each).

#### **Auditors**

##### **Statutory Auditors**

M/s. PKF Sridhar & Santhanam LLP (Firm registration number- 003990S/S 200018) Chartered Accountants, Hyderabad were re-appointed as the Statutory Auditors of the Company for a further period of 5 (five) years at the 31<sup>st</sup> Annual General Meeting of the Company to hold office till the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025.

The Auditor's Report for the financial year ended March 31, 2024, has been issued with an unmodified opinion, by the Statutory Auditors.

##### **Secretarial Auditor**

The Board had appointed Mr. Mahadev Tirunagari, Company Secretary in Practice, Hyderabad, to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report in the Form MR-3 for the year is provided as Annexure-2 to this Report. The Secretarial Audit Report for the year does not contain any qualification, reservation or adverse remark.

##### **Cost Auditor**

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act and accordingly the Cost Audit is not applicable.

##### **Secretarial Standards**

The Company has complied with the applicable Secretarial Standards as amended from time to time.

##### **Consolidated financial statements**

Books of accounts and other related records/documents of the overseas subsidiaries of the Company were missing and due to non-availability of those records/information, the Company is unable to prepare consolidated accounts and attach the required statements and particulars in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The facts of the case had already been reported in earlier years.

Overseas subsidiaries were apparently created; investments and loans were made during the period from 2006-07 to 2010-11 under the erstwhile management headed by Late Dr. Jayaram Chigurupati. Therefore, it was the responsibility of that management to handover those details to the Company during the transition. However, no details on those subsidiaries were made available to your Company. Despite several attempts by the Company to recover them, details concerning those subsidiaries including the documents and certificates related to the foreign exchange transactions which included loans and investments made to those foreign subsidiaries, could not be obtained.

These subsidiaries viz., Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc. (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation Certificate dated 8<sup>th</sup> June, 2022 and Long Form Standing Certificate dated 15<sup>th</sup> June, 2022 respectively, received from the concerned authorities. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of Ind AS 110 and hence Consolidated Financial Statements are no longer applicable. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

The Company had filed a complaint before the Hon'ble Economic Offences Court, Nampally, Hyderabad, under the provisions of Section 630 of erstwhile Companies Act, 1956 against the former Managing Director, Late Dr. Jayaram Chigurupati, who was in complete control over the Company affairs during the period of these events. However, due to demise of Dr. Jayaram Chigurupati on January 31, 2019 the case before Economic Offence Court was abated.

#### **Other Disclosures**

- ♦ During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of fraud committed in the Company by its Officers or employees to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013.
- ♦ There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

#### **Directors' Responsibility Statement**

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

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Management Discussion and Analysis**

The Management Discussion and Analysis as prescribed under Part B of Schedule V read with Regulation 34(3) of the Listing Regulations is provided in a separate section and forms part of this Report which includes the state of affairs of the Company.

#### **Corporate Governance Report**

The Corporate Governance Report and the Certificate from Mr. Mahadev Tirunagari, Company Secretary in Practice, Hyderabad, as stipulated in Schedule V of the Listing Regulations, are provided in a separate section and forms part of this Report.

#### **Public Deposits**

The Company has not accepted any deposit from the Public during the year under review.

#### **Directors and Key Managerial Personnel**

Pursuant to Section 152 of the Companies Act, 2013, Dr. Azadar Husain Asghar Mehdi Khan (DIN: 01219312), Director, is liable to retire by rotation at the ensuing 35<sup>th</sup> Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his appointment.

Pursuant to Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Poly K.V., Chief Financial Officer and Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer continued as the 'Key Managerial Personnel' of the Company.

Subsequent to the financial year end, Mr. Devendra Chandrakant Shenvi Kenkre has tendered his resignation as the Chief Executive Officer ("Key Managerial Personnel") of the Company vide his letter dated May 17, 2024 due to personal reasons. His last working day as the Chief Executive Officer ("Key Managerial Personnel") was on the closing of business hours on July 24, 2024.

The necessary disclosures required under the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, for the above-mentioned re-appointment is provided in the Notice of 35<sup>th</sup> Annual General Meeting of the Company.

#### **Declaration by Independent Directors**

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and the Listing Regulations and are independent of the management.

#### **Board Meetings**

The Board of Directors of the Company met 5 (five) times during the year under review. The dates of the Board meeting and the attendance of the Directors at the said meetings are provided in the Corporate Governance Report, which forms a part of this Report.

#### **Committees of the Board**

As on March 31, 2024, the Board has 4 (four) Committees. Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and Corporate Social Responsibility Committee.

The details pertaining to the meetings and composition of the Committees of the Board are included in the Corporate Governance Report, which forms part of this Report.

#### **Loans, Guarantees & Investments**

During the year under review, your Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under Section 185 and 186 of the Companies Act, 2013.

#### **Related Party Transactions**

The policy on Related Party Transactions as approved by the Board is available on the website of the Company and can be accessed through the web link: <http://zenotechlab.com/wp-content/uploads/2022/08/Zenotech-Policy-on-Related-Party-Transactions-2022.pdf>.

All contracts/arrangements/transactions entered by the Company during the year under review with the related parties were in the ordinary course of business and on an arm’s length basis.

As required under Section 134(3)(h) of the Act, details of transactions entered with related parties under the Act exceeding ten percent of the annual consolidated turnover as per the last audited financial statements are given in Form AOC-2 provided as Annexure-3 to this Report.

#### **Risk Management**

The Company’s policy for Risk Management is to apply best practice in identifying, evaluating and cost-effectively controlling risks to ensure that any residual risks are at an acceptable level. Whilst it is not possible to eliminate the risk absolutely, effort is underway to actively promote and apply best practices at all levels and to all its activities, including its dealing with external partners.

#### **Corporate Social Responsibility**

In compliance with the requirements of Section 135 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee. The details of membership of the Committee and the meetings held are detailed in the Corporate Governance Report, forming part of this Report. The CSR Policy of the Company is available on the website of the Company and can be assessed through the web link, <http://zenotechlab.com/policies/>

The annual report on CSR activities is appended as Annexure-4 to this Report.

#### **Disclosure under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013**

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

During the financial year ended March 31, 2024, no complaint pertaining to sexual harassment was received by the Company. Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Environment, Health & Safety**

The Company's Environment, Health & Safety (EHS) imperatives are part of its broader sustainability journey. These initiatives focus on reducing the environment footprint, help enhance well-being of employees and set high safety standards for employees, contractors and visitors. The Company undertakes periodic internal audits to assess the safety practices and procedures in alignment with the EHS management system. As part of the auditing procedure, the Company recognises the critical areas requiring immediate corrective action. Further, as part of the EHS management system, the Company provides safety trainings through modules and safety drill practices to all its employees and workers. The safety training programs enable the development of strong foundation among the workforce, in terms of their ability to identify, mitigate and prevent risks pertaining to Occupational Health and Safety.

The Company continued to ensure that environmental norms were abided by its Formulation units. The operating formulation units have conformed to the regulations for disposal of waste water to Common Effluent Treatment Plants (CETPs), biological waste, e-waste, hazardous waste, used oil, etc., were send through Pollution Control Board approved vendors for recycling / disposal.

The Company's EHS policy provides framework for compliance with applicable laws and regulations and commitment to the continuous improvement of Environment, personnel skills and conservation of natural resources.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided as Annexure-5 to this Report.

### **Vigil Mechanism/Whistle Blower Policy**

The Company is committed to conducting its business by adopting the highest standards of professional integrity and ethical behaviour. The organisation has a detailed Code of Conduct ('Code') that directs the Employees to uphold the Company values and urges them to conduct business with integrity and the highest ethical standards. Management intends to prevent the occurrence of any practice not in compliance with this Code through the Whistle Blower Policy. This mechanism aims to provide a secure environment to Employees for responsible reporting of Code violations by Employees.

The Policy is available on the website, [www.zenotechlab.com](http://www.zenotechlab.com) and may be accessed through the web link, <http://zenotechlab.com/policies/>

### **Significant and material orders passed by the Regulators or Courts or Tribunals**

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status of the Company.

### **Credit Rating**

No Credit Rating was obtained during the financial year 2023-24.

### **Material changes and commitments**

There have been no material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of this report.

### **Acknowledgements**

Your Directors would like to place on record their sincere appreciation to customers, bankers, vendors, government agencies and shareholders for their continued support.

Your Directors are also happy to place on record their sincere appreciation to the co-operation, commitment and contribution extended by all the employees of the Zenotech family and look forward to enjoying their continued support and cooperation.

For and on behalf of the Board of Directors

**Dr. Azadar Husain Asghar Mehdi Khan**

Chairman of the Board Meeting  
(DIN: 01219312)

Place: Chandigarh  
Date: July 26, 2024

**Jignesh Anantray Goradia**

Director  
(DIN: 07229899)

Mumbai  
July 26, 2024

## Annexure 1

### Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) Ratio of the remuneration\* of each director to the median remuneration of the employees of the Company for the financial year 2023-24:

Name of the Director	Ratio of the remuneration of each director to the median remuneration of the employees of the Company
Dr. Azadar Hussain Asghar Mehdi Khan	N.A.
Smt. Kavita Rakesh Shah	0
Mr. Jignesh Anantray Goradia	0
Mr. Chintan Jitendra Shah	0
Smt. Jagruti Prashant Sheth	0
Mr. Rakeshchandra Jagdishprasad Sinha	N.A.

\* Remuneration to Independent Directors / Non-Executive Directors consists only of sitting fees.

- (ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name & Designation of Director & KMP	% increase* in Remuneration in the financial year 2023-24
Dr. Azadar Husain Khan Non-Executive Director	N.A.
Smt. Kavita Rakesh Shah Independent Director	0
Mr. Jignesh Anantray Goradia Non-Executive Director	0
Mr. Chintan Jitendra Shah Independent Director	0
Smt. Jagruti Prashant Sheth Independent Director	0
Mr. Rakeshchandra Jagdishprasad Sinha Non-Executive Director	N.A.
Mr. Devendra Chandrakant Shenvi Kenkre Chief Executive Officer	3.2%
Mr. Poly K.V. Chief Financial Officer	7.89%
Mr. Abdul Gafoor Mohammad Company Secretary & Compliance Officer	7.69%

\* Remuneration to Independent Directors / Non-Executive Directors consists only of sitting fees.

- (iii) The percentage increase in the median remuneration of employees in the financial year:  
10%
- (iv) The number of permanent employees on the rolls of Company:  
208
- (v) Average percentile increase already made in the salaries of employees other than key managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
10%
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Key Managerial Personnel and other employees. It is also affirmed that no remuneration other than sitting fees is being paid to the Independent Directors.

## Annexure 2

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

**Zenotech Laboratories Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Zenotech Laboratories Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

#### **Auditor's Responsibility:**

1. The audit has been conducted as per the applicable Auditing Standards.
2. The Auditor has obtained reasonable assurance about whether the statements prepared, documents or Records maintained by the Auditee are free from misstatement.
3. Auditor has the responsibility to only express his opinion on the evidences collected, information received and Records maintained by the Auditee or given by the Management.
4. The Auditee has followed applicable laws, act, rules or regulations in maintaining their Records, documents, statements, or have complied with applicable laws, rules while performing any corporate action.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Zenotech Laboratories Limited for the financial year ended on 31 March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - (Not Applicable to the company during the period under review).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company during the period under review).
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not Applicable to the company during the period under review).
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).



- (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 period under review).
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - (Not Applicable to the company during the period under review). and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The other laws as applicable specifically to the company are as under:
1. Drugs and Cosmetics Act, 1940
  2. Indian Boilers Act, 1923
  3. Standards of Weights and Measures Act, 1976
  4. The Drugs Control Act, 1950 / DPCO, 2013 / rules;
  5. Air (Prevention and Control of Pollution) Act, 1981
  6. Water (Prevention & Control of Pollution) Act, 1974
  7. Explosives Act, 1884

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.
- (iii) Auditing Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above with an emphasis to the following matters:

1. As informed by the management /reported in the Annual Report for the financial year ended 31 March 2024 we report the following:
  - a) It is noticed that there are ongoing litigations between the erstwhile promoters and the present promoters of the Company. The present management of the Company took over the possession of the Company's premises effective from 11 November 2011, pursuant to an Order passed by Company Law Board. Consequent to the takeover, it was found that, among others, various statutory books and records of the Company was missing. In order to recover the related missing records, the Company has initiated appropriate actions against Dr. Jayaram Chigurupati, the erstwhile Managing Director. The matter is currently subjudice. However, Dr. Jayaram Chigurupati was demised on 31 January 2019 and all the criminal cases against him were closed.  
  
Further, the Company is in process of closure of all Civil Cases against Late Dr. Jayaram Chigurupati and his legal heirs, if any.
  - b) Due to the missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements and attach the required statements and particulars in terms of the provisions of Section 129 of the Companies Act, 2013 and relevant provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also corresponding compliances under FEMA were not complied in relation to ODI etc., in subsidiaries.
  - c) The Company has complied with all the conditions of corporate governance code as envisaged under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except for:
    1. Disclosures and compliance concerning subsidiaries of the Company due to the missing and non-availability of the books of account and other related records and documents of the subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. However, there are no Executive Directors on Board. No changes have taken place in the composition of Board of Directors during the year.

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

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

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

**I further report that** during the audit period, no major events have happened which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.,

During the period under review the Company has complied with the provisions of the other Acts, Rules, Regulations, Guidelines, Standards, etc.

**Mahadev Tirunagari**  
**Company Secretary in Practice**  
FCS : 6681  
CP No. : 7350  
UDIN: F006681F000836169

Place : Hyderabad  
Date : 26 July 2024

This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.



**Annexure A**

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY  
IN PRACTICE (QUALIFIED/NON-QUALIFIED)**

To,  
The Member  
Zenotech Laboratories Limited  
Survey No. 250-252, Turkapally Village,  
Shameerpet Mandal, Hyderabad-500078

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 processes 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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: July 26, 2024  
Place: Hyderabad

**Mahadev Tirunagari**  
Practicing Company Secretary  
Membership No. 6681  
Certificate of Practice No. 7350  
UDIN: F006681F000836169

**Annexure 3**  
**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 arms-length transactions under third proviso thereto:		
<b>1.</b>	<b>Details of contracts or arrangements or transactions not at arm's length basis:</b>	
(a)	Name(s) of the related party and nature of relationship	Not applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

<b>2.</b>	<b>Details of material contracts or arrangement or transactions at arm's length basis:</b>	
(a)	Name(s) of the related party and nature of relationship	Sun Pharmaceutical Industries Limited
(b)	Nature of contracts/arrangements/transactions	*Please refer the note given below
(c)	Duration of the contracts / arrangements / transactions	On-going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	*Please refer the note given below
(e)	Date(s) of approval by the Board, if any:	
(f)	Amount paid as advances, if any:	

**\*NOTE:** The details of names, nature of relationship; nature of such contracts/ arrangements/ transactions are disclosed in Note No. 29 of the Financial Statements.

## Annexure-4

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

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

The Company's CSR policy encompasses the company's philosophy towards corporate social responsibility and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large. The CSR Policy and programs focus on the areas covered under Schedule VII of the Companies Act, 2013.

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Azadar Husain Asghar Mehdi Khan	Chairperson	1	1
2.	Mr. Jignesh Anantray Goradia	Member	1	1
3.	Smt. Jagruti Prashant Sheth	Member	1	1

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

The details and the web-links, where such details can be accessed are given hereunder:

Details	Web-links
Composition of CSR Committee	<a href="http://zenotechlab.com/wp-content/uploads/2023/08/Committees-of-the-Board.pdf">http://zenotechlab.com/wp-content/uploads/2023/08/Committees-of-the-Board.pdf</a>
CSR Policy	<a href="http://zenotechlab.com/policies/">http://zenotechlab.com/policies/</a>
CSR projects approved by the Board	<a href="http://zenotechlab.com/policies/">http://zenotechlab.com/policies/</a>

**4. Provide the executive summary along with web-links of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**

Not applicable

**5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 7,72,95,012/-**

**(b) Two percent of average net profit of the company as per sub-section (5) of section 135:**

₹ 15,45,900/-

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil**

**(d) Amount required to be set off for the financial year, if any: ₹ 35,792/-**

**(e) Total CSR obligation for the financial year [5(b)+5(c)-5(d)]: ₹ 15,10,108/-**

**6. (a) Amount spend on CSR Projects (both Ongoing Project and other than Ongoing Project):**

₹ 16,08,965/-

**(b) Amount spent in Administrative Overheads: Nil**

**(c) Amount spent on Impact Assessment, if applicable: Not applicable**

**(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 16,08,965/-**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 16,08,965/-	NIL				

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

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	15,45,900
(ii)	Total amount spent for the Financial Year	16,08,965
(iii)	Excess amount spent for the financial year [(ii)-(i)]	63,065
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	63,065

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer.	
1	2020-21	0	0	Nil	0	Nil	0
2	2021-22	0	0	Prime Minister's National Relief Fund	4,26,000	01/06/2022	0
3	2022-23	0	0	Nil	0	Nil	0

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

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

*The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.*

Date: July 26, 2024

**Jignesh Anantray Goradia**  
Director  
(DIN: 07229899)

**Dr. Azadar Husain Khan**  
Chairman of CSR Committee  
(DIN: 01219312)

## Annexure 5

### Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

#### A. Conservation of energy-

- i. the steps taken or impact on conservation of energy and the capital investment made thereon: The Company regularly reviews power consumption patterns across its units and implement requisite improvements/changes in the process in order to optimize power consumption. During FY 2022-23, the Company had installed 1 (one) Megawatt (MW) Solar Power Generation (panels ground mounted) to conserve energy and to reduce carbon footprints.

#### B. Technology absorption-

- i. the efforts made towards technology absorption and the benefits derived there from: None
- ii. Particulars of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): None

#### EXPENDITURE INCURRED ON RESEARCH & DEVELOPMENT

##### a. Expenditure on R&D:

No specific expenditure exclusively on R&D has been incurred. The indigenous technology available is continuously being upgraded to improve the overall performance of the Company.

##### b. Specific areas in which R&D carried out by the Company: NA

##### c. Benefits derived as a result of the above R&D : NA

##### d. Future course of action: N.A.

#### C. FOREIGN EXCHANGE EARNINGS / OUTGO:

The details of foreign exchange earnings / outgo during the year 2023 - 24 are as follows:

Total foreign exchange used and earned:

(₹ in Thousands)

	31.03.2024	31.03.2023
Earnings in Foreign Currency		
Export of Goods (FOB Value)	-	-
CIF value of Imports		
Raw Materials	-	-
Components and Spare Parts	11,444.75	3,499.87
Capital Goods	10,518.93	481.78
<b>Total</b>	<b>21,963.68</b>	<b>3,981.65</b>
Professional fees	-	58.79

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans: Nil

## CORPORATE GOVERNANCE REPORT

### 1. Company’s philosophy on Corporate Governance

Zenotech Laboratories Limited (herein after referred to as “Company”) as an organization, strongly believes that good corporate governance practices are vital tools in directing and controlling the affairs of the Company in a most effective and efficient manner. We further believe that by adoption of the best Corporate Governance practices, the Company would be able to achieve its long term goal of maximizing its value for all its stake holders.

Transparency, integrity, honesty and accountability are recognized as core values in discharging the responsibilities towards this end.

The Corporate Governance standards demonstrate absolute importance given to all the Stakeholders and strong commitment to values and ethics in the business conduct. Your Company is committed to good Corporate Governance, based on an effective Independent Board, by abiding the guidelines and continuous assessment, clear and ethical direction and sound business decisions, with action plan to performance measurement and customer satisfaction.

This, together with sustainable development policies followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates.

The Company adheres to the principles of corporate governance and commits itself to accountability and fiduciary duty in the implementation of guidelines and mechanisms to ensure its corporate responsibility to the members and other stakeholders.

#### Code of Conduct

The code of conduct as adopted by the Board of Directors is applicable to all directors, senior management and employees above officers’ level. The prime purpose of the code is to create an environment wherein all the Board Members and Senior Management of the Company maintain ethical standards and ensure compliance to the laid down ethical standards. All the Directors and senior management have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors and a declaration to this effect signed by the Chief Executive Officer of the Company has been annexed as Annexure - A to this Corporate Governance Report.

### 2. Board of Directors

#### (a) Board Composition

The Board of Directors of the Company as on March 31, 2024 (hereinafter referred to as ‘the Board’) comprises of six (6) Directors, which consists of three Independent Directors including two Women Directors. The Composition and category of Directors is as follows:

Category of Directors	Sl. No.	Name of the Directors	DIN	Inter-se Relationship between Directors
Independent Directors	1.	Smt. Kavita Rakesh Shah	02566732	---
	2.	Mr. Chintan Jitendra Shah	07325664	---
	3.	Smt. Jagruti Prashant Sheth	07129549	---
Non-Independent Non-Executive Directors	4.	Dr. Azadar Husain Asghar Mehdi Khan	01219312	---
	5.	Mr. Jignesh Anantray Goradia	07229899	---
	6.	Mr. Rakeshchandra Jagdishprasad Sinha	07340998	---

The Independent directors fulfil conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and are independent of the management.

#### (b) Board Meetings and attendance

Five (5) meetings of the Board were held during the financial year ended March 31, 2024 on April 28, 2023; August 01, 2023; September 29, 2023; October 30, 2023 and January 29, 2024.

The 34<sup>th</sup> Annual General Meeting (“AGM”) was held on September 29, 2023.

Details of attendance of the Board members are as follows:

Name of the Director	Attendance					No. of Meetings entitled to attend	No. of Meetings attended	Whether attended 34 <sup>th</sup> AGM?
	April 28, 2023	August 1, 2023	September 29, 2023	October 30, 2023	January 29, 2024			
Dr. Azadar Husain Asghar Mehdi Khan	Yes	Yes	No	Yes	Yes	5	4	No
Smt. Kavita Rakesh Shah	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Jignesh Anantray Goradia	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Chintan Jitendra Shah	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Smt. Jagruti Prashant Sheth	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Rakeshchandra Jagdishprasad Sinha	Yes	Yes	Yes	Yes	Yes	5	5	Yes

**(c) Other Directorship**

Name of the Director	No. of other Directorships and Committee Memberships/Chairmanships as of March 31, 2024			Directorships in other listed entity	Category of Directorship
	Other Directorships*	Committee Memberships#	Committee Chairmanships#		
Dr. Azadar Husain Asghar Mehdi Khan	1	0	0	Nil	Nil
Smt. Kavita Rakesh Shah	0	0	0	Nilkamal Limited	Non-Executive and Independent
Mr. Jignesh Anantray Goradia	0	0	0	Nil	Nil
Mr. Chintan Jitendra Shah	1	0	0	Nil	Nil
Smt. Jagruti Prashant Sheth	0	0	0	Nil	Nil
Mr. Rakeshchandra Jagdishprasad Sinha	3	0	0	Nil	Nil

\* Does not include Directorships in Private Limited, Foreign and Section 8 Companies.

# Include only Memberships and Chairmanships of Audit and Stakeholders' Relationship Committees, also includes Chairmanships.

**(d) Board skill matrix**

In terms of requirements of Listing Regulations, the Board has identified the following core skills/expertise/competencies of the Directors, as given below:

Knowledge	Skills	Behavioural traits
Specialization/Expertise	Strategic Thinking	Integrity
Finance & Accounts	Problem Solving	Genuine Interest
Governance	Analytical Skills	Inter-personal Skills
Industry Knowledge	Decision Making Skills	Active Participation
General Management		
Legal		

The skills/expertise of the Board members are given below:

Expertise	Name of the Director					
	Azadar Husain Khan	Jignesh Goradia	Kavita Shah	Chintan Shah	Jagruti Sheth	Rakeshchandra Sinha
Finance & Accounts	No	Yes	Yes	Yes	Yes	No
Legal	Yes	No	No	No	Yes	Yes
Governance	Yes	Yes	Yes	Yes	Yes	Yes
Industry Knowledge (Pharma Industry)	Yes	Yes	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	Yes	Yes	Yes
General Management	Yes	Yes	Yes	Yes	Yes	Yes
Skills	Yes	Yes	Yes	Yes	Yes	Yes
Behavioral Traits	Yes	Yes	Yes	Yes	Yes	Yes

**(e) Familiarisation Programme**

Details of the familiarisation programme for the independent directors are available on the website of the Company, <http://zenotechlab.com/policies/>

**(f) Equity Shares held by Non-Executive Directors as on March 31, 2024:**

Name of the Director	No. of Equity Shares
Dr. Azadar Husain Asghar Mehdi Khan	Nil
Smt. Kavita Rakesh Shah	Nil
Mr. Jignesh Anantray Goradia	Nil
Mr. Chintan Jitendra Shah	Nil
Smt. Jagruti Prashant Sheth	Nil
Mr. Rakeshchandra Jagdishprasad Sinha	Nil

**3. Committees of the Board**

**A. Audit Committee**

Composition of the Audit Committee and the terms of reference are in compliance with the requirements under Section 177 of the Companies Act, 2013 ("Act") and Regulation 18 of the Listing Regulations.

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has entrusted the Audit Committee to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial reporting.

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

The terms of reference of the Audit Committee, inter-alia, include, overseeing Company's financial reporting process, reviewing the annual financial statements and auditor's report thereon; reviewing and monitoring the auditor's independence and performance and effectiveness of audit process; recommending appointment and remuneration of the auditors of the company; reviewing the adequacy of internal audit function, discussing with internal auditors of any significant findings and follow up there on; evaluating internal financial controls and risk management systems; reviewing transactions with related parties, etc.

**Meetings and Composition:**

The Audit Committee met four (4) times during the financial year ended March 31, 2024 on April 28, 2023; August 01, 2023; October 30, 2023 & January 29, 2024. Details of the composition of the Audit Committee and attendance at meetings are as follows:



Name of the Director	Designation	Category	Number of Meetings	
			Held	Attended
Smt. Kavita Rakesh Shah	Chairperson	Independent Director	4	4
Mr. Jignesh Anantray Goradia	Member	Non-Executive Non-Independent Director	4	4
Mr. Chintan Jitendra Shah	Member	Independent Director	4	4
Smt. Jagruti Prashant Sheth*	Member	Independent Director	3	3

\*Appointed as the member of the Audit Committee effective from April 28, 2023.

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of the Audit Committee.

## B. Nomination and Remuneration Committee

Composition of Nomination and Remuneration Committee (NRC) and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 19 of the Listing Regulations.

The terms of reference of NRC, inter alia, include, identification, selection and recommendation of senior management personnel and directors; formulation of criteria for evaluation of Directors and Board and carrying out such evaluation; review and recommendation of remuneration of senior management and directors, etc.

### Meetings and Composition:

One meeting of NRC was held on January 29, 2024. Details of the composition of NRC and attendance at meetings are as follows.

Name of the Director	Designation	Category	Number of Meetings	
			Held	Attended
Smt. Kavita Rakesh Shah	Chairperson	Independent Director	1	1
Mr. Jignesh Anantray Goradia	Member	Non-Executive Non-Independent Director	1	1
Mr. Chintan Jitendra Shah	Member	Independent Director	1	1

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of NRC.

### Performance evaluation criteria for Independent Directors

NRC has adopted the performance evaluation criteria for Independent Directors which is in-line with the Guidance Note of SEBI and ICSI on Board Evaluation. The said criteria provide certain parameters like knowledge, competency, fulfillment of functions, availability and attendance, initiative, integrity, contribution, independence and independent views and judgment. The details of the performance evaluation carried out for the financial year is provided in the Board's Report forming part of this Annual Report.

## C. Stakeholders' Relationship Committee

Composition of Stakeholders' Relationship Committee (SRC) and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 20 of the Listing Regulations.

The terms of reference of SRC, inter alia, include, resolving the grievances of the security holders of the Company; reviewing measures taken for effective exercise of voting rights by shareholders; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent; reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company, etc.

### Meetings and Composition:

During the year, the SRC met one (1) time on January 29, 2024. Details of the composition of SRC and attendance at meetings are as follows:

Name of the Director	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Jignesh Anantray Goradia	Chairperson	Non-Executive Non-Independent Director	1	1
Smt. Kavita Rakesh Shah	Member	Independent Director	1	1
Mr. Chintan Jitendra Shah	Member	Independent Director	1	1

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of SRC.

#### Compliance Officer:

The Board has designated Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer as the Compliance Officer for the purposes of /under rules, regulations etc., issued by the Securities Exchange Board of India, Stock Exchange(s) and Companies Act, 2013.

#### Investor Complaints:

Details of investor complaints received and redressed during the financial year 2023-24 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

Further, no complaint was received on SCORES i.e., SEBI online redressal portal during the year under review.

#### D. Corporate Social Responsibility Committee:

Composition of the CSR Committee and the terms of reference are in compliance with the requirements under section 135 of the Act.

The terms of reference of the CSR Committee, inter alia, include formulation and recommendation of the CSR Policy and the Annual Action Plan for the financial year, and review and monitoring of the implementation of CSR projects, etc.

#### Meetings and Composition:

One meeting of CSR Committee was held during the financial year ended March 31, 2024 on October 30, 2023. Details of the composition of CSR Committee and attendance at meetings are as follows.

Name of the Director	Designation	Category	Number of Meetings	
			Held	Attended
Dr. Azadar Husain Asghar Mehdi Khan	Chairperson	Non-Executive Non-Independent Director	1	1
Smt. Jagruti Prashant Sheth	Member	Independent Director	1	1
Mr. Jignesh Anantray Goradia	Member	Non-Executive Non-Independent Director	1	1

#### E. Senior Management

The details of senior management of the Company at present, along with the changes therein, during the financial year, are as follows.

S. No.	Name	Designation & Role
1.	Mr. Devendra Chandrakant Shenvi Kenkre*	Chief Executive Officer
2.	Mr. Poly K.V.	Chief Financial Officer
3.	Mr. Abdul Gafoor Mohammad	Company Secretary & Compliance Officer
4.	Mr. Ramesh Kumar	Head - Engineering
5.	Mr. Chandrasekhar Dasu	Head - Quality
6.	Mr. K. Srinivas Reddy	Head - HR & Admin
7.	Mr. Sanjay Agarwal	Head - Production

\* resigned on May 17, 2024 due to personal reasons and relieved on the closing of business hours on July 24, 2024

#### 4. Remuneration of Directors:

- (a) During the year ended March 31, 2024, none of the non-executive directors have any pecuniary relationship or transactions with the Company.
- (b) No Director was paid remuneration for the financial year ended March 31, 2024. Hence, the disclosures with respect to remuneration under the Companies Act, 2013 does not arise. However, the Company has paid sitting fee to Directors for attending the Board Meetings held during the financial year 2023-24.

The details of Remuneration paid/payable to the Directors of the Company for the year ended March 31, 2024 are as follows:

(Amount in ₹)

Directors	Salary	Bonus	Perquisites/ Benefits	Sitting Fees	Commission	Total
Dr. Azadar Khan	-	-	-	-	-	-
Smt. Kavita Shah	-	-	-	75,000	-	75,000
Mr. Jignesh Goradia	-	-	-	75,000	-	75,000
Mr. Chintan Shah	-	-	-	75,000	-	75,000
Smt. Jagruti Sheth	-	-	-	75,000	-	75,000
Mr. Rakesh Sinha	-	-	-	-	-	-

#### 5. General Meetings and Postal Ballot/E-voting

##### Annual General Meeting

The 34<sup>th</sup> Annual General Meeting of the Company was held on Friday, September 29, 2023 at 10:30 AM through video conferencing/other audio-visual means as permitted by the Ministry of Corporate Affairs.

##### General Meetings and Tribunal convened meetings held during the preceding three years

Details of the General Meetings and Tribunal convened meetings held during the preceding three years and Special Resolutions passed therein are summarized as under:

Year	Particulars of the AGM	Day, Date & Time	Venue	Special Resolutions Passed, if any.
2022-23	34 <sup>th</sup> AGM	Friday, September 29, 2023 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.
2021-22	33 <sup>rd</sup> AGM	Saturday, September 24, 2022 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.
2020-21	32 <sup>nd</sup> AGM	Saturday, September 25, 2021 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.

##### Resolution passed through Postal Ballot:

During the year, no resolution was passed through postal ballot, and no special resolution is proposed to be passed by postal ballot, as on the date of this report. However, if required, the same shall be passed in compliance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations or any other applicable laws.

#### 6. Means of communication

**Website:** The Company's website [www.zenotechlab.com](http://www.zenotechlab.com) contains a separate dedicated section 'Investors' where shareholders' information is available. The Annual Report for FY 2023-24 and Annual Reports for the past years are also available on the website in a user friendly and downloadable form.

**Financial Results:** The quarterly results are regularly posted by the Company on its website [www.zenotechlab.com](http://www.zenotechlab.com) and are also submitted to BSE Limited, on which the securities of the Company are listed in accordance with the requirements of the Listing Regulations.

The extracts of quarterly financial results is published in all English Editions of 'Financial Express' and Telugu Edition of 'Nava Telangana' which is published in Hyderabad.

**Annual Report:** Annual Report containing inter-alia Audited Annual Accounts, Board's Report, the Management Discussion and Analysis Report, Auditor's Report and other important information is available on the website of the Company at [www.zenotechlab.com/investors/](http://www.zenotechlab.com/investors/). Pursuant to enabling circulars issued by SEBI and MCA from time to time, the Annual Report for FY 2023-24 is being sent electronically to the shareholders whose e-mail IDs are registered. Hard copies shall be sent to those shareholders who request for the same.

## 7. General Shareholder information

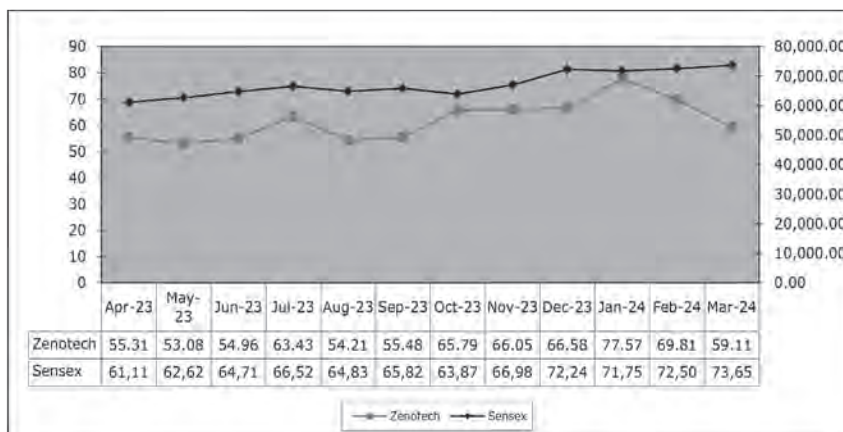
- i) Annual General Meeting
- Date : Friday, September 27, 2024
- Time : 10:30 A.M.
- Venue : Through Video Conferencing/ Other Audio Visual means
- ii) Financial Year ending : March 31, 2024
- iii) Book Closure : September 20, 2024 to September 27, 2024  
(Both days inclusive)
- iv) Listing on Stock Exchange : BSE Limited  
(Listing fees has been paid up to financial year 2024-25)
- v) Stock Code / Symbol on BSE  
(Physical & Demat) : ZENOTECH / 532039
- vi) International Securities Identification  
Number (ISIN) allotted to the  
Company's Shares : INE486F01012
- vii) Market Price Data: Details of Monthly High & Low during each month in the financial year ended March 31, 2024 and Company's closing share price as against BSE SENSEX closing on the BSE Limited, Mumbai, is provided hereunder:

(in ₹)/BSE-closing points

Month	High Price	Low Price	Close	BSE Sensex-Closing
April, 2023	56.70	46.50	55.31	61,112.44
May, 2023	57.70	50.02	53.08	62,622.24
June, 2023	56.90	49.60	54.96	64,718.56
July, 2023	64.90	50.00	63.43	66,527.67
August, 2023	64.25	52.00	54.21	64,831.41
September, 2023	59.50	53.50	55.48	65,828.41
October, 2023	76.40	54.47	65.79	63,874.93
November, 2023	69.80	62.55	66.05	66,988.44
December, 2023	68.88	62.00	66.58	72,240.26
January, 2024	81.00	64.20	77.57	71,752.11
February, 2024	80.50	67.65	69.81	72,500.30
March, 2024	71.40	55.86	59.11	73,651.35

(The information is sourced from BSE Limited website)

## viii) Share price performance in comparison to broad-based indices – BSE Sensex



## ix) Registrar and Transfer Agents

Name & Address : KFin Technologies Limited  
 (formerly known as, KFin Technologies Private Limited)  
 Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032  
 Fax: 040-23001153 e-mail: [einward.ris@kavy.com](mailto:einward.ris@kavy.com)  
 Toll Free No: 1800-3454-001 Website: [www.kfintech.com](http://www.kfintech.com)

x) Share Transfer System: Effective from April 01, 2019, SEBI has mandated that shares can be transferred only in Demat. Hence, no transfer of shares in physical form can be lodged by the shareholders.

## xi) Shareholding:

a) Distribution of shareholding as on March 31, 2024

S. No.	Category	No. of Folios	% of Folios	No. of Shares	% of Total Shares
1	1-5000	8007	81.54	9220490.00	1.51
2	5001- 10000	779	7.93	6491850.00	1.06
3	10001- 20000	429	4.37	6682590.00	1.09
4	20001- 30000	176	1.79	4517720.00	0.74
5	30001- 40000	84	0.86	3035320.00	0.50
6	40001- 50000	86	0.88	3971620.00	0.65
7	50001- 100000	130	1.32	9461080.00	1.55
8	100001& Above	128	1.30	566925010.00	92.89
	<b>Total:</b>	<b>9819</b>	<b>100.00</b>	<b>610305680.00</b>	<b>100.00</b>

## b) Categories of Shareholders as on March 31, 2024

Sl. No.	Category	No. of Holders	No. of Shares	% to equity
1	Indian Promoters	1	42014578	68.84
2	Foreign Promoters	0	0	0
3	Banks, Mutual funds, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	2	604364	0.99
4	HUF	257	916964	1.5
5	NBFC	0	0	0
6	Foreign Corporate Bodies	1	692791	1.14
7	Private Corporate Bodies	59	2643118	4.33
8	Indian Public	9401	13821148	22.65
9	Non Resident Indians	98	337605	0.55
11	Clearing members	0	0	0
	<b>TOTAL</b>	<b>9819</b>	<b>61030568</b>	<b>100.00</b>

## xii) Dematerialization of shares and liquidity:

Company's Shares are compulsorily traded in dematerialized form. Equity Shares of the Company representing 90.44 percent of the Company's Share Capital are dematerialized as on March 31, 2024. The Company's Shares are regularly traded on BSE Limited.

## xiii) The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments as on March 31, 2024.

## xiv) No Credit Rating was obtained during the financial year 2023-24.

## xv) Manufacture facility &amp; Address for correspondence:

Zenotech Laboratories Limited  
Survey No. 250-252, Turkapally Village,  
Shameerpet Mandal, Hyderabad – 500 078,  
Telangana State.

## 8. Other Disclosures

## (a) Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the year under review with the related parties were in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to specific approvals, are reviewed periodically by the Audit Committee. The policy on Materiality of and dealing with Related Party Transactions as approved by the Board is available on the website of the Company at <http://zenotechlab.com/wp-content/uploads/2022/08/Zenotech-Policy-on-Related-Party-Transactions-2022.pdf>.

No transaction of a materially significant nature has been entered into by the Company with its related parties that may have a potential conflict with the interests of the Company.

## (b) There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

(c) The Company has a Whistle Blower Policy / Vigil Mechanism to monitor the actions taken on complaints received under the said policy. This policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee or external stakeholder blows the whistle for any wrong-doing in the Company. The policy is available on the website of the Company at <http://zenotechlab.com/wp-content/uploads/2015/07/Vigil-Mechanism.pdf>. No personnel have been denied access to the Audit Committee.

## (d) Details of compliance with mandatory requirements:

As earlier reported in the annual reports, BSE Limited vide its public notice dated March 27, 2012 had suspended the trading of the Shares of the Company in view of the various non-compliances of the listing agreement. Aggrieved by this action, the Company has filed Writ Petition (No. 11095/2012) and thereafter, the Hon'ble High Court of Andhra Pradesh, Hyderabad vide its Order dated November 18, 2012 suspended the operation of the public notice dated March 27, 2012 of BSE Limited, which remained in force and the shares are currently being traded on BSE Limited. The matter is currently pending. During the year under review, the Company was generally compliant with the relevant provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above with an emphasis to the following matters:

Disclosure relating to subsidiaries

Reasons for the non-compliance and steps taken for remedying them are mentioned hereunder:

Overseas Subsidiaries:

Due to missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements and attach the required statements and particulars in terms of the provisions of Section 129 of the Companies Act, 2013 and relevant provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also corresponding compliances under FEMA were not complied in relation to ODI etc., in subsidiaries.

## (e) Material Subsidiaries:

The Company does not have any material subsidiary as per the criteria prescribed under Regulation 16 and Regulation 24 of the Listing Regulations, for the year ended March 31, 2024. The policy for determining material subsidiaries of the Company is available on the website of the Company at <http://zenotechlab.com/wp-content/uploads/2021/08/Policy-on-Material-Subsidiaries.pdf>.

## (f) Disclosure of commodity price risk or foreign exchange risk and commodity hedging activities - None

The Company does not have any exposure on commodities directly. Accordingly, the disclosure pursuant to SEBI Master Circular dated July 11, 2023 is not applicable.

## (g) The Board has accepted the recommendations of all the Committees during the year 2023-24.

## (h) Fees to the Statutory Auditors of the Company: The total fees for all services paid by the Company on a consolidated basis, to the Statutory Auditors of the Company is mentioned at Note No. 20\_Note (i) of the Notes to standalone financial statements. The Company has not availed any service from the network firm/network entity of which the Statutory Auditors is a part.

## (i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are provided in the Board's Report. The number of complaints during the financial year are given below:

Particulars	Information
Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

## (j) No loans and / or advances in the nature of loans are given to the firms / companies in which directors are interested.

## (k) Prevention of Insider Trading:

The Company has a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to regulate, monitor and report trading by the Designated Person(s) / and other connected person(s). The structured digital database of unpublished price sensitive information is maintained with adequate internal controls.

The Company's Code of practices and procedures for fair disclosure of unpublished price sensitive information is available on the website of the Company at <http://zenotechlab.com/wp-content/uploads/2019/04/Zenotech-Code-of-Fair-Disclosure-01-Apr-2019.pdf>.



- (l) The Company has laid down procedures to inform Board members about the risk assessment and its minimisation, which is periodically reviewed to ensure that risk control is exercised by the management effectively.
- (m) Details of adoption of non-mandatory requirements for the year ended March 31, 2024:
- The Statutory Auditor has issued an unmodified opinion to the financial statements of the Company.
  - The findings of the Internal Audit are reported to the Audit Committee periodically.
- (n) Compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) of Listing Regulations are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of the Company	No*
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46(2)(b) to (i)	Website	Yes

\*refer to note under Other Disclosures-8 (d) above

- (o) Disclosure of certain types of agreements binding the Company: None
- (p) During the year, a separate meeting of the independent directors was held on January 29, 2024. At the meeting of independent directors, the performance of non-independent directors and the board as a whole was evaluated.
- (q) CEO & CFO Certificate  
Certificate from the Chief Executive Officer and Chief Financial Officer were placed and noted by the Board of Directors in terms of SEBI Listing Regulations.
- (r) Management Discussion and Analysis  
A report on the Management Discussion and Analysis forms part and annexed to this Annual Report;
- (s) During the year under report, no personnel of the Company was denied access to the Audit Committee.
- (t) Share Capital Audit: A practicing Company Secretary carried out a secretarial 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.
- (u) A Certificate from a company secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/ Ministry of Corporate Affairs or any such statutory authority has been annexed as Annexure - B to the Corporate Governance Report.

For and on behalf of the Board of Directors

**Dr. Azadar Husain Asghar Mehdi Khan**  
Chairman of the Board Meeting  
(DIN: 01219312)

**Jignesh Anantray Goradia**  
Director  
(DIN: 07229899)

Place: Chandigarh  
Date: July 26, 2024

Mumbai  
July 26, 2024



## Annexure - A to Corporate Governance Report

### Declaration of Compliance with Code of Conduct for the year ended March 31, 2024

I, Devendra Chandrakant Shenvi Kenkre, Chief Executive Officer of Zenotech Laboratories Limited ("the Company") hereby declare that, to the best of my information, all the Board Members and Senior Management Personnel of the Company have affirmed their compliance and undertaken to continue to comply with the Code of Conduct laid down by the Board of Directors of the Company.

For **Zenotech Laboratories Limited**

Date: July 24, 2024

**Devendra Chandrakant S. Kenkre**  
 Chief Executive Officer

## Annexure - B to Corporate Governance Report

### CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligation Disclosure requirement) Regulation, 2015)*

To,  
 The Members of  
 Zenotech Laboratories Limited,  
 Survey No. 250-252, Turkapally Village,  
 Shameerpet Mandal, Hyderabad – 500078

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zenotech Laboratories Limited having CIN L27100TG1989PLC010122 and having registered office at Survey No. 250-252, Turkapally Village, Shameerpet Mandal, Hyderabad – 500078 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Azadar Husain Asghar Mehdi Khan	01219312	25/08/2015
2.	Kavita Rakesh Shah	02566732	01/04/2015
3.	Jignesh Anantray Goradia	07229899	08/07/2015
4.	Chintan Jitendra Shah	07325664	27/01/2016
5.	Jagruti Prashant Sheth	07129549	01/02/2020
6.	Rakeshchandra Jagdishprasad Sinha	07340998	01/02/2020

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

**Mahadev Tirunagari**  
 Company Secretary in Practice  
 FCS: 6681  
 CP No.: 7350  
 UDIN: F006681F000836136

Date: 26 July 2024  
 Place: Hyderabad

## Certificate on Corporate Governance

To  
The Members,  
Zenotech Laboratories Limited

I have examined the compliance of conditions of Corporate Governance by Zenotech Laboratories Limited ('the Company'), for the year ended 31 March 2024, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to 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.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of Listing Regulations, as applicable except for the following:

- a. *Disclosures and compliance concerning subsidiaries of the Company due to the missing and non-availability of the books of account and other related records and documents of the subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

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

Date: 26 July 2024  
Place: Hyderabad

**Mahadev Tirunagari**  
Company Secretary in Practice  
FCS: 6681  
CP No: 7350  
UDIN: F006681F000836158

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OVERVIEW

#### Global Pharmaceutical Industry Outlook & Developments

In the dynamic pharmaceutical landscape, marked by significant transformations and emerging challenges, the industry is witnessing a surge in growth, innovation, and market expansion.

According to IQVIA Inc., the global pharmaceutical market is expected to grow at a CAGR of 6-9%, surpassing previous projections by \$400 Billion to reach \$2.3 trillion by 2028, excluding COVID-19 products. Over five years, an estimated 350 novel active substances (NAS) are poised to enter the market, driving medicine spending growth, particularly in key areas like oncology, obesity & diabetes, cardiovascular and neurology. Medicine use has been growing across therapeutic areas propelled by the increasing prevalence of chronic diseases and the escalating demand for specialty medications.

Global medicine market is expected to continue on its growth path over the next five years driven by higher spending in regions such as the US, Europe and key Emerging Markets. Newly introduced branded products, increased uptake of original medicines and adoption of novel therapies will drive growth in these regions. At the manufacturer level, net sales growth is expected to be lower due to various factors including rebates and government mandated discounts.

- The two leading global therapy areas — oncology and immunology — are forecast to grow 14–17% and 2–5% CAGR, respectively, through 2028. Oncology is projected to add 100 new treatments over five years, contributing to an increase in spending of \$224 Billion to a total of more than \$440 Billion in 2028 and facing limiting new losses of exclusivity.
- The impending expiration of brand exclusivity rights (LOE) is anticipated to more than double to \$192 Billion in five years, from 2024 to 2028, with \$133 Billion from small molecules, creating pivotal revenue opportunities for generic manufacturers.

Biotechnology remains a focal point for growth in the next five years, alongside specialty medicines catering to chronic and rare conditions. The utilization of medications in specific therapy areas has been on the rise since 2018, with notable growth observed in immunology, endocrinology, and oncology. Oncology and immunology will likely lead growth across therapy areas, driven by the introduction of new treatments and increasing patient populations. Immunology treatments have witnessed a steady increase in utilisation, driven by the more comprehensive adoption of older therapies.

In addition to these trends, established markets with larger economies are expected to experience slower growth rates. On the contrary, emerging growth markets in Eastern Europe, Asia, and Latin America are anticipated to see growth in both volume and spending. The Asia-Pacific region, India, Latin America, Africa, the Middle East, and China are anticipated to experience the most significant growth in medicine consumption, primarily on account of population expansion and enhanced accessibility.

#### Global Pharmaceutical Market

Table 1

(US\$ Billion)

Regions	2023	2019-2023 CAGR	2028	2024-2028 CAGR
Developed Markets	1,276	7.2%	1,775-1,805	5-8%
Pharmerging	304	7.8%	400-430	10-13%
Other Markets	28	5.6%	33-37	3-6%
Global Pharmaceutical Market Markets	1,608	7.3%	2,225-2,255	6-9%

#### Global Pharmaceutical Market – Share by Product Type

Table 2

(% of Total)

Region	Original Brands(%)		Non-original Brands(%)		Unbranded Generics(%)		OTC, Vaccines &Others (%)		Total (US\$ Billion)	
	2023	2028	2023	2028	2023	2028	2023	2028	2023	2028
Developed Markets	76	78-79	10	9-10	9	7-8	5	4-5	1,276	1,775-1,805
Pharmerging Markets	27	28-30	35	33-35	14	13-17	24	21-24	304	400-430
Other Markets	32	27-35	49	45-51	6	5-7	13	11-12	28	33-37
Global Markets	66	68-69	15	14-15	10	8-9	9	7-8	1,607	2,225-2,255

(Source: IQVIA Institute)

## Specialty Medicines

Specialty medicines, catering to chronic, complex, and rare diseases, are poised to become a significant component of global pharmaceutical spending, accounting for 43% of expenditure by 2028. In leading developed markets, these medicines are expected to command over 55% of total spending, reflecting a rising trend in healthcare priorities. However, in pharmerging countries, specialty medicines still constitute a smaller share (13%) of total expenditures, primarily due to cost considerations.

The growth of specialty medicines underscores their importance in addressing specific patient needs, although they treat only a small fraction (2-3%) of the patient population. Despite their relatively limited patient base, these medicines are crucial in addressing unmet medical needs, particularly for individuals grappling with challenging health conditions.

### Share of Specialty Products in Overall Pharmaceutical Spending – By Market (%)

Year	2013	2018	2023	2028 - Forecast
Top 10 Developed Markets	29	43	50	55
Other Developed Markets	23	31	36	41
Pharmerging Markets	8	10	13	13
Global Markets	24	35	40	43

(Source: IQVIA Institute, 2023)

## Global Injectables Industry

In FY23, injectables emerged as the second-largest drug delivery system, accounting for roughly 43% of the global pharmaceutical market's value.

The injectables market was valued at about US\$585 billion in FY23. Injectables' growth has been among the fastest across all drug delivery forms, growing at an 8.7% CAGR from FY19, compared to a 4% CAGR for other dosage forms.

Injectables stand out as a versatile alternative to traditional drug delivery methods, offering several benefits:

- Ensure immediate therapeutic action and high bioavailability, making them a potent choice for medication delivery.
- Depot delivery systems and long-acting injectables minimise the need for frequent doses, streamlining medication schedules and enhancing patient adherence. These systems also contribute to reducing disease recurrence, thereby improving the effectiveness of long-term treatments.
- For patients who face difficulties with oral medications, such as some elderly individuals, injectables offer a practical solution.
- The advent of self-injection technologies, like pens and auto-injectors, has greatly simplified the administration process for healthcare professionals and patients, making it more convenient.
- With an increase in new drug formulations that are not easily absorbed orally due to poor water solubility or permeability, injectables have become a preferred method of drug delivery.

## Ophthalmic eye care

The global ophthalmic eye drop market is expected to grow from US\$ 17,271.8 million in 2024 to US\$ 25,876.4 million by 2034. By 2034, the market is projected to surge at 4.7% CAGR. The ophthalmic eye drop market was valued at US\$ 16,390.6 million in 2023 and is anticipated to exhibit a y-o-y growth of 5.4% in 2024.

Increasing prevalence of eye disorders such as cataracts, glaucoma, dry eye syndrome, and allergies is surging the demand for ophthalmic eye drops. Rising global population age and growing incidence of eye-related conditions are acting as a catalyst triggering ophthalmic eye drop sales.

Growing global elderly population is expected to boost demand for ophthalmic eye drops. Their preference for self-administered eye care products also contributes to the ophthalmic eye drop market growth. The rise in eye health awareness and regular eye examinations is expected to surge demand for ophthalmic eye drops, leading to earlier diagnosis and treatment of eye conditions. This is creating opportunities for eye care providers and manufacturers of ophthalmic products, including eye drops.

Advanced drug delivery systems and formulation technologies provide a positive outlook for the market. The introduction of preservative-free eye drops and innovative drug delivery techniques is driving growth of the ophthalmic eye drop industry.

## Biologics & Biosimilars

Over the last two decades, biologic drugs have been pivotal in advancing patient care. Derived from living entities or their parts, biologics effectively manage various conditions, including diabetes, cancer, and immune disorders. Despite their therapeutic success, biologics are among the priciest medications, accounting for an increasing portion of total drug costs. Biosimilars, akin to approved 'reference medicines' whose exclusivity has lapsed, offer a cost effective alternative to biological treatments. They exert competitive pressure on original biologics, fostering savings within the healthcare system and expanding the reach of biologic therapies.

Moreover, biosimilars introduce a novel manufacturing business model, promoting enduring innovation and competition in biologics. Maintaining robust competition is crucial for maximising the advantages biosimilars bring.

### INDIAN PHARMACEUTICAL INDUSTRY:

The Indian pharmaceutical industry continues to demonstrate a positive outlook characterized by a deeper emphasis on quality manufacturing, drug affordability, and the adoption of innovation and technology. As of the latest reporting period, the industry holds a third position globally in the pharmaceutical production by volume, reflecting a consistent growth trajectory with a CAGR of 9.43% over the past nine years. The domestic pharmaceutical market was reported to hold an estimated total value \$49.78 Billion in FY23 as per India Brand Equity Foundation (IBEF). According to recent projections from an EY FICCI report, the pharmaceutical market in India is anticipated to reach a value of \$130 Billion by 2030, reflecting significant growth prospects and evolving market dynamics.

Similarly, medicine spending in India is projected to grow 9-12% through 2028, positioning India to become one of the top 10 countries in terms of medicine spending. Overall, the Indian pharmaceutical industry remains poised for sustained growth, driven by a combination of industry innovation, government support, and evolving market dynamics.

Key growth drivers are changing consumer lifestyles, increasing health consciousness, and increasing health-related incidences.

### Market Size

In the global pharmaceuticals sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian pharmaceutical sector is worth US\$ 42 billion worldwide. According to India Ratings & Research, the Indian pharmaceutical market revenue is expected to be over 12% Y-o-Y in FY22.

India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US\$ 70.2 billion in 2020 and is expected to reach US\$ 150 billion by 2025. India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion.

### FY24 Business Highlights

Our Company is a loan licensing company catering exclusively to Sun Pharmaceutical Industries Limited, Promoter & holding company and we are specialized contract manufacturing services /processing in parenteral depot formulations, ophthalmic, oncology oral & injectables and general injectables.

### SWOT Analysis

The Strong global prominence of Indian Pharma sector with robust R&D infrastructure and capabilities to develop technologically complex products in the generics, branded generics, API and specialty segments, focus on driving growth & profitability through a pragmatic mix of organic and inorganic initiatives and the ability to supply high-quality products at affordable prices across the world are the strengths of Indian Pharma sector.

Developed markets have witnessed a consistent increase in contribution of specialty products in their overall pharmaceutical spending and this trend is expected to continue in the future. Favourable macro-economic parameters for India and emerging markets are likely to ensure reasonable volume growth for pharmaceutical products across these markets in the long term. Growing penetration of generics in Japan and opening of the China market present good long term opportunities for Indian Pharma sector.

The current geopolitical issues give rise to uncertainties related to supply chains, inflation and overall economic growth to Indian Pharma companies. The potential fresh outbreaks of the pandemic across the world and subsequent disruption in economic activities may impact economic growth across countries and could indirectly impact pharmaceutical consumption. Given the additional spending on battling the pandemic, governments across the world may try to control pricing of certain products, which may lead to government mandated price controls on pharmaceutical products. Developing a specialty pipeline entails high upfront investments for long-term benefits, and may impact short-term profitability.

To emerge as a winner in the post-pandemic world, the industry needs to continue building on its strength and at the same time make a giant leap towards innovation. New capabilities need to be introduced across the business functions to bring efficiencies and to help industry move up the value chain. Government also needs to provide the right enablers and business environment conducive for growth. It also provides an insight for the industry to achieve the ambition of becoming the preferred global supplier of innovative medicines.

## **OUTLOOK**

Pursuing a dynamic strategy of intra-industry partnerships, extensive emphasis on research, innovation and development, increase in licensing technologies and assets from start-ups are some of the approaches that could be undertaken by the Indian pharmaceutical companies.

ICRA research shows that domestic pharma companies are expected to register a growth of 6% to 8% in revenues in FY2025. The operating profit margin, however, is estimated to drop slightly due to inflationary pressures. The Indian pharmaceutical industry is on an upward growth track and India is in a position to claim the spot of the world's most preferred pharma destination in the coming years.

## **RISKS AND CONCERNS**

Every business carries inherent risks and all of them cannot be eliminated. The management at Zenotech has been striving to minimize the known risks. Further, Pharma companies in India, will need to realign their quality and compliance structure to conform to the constantly evolving regulatory guidelines. With the FDA and other regulators broadening the scope of compliance requirements, it helps if companies have a holistic approach and make regulatory compliance part of their corporate strategy. This includes effective training, proper timely communication, periodic reviews, and support from the top management. Regulators have to focus on aligning country-specific regulatory frameworks to global standards enabling harmonization of standards and help companies drive efficiencies.

### **Internal Controls**

The management believes that internal controls are the prerequisite of governance and that action emanating from agreed business plans should be exercised within a framework of checks and balances. The management is committed to ensuring adequate internal controls environment commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws and regulations, ensures reliability and accuracy of records, promotes operational efficiency, protects resources and assets, helps to prevent and detect fraud, errors and irregularities and overall minimizes the risks.

### **Internal Financial Controls**

The Company has a well-established internal financial controls framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of internal financial controls. The management is committed to ensuring an effective internal financial controls environment, commensurate with the size and complexity of the business, which provides an assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

### **Operational Performance**

As stated in the Board's Report, during the year under review, the Company recorded revenue of ₹ 3,676.15 Lakhs (Previous year ₹ 3,835.29 Lakhs) from its operations, 4% decrease over the corresponding previous year, due to decrease in volumes for General Injectables and Eye-care formulations, whereas marginal increase in volumes mainly in Oral Solid Dosage form and parenteral depot formulations supported in maintaining the estimated revenues. The Company reported profit after tax of ₹ 829.87 Lakhs as against previous year reported profit after tax of ₹ 1,158.53 Lakhs. Based on the projected business plans for the current and forthcoming years, the Company believes that it can maintain its positive performance by utilizing its resources to its maximum.

Your Company is constantly striving to optimize its operational capacities, restricting costs to remain competitive which would help to improve the operational efficiency.



**Financial Performance**

(₹ in Lakhs)

S. No.	Particulars	2023-24	2022-23
(i)	Revenue from operations	3,676.15	3,835.29
(ii)	Other Operating Income	407.16	407.14
(iii)	Other income	100.41	108.37
(iv)	Total Revenue (i+ii+iii)	4,183.72	4,350.80
(v)	Depreciation	708.52	717.27
(vi)	Finance cost	0	11.22
(vii)	Other expenses	2,361.06	2,172.08
(viii)	Total Expenses (v+vi+vii)	3,069.58	2,900.57
(ix)	Profit/(Loss) before exceptional items and tax (iv-viii)	1,114.14	1,450.23
(x)	Deferred tax	284.27	291.70
(xi)	Profit/(Loss) after tax (ix-x)	829.87	1,158.53
(xii)	Other Comprehensive Income	-2.72	3.35
(xiii)	Total Comprehensive Income for the period (xi+xii)	827.15	1,161.88
(xiv)	Loss brought forward from previous year	-18,830.36	-19,992.24
(xv)	Profit/(Loss) carried forward to Balance Sheet (xiii+xiv)	-18,003.22	-18,830.36

**Key Financial Ratios:****[Pursuant to Schedule V (B) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

S. No.	Particulars	2023-24	2022-23	Variance (%)	Reasons if variance is more than 25%
1.	Debtors Turnover (times)	2.80	2.64	6%	Not applicable
2.	Inventory Turnover (times)	21.88	315.40	-93%	Due to increase in current year inventory values
3.	Debt Service Coverage Ratio(times)	---	---	---	Not applicable – Since company is debt free
4.	Current Ratio (times)	1.93	0.98	98%	Due to increase in cash and cash equivalents and other Bank balances
5.	Debt Equity Ratio (times)	---	---	---	Not applicable - Since company is debt free.
6.	Operating Profit Margin (%)	57.82	51.46	12.36%	Not applicable
7.	Net Profit Margin (%)	22.57	30.21%	-25%	Due to decrease in turnover
8.	Return on Capital Employed (%)	0.12	0.17	-30%	Due to decrease in turnover

**HUMAN RESOURCES**

During the year, the strength of human resource engaged by the Company is 300. Industrial relations have been cordial during the year under report.

*(Cautionary Statement: Statements in this Report, which seeks to describe the Company's objectives, projections, estimates, expectations or predictions may be considered to be 'forward looking statements' and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied. Several factors including global and domestic demand-supply conditions, prices, raw-materials availability, technological changes in government regulations and policies, tax laws and other statutes may affect the actual results, which can be different from what the Directors envisage in terms of future performance and outlook.)*

## INDEPENDENT AUDITORS' REPORT

To the Members of Zenotech Laboratories Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Zenotech Laboratories Limited ("the Company"), which comprise the balance sheet as at 31 March 2024, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. 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.

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

Key audit matters	Auditor's Response
<p><b>Revenue</b></p> <p>The Company solely depends on its holding company for its Revenue as stated below:</p> <ol style="list-style-type: none"> <li>1. All the manufacturing job work is done as per their requirements at the agreed conversion charges.</li> <li>2. Revenue is earned by leasing out its biotech facility &amp; equipment.</li> </ol> <p>In view of the significance of the dependence on holding company for revenue, it represented a key audit matter in the audit</p>	<p>Our Audit Procedures included:</p> <ul style="list-style-type: none"> <li>• Validating appropriate approval process for the agreements with related party and verifying that the job work charges invoiced are aligned with the agreements.</li> <li>• Validating comprehensiveness of revenue recognition through testing of transactions and production records</li> <li>• Cut off procedures performed.</li> <li>• Carrying out analytical procedures and identifying reasons for significant variance.</li> <li>• Confirming with the balance confirmation received from external party.</li> <li>• Evaluating the disclosures made with requirements under the Accounting Standards and the Companies Act, 2013</li> </ul>

#### Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors' report but does not include the financial statements and our auditors' report thereon. The Directors' report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the 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 audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read the Directors' report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibilities of the Management and Those Charged with Governance for Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit, and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are 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.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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 auditors' 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.

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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- 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.

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company in electronic mode on servers physically located in India and full back up is available as on the date of Balance Sheet.

Relying on representations/explanations from the Company and based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and is operational as on the date of balance sheet as explained in note 37 to the financial statements. The software is such that it has no data base for the matter stated in the paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the statement of cash flows dealt with by this Report agree with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (g) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its financial statements – Refer Note 31 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.
    - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in note no 36(g) in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in note no 36(h) in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
- (c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not paid/declared any dividend during the financial year. Accordingly, reporting on compliance with the provisions of Section 123 of the Act is not applicable.
- vi. The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

**Viswanadh Kuchi**  
Partner  
Membership No. 210789  
UDIN: 24210789BKGFFD4273

Place of Signature: Hyderabad  
Date: 1st May 2024

## Annexure A

**Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Zenotech Laboratories Limited ("the Company") on the financial statements as of and for the year ended 31 March 2024.**

- (i) (a) In respect of the company's fixed assets:
  - (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company does not have any intangible assets in the books and hence this sub-clause is not applicable.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified once in three years which, In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties disclosed in the financial statements are held in the name of the Company as at Balance Sheet date,
- (d) The Company has not revalued its Property, Plant and Equipment during the year and hence this clause is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records are not 10% or more in the aggregate for each class of inventory.
- (b) Based on our audit procedures & according to the information and explanation given to us, the Company has not been sanctioned any working capital limits from banks or financial institution on the basis of security of current assets and hence the question of filing quarterly returns or statements by the company with such banks or financial institutions does not arise. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company
- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) Based on our audit procedures & according to the information and explanation given to us, the Company has neither given any loan, guarantees and security nor made any investment during the year covered under section 185 and 186 of the Act. Therefore paragraph 3(iv) of the Order is not applicable to the Company.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The central government has specified the maintenance of cost records under sub section (1) of section 148 of the act in respect of products or services of the company. We have broadly reviewed the books of account maintained by the Company as specified under sub section (1) of section 148 of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable with the appropriate authorities.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears, as at 31 March 2024 for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us and based on our examination of the records of the company, there are no statutory dues referred to in sub-clause (a) as at 31 March 2024, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the Dues	Amount demanded (Rs. In '000)	Amount paid (Rs. In '000)	Net (Rs. In '000)	Period to which amount relates	Forum where dispute is pending	Remarks, if any
The Customs Act, 1962	Customs Duty	5160	-	5160	Prior to the financial year 2011-12 (Customs Act)	Principal Commissioner of customs	
Income Tax Act, 1961	Income Tax Dues	20479	-	20479	A.Y 2020-21	Commissioner of Income-tax (Appeals)	

\* AY – Assessment year, FY – Financial year

- (viii) As per the information and explanations given by the management and on the basis of our examination of the records of the company, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.
- (ix) (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and the records of the Company examined by us, there were no funds raised on short term basis by the Company. Accordingly, paragraph 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any loans during the year on pledge of securities held in its subsidiaries. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year and hence the question of whether money raised were applied for the purposes for which those are raised does not arise. Accordingly, paragraph 3(x) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence the question of whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised does not arise. Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company.

- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section (12) of section 143 of the Companies Act has been filed by secretarial auditor or by cost auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government for the period covered by our audit.
- (c) As represented to us by the management there are no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations give to us, the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details of the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors issued till date for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) (b) of the Order is not applicable to the Company.
- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) Based on our audit procedures and according to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions nothing has come to our attention which causes us to believe that any material uncertainty exist as on the date of balance sheet as and when they fall due with in a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.



- (xx) (a) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under Clause 3(xx) of the Order is not applicable to the company.
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to transfer unspent amount under sub-section (5) of section 135 of the Companies Act, pursuant to ongoing project to special account in compliance with provision of sub section (6) of section 135. Accordingly, paragraph 3(xx)(b) of the Order is not applicable to the Company.

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

**Viswanadh Kuchi**  
Partner  
Membership No. 210789  
UDIN: 24210789BKGFFD4273

Place of Signature: Hyderabad  
Date: 1<sup>st</sup> May 2024



## Annexure B

### **Referred to in paragraph 2(g) on 'Report on Other Legal and Regulatory Requirements' of our report of even date Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls with reference to financial statements of Zenotech laboratories Limited as of 31 March 2024 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**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (the "Guidance Note"). 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 (hereinafter referred to as "the Act").

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls with reference to financial statements**

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

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements 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 (the "Guidance Note").

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

**Viswanadh Kuchi**  
Partner  
Membership No. 210789  
UDIN: 24210789BKGFFD4273

Place of Signature: Hyderabad  
Date: 1<sup>st</sup> May 2024

**Standalone Balance Sheet as at March 31, 2024**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	3	655,813	653,848
(b) Capital Work-In-Progress	3	19,562	49,787
(c) Financial Assets			
(i) Investments	4(a)	-	-
(ii) Others	4(b)	13,819	13,493
Deferred Tax Assets (net)	5	65,261	93,576
Income Tax Assets (net)		44,598	33,872
(d) Other Non-current Assets	6	1,383	1,506
<b>Total Non - Current Assets</b>		<b>800,436</b>	<b>846,082</b>
<b>Current Assets</b>			
(a) Inventories	7	8,402	-
(b) Financial Assets			
(i) Trade Receivables	8(a)	32,494	33,235
(ii) Cash and Cash Equivalents	8(b)	18,157	111,424
(iii) Bank balances other than (ii) above	8(c)	178,700	-
(iv) Other Financial Assets	8(d)	16,001	6,755
(c) Other Current Assets	9	7,874	11,234
<b>Total Current Assets</b>		<b>261,628</b>	<b>162,648</b>
<b>TOTAL ASSETS</b>		<b>1,062,064</b>	<b>1,008,730</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	610,306	610,306
(b) Other Equity	11	295,110	212,395
<b>Total Equity</b>		<b>905,416</b>	<b>822,701</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12 (d)	-	-
(ii) Other financial liabilities	12 (c)	8,001	7,324
(b) Other Non Current Liabilities	13 (b)	1,700	2,458
(c) Provisions	14 (a)	11,716	10,177
<b>Total Non - Current Liabilities</b>		<b>21,417</b>	<b>19,959</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables			
(a) Total outstanding dues of Micro and Small Enterprises	12 (a)	650	1,672
(b) Total outstanding dues other than Micro and Small Enterprises	12 (a)	27,406	33,096
(ii) Other financial liabilities	12 (b)	32,983	37,410
(b) Other Current Liabilities	13 (a)	10,533	11,153
(c) Provisions	14 (b)	63,659	82,739
<b>Total Current Liabilities</b>		<b>135,231</b>	<b>166,070</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,062,064</b>	<b>1,008,730</b>

 The accompanying notes are an integral part of the standalone financial statements  
 Summary of Material accounting policies 1 & 2

As per our Report of even date attached

**for PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm Registration Number: 003990S/S200018

**for and on behalf of the Board of Directors of**
**Zenotech Laboratories Limited**

CIN: L27100TG1989PLC010122

**Viswanath VNSS Kuchi**  
 Partner  
 Membership No.: 210789  
 UDIN: 24210789BKGFFD4273

**Azadar Husain Khan**  
 Chairman of the Board  
 DIN:01219312

**Kavita R. Shah**  
 Director  
 DIN:02566732

**Devendra Chandrakant S. Kenkre**  
 Chief Executive Officer

**Poly K.V.**  
 Chief Financial Officer

**Abdul Gafoor Mohammad**  
 Company Secretary  
 Place: Hyderabad  
 Date: May 1, 2024

 Place: Hyderabad  
 Date: May 1, 2024

 Place: Delhi  
 Date: May 1, 2024

 Place: Mumbai  
 Date: May 1, 2024

## Statement of Profit and Loss for the Year ended March 31, 2024

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars		Note No.	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>Income</b>				
I	Revenue from Operations	15 (a)	367,615	383,529
II	Other Operating income	15 (b)	40,716	40,714
III	Other income	16	10,041	10,837
IV	<b>Total Income (I+II+III)</b>		<b>418,372</b>	<b>435,080</b>
<b>Expenses</b>				
V	Cost of materials consumed	17	-	608
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	17	-	-
	Employee benefits expense	18	94,640	78,761
	Finance costs	19	-	1,122
	Depreciation and amortisation expense	3	70,852	71,727
	Other expenses	20	141,466	137,839
	<b>Total Expenses (V)</b>		<b>306,958</b>	<b>290,057</b>
VI	Profit / (Loss) before exceptional items and tax (IV-V)		<b>111,414</b>	<b>145,023</b>
VII	Exceptional item		-	-
VIII	Profit / (Loss) before tax (VI+VII)		<b>111,414</b>	<b>145,023</b>
IX	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax	22	28,427	29,170
X	Profit / (Loss) for the year (VIII-IX)		<b>82,987</b>	<b>115,853</b>
XI	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss		-	-
	Gain/(loss) on Remeasurement of employee benefits obligations	14(c)	(384)	447
	Income Tax on above		112	(112)
XII	Total Comprehensive Income for the year (X+XI)		<b>82,715</b>	<b>116,188</b>
XIII	Earning per equity share (face value per equity share Rs 10 each)	23		
	(1) Basic (Rs.)		1.36	1.90
	(2) Diluted (Rs.)		1.36	1.90
See accompanying notes referred to above form an integral part of Financial Statements				
Summary of Material accounting policies		1 & 2		

As per our Report of even date attached  
**for PKF Sridhar & Santhanam LLP**  
 Chartered Accountants  
 Firm Registration Number: 003990S/S200018

for and on behalf of the Board of Directors of  
**Zenotech Laboratories Limited**  
 CIN: L27100TG1989PLC010122

**Viswanath VNSS Kuchi**  
 Partner  
 Membership No.: 210789  
 UDIN: 24210789BKGFFD4273

**Azadar Husain Khan**  
 Chairman of the Board  
 DIN:01219312

**Kavita R. Shah**  
 Director  
 DIN:02566732

**Devendra Chandrakant S. Kenkre**  
 Chief Executive Officer

**Poly K.V.**  
 Chief Financial Officer

**Abdul Gafoor Mohammad**  
 Company Secretary  
 Place: Hyderabad  
 Date: May 1, 2024

Place: Hyderabad  
 Date: May 1, 2024

Place: Delhi  
 Date: May 1, 2024

Place: Mumbai  
 Date: May 1, 2024

**Statement of changes in equity for the year ended 31 March, 2024**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Equity Share Capital	Reserves and Surplus		Total equity
		Securities premium	Retained earnings	
<b>Balance as at 1st April 2022</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,999,336)</b>	<b>706,401</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated Balance as at April 1st,2022</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,999,336)</b>	<b>706,401</b>
Additions during the year	-	-	-	-
Profit/(Loss) for the year	-	-	115,853	115,853
Other comprehensive income- Remeasurement of defined benefit obligations	-	-	447	447
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>116,300</b>	<b>116,300</b>
<b>Balance as at 31st March 2023</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,883,036)</b>	<b>822,701</b>
<b>Balance as at 1 April 2023</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,883,036)</b>	<b>822,701</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated Balance as at April 1st,2023</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,883,036)</b>	<b>822,701</b>
Profit/(Loss) for the year	-	-	82,987	82,987
Other comprehensive income- Remeasurement of defined benefit obligations	-	-	(272)	(272)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>82,715</b>	<b>82,715</b>
<b>Balance as at 31st March 2024</b>	<b>610,306</b>	<b>2,095,431</b>	<b>(1,800,322)</b>	<b>905,415</b>
<b>Nature and purpose of reserves:</b>				
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013				

As per our Report of even date attached  
**for PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm Registration Number: 003990S/S200018

**for and on behalf of the Board of Directors of**  
**Zenotech Laboratories Limited**  
CIN: L27100TG1989PLC010122

**Viswanath VNSS Kuchi**  
Partner  
Membership No.: 210789  
UDIN: 24210789BKGFFD4273

**Azadar Husain Khan**  
Chairman of the Board  
DIN:01219312

**Kavita R. Shah**  
Director  
DIN:02566732

**Devendra Chandrakant S. Kenkre**  
Chief Executive Officer

**Poly K.V.**  
Chief Financial Officer

**Abdul Gafoor Mohammad**  
Company Secretary  
Place: Hyderabad  
Date: May 1, 2024

Place: Hyderabad  
Date: May 1, 2024

Place: Delhi  
Date: May 1, 2024

Place: Mumbai  
Date: May 1, 2024

## Standalone Cash flow statement for the Year ended March 31, 2024

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>A. Cash flows from operating activities</b>		
Profit/(Loss) before taxation	111,414	145,023
Adjustments for:		
Depreciation and amortisation	70,852	71,727
Amounts written back	(116)	(200)
Unrealised foreign exchange loss, net	(54)	6
(Profit )/ Loss on sale of Property , Plant and Equipment	437	(388)
Interest expenses	-	1,122
Interest income	(9,451)	(3,685)
<b>Operating cash flows before working capital changes</b>	<b>173,082</b>	<b>213,605</b>
<b>Changes in Working Capital:</b>		
(Increase)/decrease in trade receivables	741	6,047
(Increase)/decrease in inventories	(8,402)	608
(Decrease)/ increase in trade payables	(6,596)	14,306
(Increase)/decrease in other financial assets	(8,758)	(5,180)
(Increase)/decrease in current non financial assets	-	-
(Increase)/decrease in non-current financial assets	-	(5,672)
(Increase)/decrease in non-current assets	-	-
(Increase)/decrease in other current assets	1,936	(3,100)
(Decrease)/increase in provisions	(17,955)	1,587
(Decrease)/increase in other financial liabilities	(4,476)	(2,987)
(Decrease)/increase in other current liabilities	(620)	(670)
<b>Cash generated/(used) in operations</b>	<b>128,952</b>	<b>218,544</b>
Income taxes paid/ TDS (net)	(10,726)	(11,902)
<b>Net cash generated/(used) in operating activities (A)</b>	<b>118,226</b>	<b>206,642</b>

## Standalone Cash flow statement for the Year ended March 31, 2024

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>B. Cash flows from investing activities</b>		
Payment for Purchase of property plant equipment (Including Capital advance & Work in Progress)	(42,335)	(62,317)
Proceeds from sale of Property , Plant and Equipment	37	388
Deposits towards margin money	-	-
(Increase)/Decrease in other bank balances	(178,700)	-
Interest income received	9,451	3,685
<b>Net cash provided by/ (used in) investing activities (B)</b>	<b>(211,547)</b>	<b>(58,244)</b>
<b>C. Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	(60,000)
Interest paid	-	(1,122)
<b>Net cash provided by/(used in) financing activities (C)</b>	<b>-</b>	<b>(61,122)</b>
<b>Net increase/ (decrease) in cash and cash equivalents during the year (A+B+C)</b>	<b>(93,321)</b>	<b>87,276</b>
Cash and cash equivalents at the beginning of the year	111,424	24,148
Add/(less): exchange (loss)/gain on cash and cash equivalents	54	-
<b>Cash and cash equivalents at the end of the year (refer Note 8(b) )</b>	<b>18,157</b>	<b>111,424</b>

Note 1: Cash and cash equivalents does not include restricted cash balance (Margin money) of Rs 1,000 (previous year: Rs 1,000).

Note 2: Cash flow statements has been prepared under " Indirect Method" on Statement of Cash flows in accordance with the Ind AS standard.

Note 3: Please refer Net Debt Reco annexed

As per our Report of even date attached  
for **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm Registration Number: 003990S/S200018

for and on behalf of the Board of Directors of  
**Zenotech Laboratories Limited**  
CIN: L27100TG1989PLC010122

**Viswanath VNSS Kuchi**  
Partner  
Membership No.: 210789  
UDIN:24210789BKGFFD4273

**Azadar Husain Khan**  
Chairman of the Board  
DIN:01219312

**Kavita R. Shah**  
Director  
DIN:02566732

**Devendra Chandrakant S. Kenkre**  
Chief Executive Officer

**Poly K.V.**  
Chief Financial Officer

**Abdul Gafoor Mohammad**  
Company Secretary  
Place: Hyderabad  
Date: May 1, 2024

Place: Hyderabad  
Date: May 1, 2024

Place: Delhi  
Date: May 1, 2024

Place: Mumbai  
Date: May 1, 2024



## Standalone Cash flow statement for the Year ended March 31, 2024

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	31 March 2024	31 March 2023
Cash and cash equivalents	18,157	111,424
Liquid Investments	-	-
Current borrowings (Including interest accrued)	-	-
Non-current borrowings	-	-
<b>Net debt</b>	<b>18,157</b>	<b>111,424</b>

	Other assets		Liabilities from financing activities			
	Cash and bank	Liquid Investments	Finance lease obligations	Non-current borrowings	Current borrowings	Total
<b>Net debt as at 1 April 2022</b>	24,148	-	-	(60,000)	-	<b>(35,852)</b>
Cash flows	87,276	-	-	60,000	-	<b>147,276</b>
Acquisitions-finance leases	-	-	-	-	-	-
Foreign exchange adjustments	-	-	-	-	-	-
Interest expenses	-	-	-	-	(12,152)	<b>(12,152)</b>
Interest paid	-	-	-	-	12,152	<b>12,152</b>
Other non-cash movements						-
Acquisitions/disposals	-	-	-	-	-	-
Fair value adjustments	-	-	-	-	-	-
<b>Net debt as at 31 March 2023</b>	<b>111,424</b>	-	-	<b>0.00</b>	-	<b>111,424</b>
Cash flows	(93,321)	-	-	0	-	<b>(93,321)</b>
Acquisitions-finance leases	-	-	-	-	-	-
Foreign exchange adjustments	54	-	-	-	-	<b>54</b>
Conversion of Current to Non-Current	-	-	-	-	-	-
Interest expenses	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-
Other non-cash movements						-
Acquisitions/disposals	-	-	-	-	-	-
Fair value adjustments	-	-	-	-	-	-
<b>Net debt as at 31 March 2024</b>	<b>18,157</b>	-	-	<b>0</b>	-	<b>18,157</b>

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

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### 1.1 Corporate information

Zenotech Laboratories Limited ( the “Company” ) is a public limited company listed on BSE. The Company is a pharmaceutical specialty generic injectables company engaged in the area of manufacturing biotechnology products. The Company’s injectables product portfolio primarily serves niche therapy areas like oncology and anaesthesiology.

### 1.2 Consolidated Financial Statements

The Books of accounts and other related records/documents of the overseas subsidiaries of the Company were missing and due to non-availability of those records/information, complaint before the Hon’ble Economic Offences Court, Nampally, Hyderabad, under the provisions of Section 630 of erstwhile Companies Act, 1956 was filed against the former Managing Director, Late Dr. Jayaram Chigurupati, who was in complete “control over the Company’s affairs during the period of those events”, which is abated by the court due to demise of the accused. The Company has evaluated and concluded that it is not controlling the US Subsidiary as per Ind AS 110 Consolidated Financial Statements basis, its inability to exercise power over the investee. Further, during the previous year, the Company received the winding up order for its defunct subsidiary in Nigeria. The Company engaged consultant in Brazil to file the winding-up applications in adherence to the laws of the country. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of Ind AS 110 and hence is not required to prepare and present a Consolidated Financial Statement.

## 2. Material accounting policies

### 2.1 Statement of compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

#### Basis of preparation and presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in INR and all values are rounded to the nearest thousands (INR 000), except when otherwise indicated.

#### Functional and Presentation currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). Indian rupee is the functional and presentation currency of the Company.

#### IND AS 27 Separate financial statements

An entity is required to account for its investments in subsidiaries, joint ventures and associates either:

- (a) at cost; or
- (b) in accordance with IND AS 109. Such cost shall be cost as per IND AS 27 or deemed cost.

The investments in subsidiaries is recognised at deemed cost

### 2.2 Summary of Material accounting policies

#### a. Use of estimates and judgement

The preparation of financial statements in conformity with IND AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumptions having the most significant effect on the amounts recognized in financial statements are as follows:

i) Useful life of PPE

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management based on technical assessment. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives of property, plant and equipment.

ii) Measurement of defined benefit plan obligation

The cost of the defined benefit gratuity plan and other post-employment leave absences benefits and the present value of the gratuity obligation and leave absence obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India. Further details about gratuity obligations are given in Note 14 (c).

iii) Impairment of non-financial assets

Property Plant & Equipment are tested for impairment when there are indicators of impairment, using the model to compare the higher of value in use and fair value less costs to sell with the carrying value of the said assets. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate the projected cash flows, risk adjusted discount rate, future economic and market conditions.

iv) Estimation for litigations

The Company has been advised by its legal counsel, the probability of outflow of resources and based on this, the contingent liability has been recognised. Any change in the estimated probability will impact upon the contingent liability.

**b. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that, the transaction to sell the asset or transfer the liability takes place either:

- > in the principal market for the asset or liability, or
- > in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- > Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- > Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- > Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- > Quantitative disclosures of fair value measurement hierarchy (Refer Note 24(a) & (b) )

#### c. Revenue recognition

The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' which introduces a new five-step approach to measuring and recognising revenue from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer. The Company has elected to use the practical expedient that there is no financing component involved when the credit period offered to customers is less than 12 months (also refer Credit Risk).

##### Rendering of Services:

Revenue from sale of services is recognised in accordance with the terms of the relevant agreements as accepted and agreed with the customers. Upfront non-refundable payments received are deferred and recognised as revenue over which the related services are performed.

Price variance is accounted as and when the amounts are confirmed as recoverable.

##### Income from leasing of assets:

Rental income from leasing of buildings, plant and machineries are recognised as revenue over the lease period at contracted lease amount, in accordance with IND AS 116.

##### Interest income

Interest on deposits is recognized on the time proportion method using the underlying interest rates.

#### d. Taxes

##### Current income tax

Income tax expense comprises of current and deferred tax. Income tax expenses is recognised in profit or loss except to the extent that it relates to items recognised in OCI or directly in equity in which case it is recognised in OCI or directly in equity respectively. Current tax is the expected tax payable on the taxable profit for the year using tax rates enacted or substantively enacted by the end of the reporting period and any adjustments to the tax payable in respect of previous years.

The tax currently payable is based on taxable profit for the year, if any. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

##### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or 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.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off deferred tax assets against deferred tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### e. Property, plant and equipment

Freehold land is carried at historical cost.

Fixed assets (Tangible/ Intangible) are stated at cost less accumulated depreciation/amortization and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Expenditure directly relating to construction activity is capitalized to the extent those relate to the construction activity or is incidental thereto.

Gains and losses on disposal of a property plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property plant and equipment and are recognised in other income/ other expenses in the statement of profit and loss.

Depreciation is fully provided using the Straight Line Method ('SLM') over the useful lives of the assets considered by the management's technical assessment, as given below:

1)	Factory Building	30 years
2)	Plant & Machinery	10 to 20 years
3)	Furniture & Fittings	10 years
4)	Motor Vehicles	8 years
5)	Office Equipment	5 years
6)	EDP Equipment	3 years

Depreciation and amortization methods and useful lives are reviewed periodically, including at each financial year end. Depreciation is charged on a proportionate basis for all assets purchased and sold during the year.

Assets costing below Rs.5,000/- are depreciated in full in the same year.

The cost of fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress and are carried at cost.

For transition to the Ind AS, the Company has decided to continue with the carrying value of all of its Property, Plant and Equipment as at April 01, 2015 ( transition date) measured as per the previous GAAP as its deemed cost as of transition date.

#### f. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The method of determining cost of various categories of inventories is as below:

- i) Raw materials, Packing materials, Stores and spares, consumables - First - in - First Out method.
- ii) Finished goods and Work-in-process - Weighted average method, which comprises direct material costs and appropriate overheads.

Consumables received are booked as consumption on quality clearance for convenience purpose, as needed.

Inventories are stated net of write downs or allowances on account of obsolete, damaged or slow moving inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and costs necessary to affect the sale.

**g. Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. 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. 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 Company's assets. When 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 or the cash generating unit (CGU). In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

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

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised 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 recognised. 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 recognised for the asset in prior period years. Such reversal is recognised in the statement of profit or loss.

**h. Provisions, contingent Liabilities & contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts only in case of inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts for possible obligations which will be confirmed only by future events not wholly within the controls of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amounts of the obligation cannot be made.

**i. Retirement and other employee benefits**

i) **Gratuity:** Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made at the end of each financial year under the projected unit credit method. Actuarial gains/losses comprise experience adjustments and the effect of changes in actuarial assumptions and are recognised immediately in the other comprehensive Income as Income on the basis of valuation by an independent Actuary. The liability is unfunded.

ii) **Provident Fund:** A retirement benefit in the form of provident fund scheme is a defined contribution and the contribution is charged to the statement of profit and loss of the year when the contribution to the respective fund is due. There are no other obligations other than the contribution payable to the respective fund.

- iii) Compensated Absences: Liability in respect of compensated absence is determined and charged to the statement of profit and loss on the basis of valuation by an independent actuary.

### 2.3 New and amended standards adopted by the Company:

Ind AS 1 – Presentation of Financial Statements – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

#### Financial assets

##### Initial recognition and measurement

All financial assets are recognised 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

For purposes of subsequent measurements, 'debt instrument' is measured at the amortised 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.

This category is the most relevant to the company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

##### Equity investments

All equity investments in subsidiaries are measured at cost less diminution other than temporary. All equity investments in scope of Ind AS 109 are measured at fair value.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

##### Derecognition

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

- > The Company has transferred its rights to receive cash flows from the asset ; and either
- > The Company has transferred substantially all the risks and rewards of the asset, or
- > The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the assets carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss will be recognised as profit or loss on disposal.

##### Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- > Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- > Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115



**The company follows 'simplified approach' for recognition of impairment loss allowance on:**

- > Trade receivables or contract revenue receivables; and
- > The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets that are debt instruments, and are measured at amortised cost.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- > All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- > Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix based on the assumptions which are derived based on the expected outcomes.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- > ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- > For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

- > Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

> Financial liabilities at amortised cost

After initial recognition financial liabilities if any are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

> Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

> Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has a legal right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

**Cash and cash equivalents:**

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

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

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

#### Note 3: Property, Plant and Equipment.

	Freehold Land	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	EDP Equipment	Total
<b>Gross Block at Cost/ Deemed Cost</b>								
As at 31st March 2022	10,831	211,963	796,873	6,542	3,619	3,251	18,201	1,051,279
Adjustments:	-	-	-	-	-	-	-	-
Additions	-	-	14,691	56	38	-	1,701	16,485
As at 31st March 2023	10,831	211,963	811,563	6,598	3,657	3,251	19,901	1,067,764
Adjustments:	-	-	-	-	-	-	-	-
Additions	-	-	70,291	327	37	1,644	995	73,293
Disposals	-	-	586	-	-	-	-	586
As at 31st March 2024	10,831	211,963	881,268	6,925	3,694	4,894	20,897	1,140,472
<b>Accumulated Depreciation and Impairment</b>								
As at 31st March 2022	-	55,460	264,369	5,336	2,126	2,401	12,500	342,192
Adjustments:	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	9,786	55,816	232	619	186	5,088	71,727
As at 31st March 2023	-	65,247	320,185	5,568	2,745	2,586	17,590	413,919
Adjustments:	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	9,813	58,844	190	473	239	1,293	70,852
Disposals	-	-	113	-	-	-	-	113
As at 31st March 2024	-	75,060	378,916	5,758	3,218	2,826	18,881	484,658
<b>Net Book Value</b>								
As at 31st March 2024	10,831	136,903	502,352	1,167	476	2,068	2,016	655,813
As at 31st March 2023	10,831	146,717	491,379	1,030	913	664	2,314	653,848
<b>Note</b>								
1.	Plant & Equipment as at the year end includes assets given on operating lease: Cost Rs. 187,083 (PY: Rs. 187,083); Accumulated depreciation Rs 46,297 (PY: Rs. 36,822) and carrying value as at the reporting date of Rs. 140,786 (Previous year Rs 150,262).							
2.	For details of the assets pledged for TDB loan, refer Note 32 of the financial statements.							
Gross block as at 1st April, 2015	10,831	209,970	576,164	13,659	963	7,735	6,826	826,149
Accumulated depreciation as at 1st April, 2015	-	(60,867)	(221,940)	(9,068)	(726)	(5,967)	(6,313)	(304,881)
Net block as at 1st April, 2015 treated as deemed cost	10,831	149,103	354,224	4,591	237	1,768	513	521,267

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

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### B. Capital Work in Progress

<b>As at 1st April 2022</b>	<b>2,790</b>
Provision for Impairment	103,156
Additions during the year	63,483
<b>Gross Capital Work In Progress</b>	<b>169,428</b>
Less: Transferred to Property, Plant and Equipment during the year	16,485
Provision for Impairment	(103,156)
<b>Net CWIP as at 31 March, 2023</b>	<b>49,787</b>
<b>As at 1st April 2023</b>	<b>49,787</b>
Provision for Impairment	103,156
Additions during the year	42,975
<b>Gross Capital Work In Progress</b>	<b>195,918</b>
Less: Transferred to Property, Plant and Equipment during the year	73,199
Provision for Impairment	(103,156)
<b>Net CWIP as at 31 March, 2024</b>	<b>19,562</b>

#### Capital work in progress ageing

Particulars	Amount in CWIP as at March 31, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	18,308	1,254	-	-	19,562
Projects temporarily suspended					-
<b>Total</b>	<b>18,308</b>	<b>1,254</b>	<b>-</b>	<b>-</b>	<b>19,562</b>

#### Capital work in progress ageing

Particulars	Amount in CWIP as at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	49,787	-	-	-	49,787
Projects temporarily suspended					-
<b>Total</b>	<b>49,787</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49,787</b>

### Note 4: Financial Assets

#### 4(a). Non-current investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investments in equity shares of Subsidiaries# at Deemed cost Unquoted		
Zenotech Farmaceutica Do Brasil Ltda*	-	-
39,600 (previous year: 39,600) shares of Reais 10 each		
Zenotech Laboratories Limited, Nigeria*	-	-
9,99,000 (previous year: 9,99,000) Ordinary shares of Naira 1 each		
Zenotech Inc., USA	-	-
10,00,000 (previous year: 10,00,000) shares of USD 0.10 each		

# Considered as Subsidiaries only for the limited purpose of Companies Act basis voting rights and not as per Ind AS 110 on Consolidated Financial Statements

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

**4(b). Other Non-current Financial Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits with Government, public bodies		
-Considered good	12,493	12,493
-Credit Impaired	211	211
Margin Money deposits	1,000	1,000
Others	326	-
<b>Total</b>	<b>14,030</b>	<b>13,704</b>
Less: Provision for doubtful assets	211	211
<b>Total Other Non-current Financial Assets</b>	<b>13,819</b>	<b>13,493</b>

**Note 5: Deferred tax assets /( liabilities)**

The balances comprises temporary differences attributable to :

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Asset on account of:</b>		
Provision for Gratuity	2,009	1,458
Provision for Leave Encashment	1,188	786
Carry Forward Business Losses and Unabsorbed Depreciation	151,729	168,723
Other Comprehensive Income for defined benefit obligation	112	-
<b>Total Deferred tax assets(A)</b>	<b>155,038</b>	<b>170,968</b>
<b>Deferred Tax Liability on account of:</b>		
- Depreciation	89,777	77,391
<b>Total Deferred tax Liability (B)</b>	<b>89,777</b>	<b>77,391</b>
<b>Total deferred tax assets/(Liabilities) (net) (A-B)</b>	<b>65,261</b>	<b>93,576</b>

**Note 6: Other Non Current Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(Unsecured, considered good except stated other wise)</b>		
Capital Advances	0.00	1,059
Advances other than Capital Advances		
(i) Deposits with Government, public bodies	447	447
(ii) Others- Prepaid expenses	936	-
<b>Total Other Non Current Assets</b>	<b>1,383</b>	<b>1,506</b>

## Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### Note 7: Inventories (at lower of cost and net realisable value)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials and Packing materials	-	-
Consumables	8,402	-
Work-in-progress	-	-
Stores & Spares	-	-
<b>Total Inventories</b>	<b>8,402</b>	<b>-</b>

### Note 8(a): Trade receivables- Current

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good-Secured	-	-
Trade receivables considered good-Unsecured*	32,494	33,235
Trade receivables which have significant increase in credit risk	-	-
Trade receivables-credit impaired	-	-
<b>Total</b>	<b>32,494</b>	<b>33,235</b>
Less : Allowance for credit impaired	-	-
<b>Total Trade Receivables</b>	<b>32,494</b>	<b>33,235</b>

\*Total trade receivables are from related party. Refer note 29 for related party disclosures

### Note 8(a): Trade receivables- Current

**Table 1: (Balances which have specified due date)** - Below table will capture ageing for balances from due date of receipt

External Trade Receivable	As at March 31, 2024							
	Outstanding for following periods from due date of receipt							
	Not due	Unbilled	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	26,934	-	5,560	-	-	-	-	32,494
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total external trade receivables</b>	<b>26,934</b>	<b>-</b>	<b>5,560</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32,494</b>

External Trade Receivable	As at March 31, 2023							
	Outstanding for following periods from due date of receipt							
	Not due	Unbilled	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	33,235	-	-	-	-	-	-	33,235
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

External Trade Receivable	As at March 31, 2023							
	Outstanding for following periods from due date of receipt							
	Not due	Unbilled	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total external trade receivables</b>	<b>33,235</b>	-	-	-	-	-	-	<b>33,235</b>

**Note 8(b):Cash and cash equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balances with banks</b>		
- in current accounts	18,152	11,393
Cash on hand	5	31
<b>Other Bank Balances</b>		
- Deposits with original maturity of less than 3 months	0.00	100,000
<b>Cash and Bank Balances</b>	<b>18,157</b>	<b>111,424</b>

**Note 8(c): Bank Balances other than cash and cash equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023
Bank Balances other than cash and cash equivalents		
- Margin Money deposits	1,000	1,000
Less: Margin Money Deposit with Bank maturing after 12 months from the balance sheet date classified as Non-Current (Note 4(b))	1,000	1,000
Deposits with banks having original maturity more than 3 months but less than 12 months	178,700	-
<b>Bank Balances other than cash and cash equivalents</b>	<b>178,700</b>	<b>-</b>

**Note 8(d) : Other Financial Assets (Current)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Unsecured considered good</b>		
Interest accrued but not due	4,522	2,530
Biotech Facility Expenses Receivable	10,645	4,225
Salaries Recoverable from employees	158	-
Salary Advance to employees	488	-
Others	168	-
Deposits	20	-
<b>Total Other Financial Assets (Current)</b>	<b>16,001</b>	<b>6,755</b>



**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 9: Other Current Assets**

Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Unsecured, considered doubtful</b>		
<b>Unsecured, considered good</b>		
Balance with Statutory authorities	6,286	7,705
Advance for supply of goods and services	195	239
Prepaid expenses (including prepaid expenses towards CSR- Rs.63,065 in the current year)	1,393	2,981
Advance to employees	-	309
<b>Total Other Current Assets</b>	<b>7,874</b>	<b>11,234</b>

**Note 10: Equity**

Particulars	As at		As at	
	March 31, 2024		March 31, 2023	
	No. of shares	Value	No. of shares	Value
<b>Authorised</b>				
Equity shares of Rs.10/- each	100,000,000	1,000,000	100,000,000	1,000,000
	<b>100,000,000</b>	<b>1,000,000</b>	<b>100,000,000</b>	<b>1,000,000</b>
<b>Issued, Subscribed and Fully Paid-up</b>				
Equity shares of Rs.10/- each	61,030,568	610,306	61,030,568	610,306
<b>TOTAL</b>	<b>61,030,568</b>	<b>610,306</b>	<b>61,030,568</b>	<b>610,306</b>

**(a) Reconciliation of the equity shares capital amount outstanding at the beginning and at the end of the reporting year**

Particulars	As at		As at	
	March 31, 2024		March 31, 2023	
	No. of shares	Value	No. of shares	Value
<b>Equity shares</b>				
At the beginning of the year	61,030,568	610,306	61,030,568	610,306
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>61,030,568</b>	<b>610,306</b>	<b>61,030,568</b>	<b>610,306</b>

**(b) Terms/rights attached to equity shares**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. On winding up of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held by the shareholders.

**(c) Shares held by holding company - Promoters**

Particulars	As at		As at		% Change during the year
	March 31, 2024		March 31, 2023		
	No. of shares	Value	No. of shares	Value	
Equity shares of Rs. 10/- each (Held by Sun Pharmaceutical Industries Limited)	42,014,578	420,145,780	42,014,578	420,145,780	0.00%
	<b>42,014,578</b>	<b>420,145,780</b>	<b>42,014,578</b>	<b>420,145,780</b>	

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**d. Details of shareholders holding more than 5% shares in the company**

Particulars	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% of holding in the class	No. of Shares	% of holding in the class	
Sun Pharmaceutical Industries Limited*	42,014,578	68.84%	42,014,578	68.84%	0.00%
Padmasree Chigurupati	3,209,982	5.26%	3,209,982	5.26%	0.00%

Note:

Aggregate number of shares allotted as fully paid pursuant to contracts without payment being received in cash, bonus shares and shares bought back for period of 5 years immediately preceding balance sheet date Nil (Previous year: NIL)

During the year ended March 31, 2024, the amount of per share dividend recognised as distribution to equity shareholders was NIL (Previous year: NIL)

**Note 11: Other Equity**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Reserves &amp; Surplus</b>		
Securities premium	2,095,431	2,095,431
Retained Earnings	(1,800,322)	(1,883,036)
<b>Total Reserves &amp; Surplus</b>	<b>295,110</b>	<b>212,395</b>
<b>Securities Premium</b>		
Opening Balance	2,095,431	2,095,431
Rights issue	-	-
<b>Closing Balance</b>	<b>2,095,431</b>	<b>2,095,431</b>
<b>Retained Earnings</b>		
Opening balance	(1,883,036)	(1,999,336)
Net profit / (loss) for the period	82,987	115,853
Remeasurements of post-employment benefit obligation, net of tax (OCI)	(272)	447
<b>Closing Balance</b>	<b>(1,800,322)</b>	<b>(1,883,036)</b>
<b>Total Reserves &amp; Surplus</b>	<b>295,110</b>	<b>212,395</b>

**Nature and purpose of each reserve**

Securities premium - The amount received in excess of face value of the equity shares is recognised in securities premium. It is utilised in accordance with the provisions of the Companies Act, 2013

Retained Earnings -This reserve represents undistributed accumulated earnings of the company as on balance sheet date.

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Statement of changes in equity for the year ended 31 March, 2024**
**A. Equity Share Capital**
**(1) Current reporting period: As at 31.03.2024**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
610,306	-	-	-	610,306

**(2) Previous reporting period As at 31.03.2023**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
610,306	-	-	-	610,306

**Note 12: Financial liabilities**
**(a) Trade payables**
**Table 1 (Balances which have specified due date)**

Below table will capture ageing for balances from due date of payment

External trade Payable	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed dues</b>						
MSME	650	-	-	-	-	650
Others	26,064	1,211	-	-	131	27,406
<b>Disputed dues</b>						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total Trade payables</b>	<b>26,714</b>	<b>1,211</b>	<b>-</b>	<b>-</b>	<b>131</b>	<b>28,056</b>

External trade Payable	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed dues</b>						
MSME	1,672	-	-	-	-	1,672
Others	31,099	1,312	192	362	131	33,096
<b>Disputed dues</b>						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total Trade payables</b>	<b>32,771</b>	<b>1,312</b>	<b>192</b>	<b>362</b>	<b>131</b>	<b>34,768</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 2:** Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	650	1,672
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) the amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi) Interest remaining due and payable to supplier disallowable as deductible expenditure under Income tax Act, 1961 for the current year	-	-
(vii) 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 enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

**(b) Other financial liabilities- Current**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued and due	27,645	27,645
Payable to employees	425	3,513
Security Deposit - Others	50	-
Expenses payables	4,863	6,252
<b>Total other current financial liabilities</b>	<b>32,983</b>	<b>37,410</b>

The Company had repaid the principal loan amount of Rs.29,648 to Technology Development Board (TDB) during the year 2017-18. However, Rs. 27,645 towards Interest due is payable to TDB subject to realisation of 6,00,000 shares of Late.Dr. Jayaram Chigurupati held by TDB as security against the secured loan, as per the settlement agreement dated 22nd February, 2018 signed between the Company and TDB

**(c) Other financial liabilities - Non Current**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Rental Deposit - Biotech Facility	8,001	7,274
Security Deposit - Others	-	50
<b>Total other non current financial liabilities</b>	<b>8,001</b>	<b>7,324</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**(d) Non Current borrowings**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans repayable on demand</b>		
<b><u>Secured</u></b>	-	-
<b><u>Unsecured - amortised cost</u></b>		
Loan from holding Company	-	-
<b>Total non current borrowings</b>	-	-
Less: Interest accrued	-	-
<b>Non current borrowings</b>	-	-

**Note 13(a): Other Current Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory liabilities	5,420	6,040
Advance Rent Received SPIL	4,357	4,357
Advance Rent Biotech Facility	756	756
<b>Total Other current liabilities</b>	<b>10,533</b>	<b>11,153</b>

**Note 13(b): Other Non Current Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance Rent Biotech Facility	1,700	2,458
<b>Total other non current liabilities</b>	<b>1,700</b>	<b>2,458</b>

**Note 14 (a): Provisions - Long Term**

Particulars	As at March 31, 2024	As at March 31, 2023
	Non-Current	Non-Current
Provision for Compensated Leave absences (Refer Note 14(c))	5,552	4,921
Provision for Gratuity (Refer Note 14(c))	6,164	5,256
<b>Total</b>	<b>11,716</b>	<b>10,177</b>

**Note 14 (b): Provisions - Short Term**

Particulars	As at March 31, 2024	As at March 31, 2023
	Current	Current
Provision for indirect taxation (Refer footnotes below)	61,314	80,901
Provision for Compensated Leave absences (Refer Note 14(c))	1,611	1,286
Provision for Gratuity (Refer Note 14(c))	734	536
Provision for Corporate Social Responsibility (Refer Note 20(ii))	-	16
<b>Total</b>	<b>63,659</b>	<b>82,739</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Provision for indirect taxation**

Provision for indirect taxation comprises of dues towards Custom duty (EPCG). Directorate General of Foreign Trade (DGFT) had issued 18 EPCG licenses during the period 2003 to 2009 for which fulfilment of Export Obligation was pending. On 06.05.2016, Directorate of Revenue Intelligence (DRI) issued a show cause notice to the Company for non-fulfilment of export obligation for the said licenses. The case was adjudicated by the Principal Commissioner of Customs vide OR.No. 48/2016-Adjn.Cus.(Commr.) dated 27.03.2017 directing the Company to pay the duty foregone along with applicable interest and redemption fines on 14 licenses. The Company filed export redemption requests for 3 EPCG licenses to RA-Hyderabad on 28.03.2018 and remitted Customs duties amounting to Rs. 2.97 Crores in compliance to the order. Meanwhile, the Company filed an appeal before CESTAT on 06.07.2017 challenging the order on interest, penalties and fines, which is pending for hearing as on date. On 01.04.2023, DGFT notified Amnesty Scheme for one time settlement of default in export obligation by advance and EPCG authorisations vide Public Notice No. 02/2023 dated 01.04.2023 applicable for all such authorisations whose export obligation period (original or extended) was valid beyond 12.08.2013. Though the Company registered to avail the scheme for all pending licenses, only 4 out of 15 licenses were approved by DGFT for consideration under the Scheme. The Company further appealed to the Policy Relaxation Committee (PRC) of DGFT on 20.12.2023 for consideration of 10 licenses under the scheme, which was granted by PRC on its meeting 33/AM24 held on 22.03.2024. The Company remitted balance duties and interest of Rs. 1.96 Cr as per Amnesty Scheme during the quarter ended 31st March, 2024 and request filed for Export Obligation Discharge Certificate (EODC) with DGFT online, which are in process.

**i) Information about individual provisions and significant estimates.**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Customs (EPCG Duty)	61,314	80,901
<b>Total</b>	<b>61,314</b>	<b>80,901</b>

**ii) Movements in provisions**

Towards Custom Duty Movements in each class of provisions during the financial year, are set below:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Opening Provision</b>	<b>80,901</b>	<b>80,901</b>
Charged/(credited) to profit or loss		
-additional provisions recognised	-	-
Amounts used during the year	(19,587)	-
<b>Closing Provision</b>	<b>61,314</b>	<b>80,901</b>

**Note 14 (c):**
**a) Employee Benefits**

Particulars	As at March 31, 2024	As at March 31, 2023
Amount recognised as expense in the statement of Profit and Loss		
- Provident Fund Contribution	4,312	3,563

**b) Leave Obligation**

The actuarial valuation has been carried out using the Projected Unit Credit Method. Under this method, the Defined Benefit Obligation is calculated taking into account pattern of availment of leave whilst in service and qualifying salary on the date of availment of leave. In respect of encashment of leave, the Defined Benefit Obligation is calculated taking into account all types of decrement and qualifying salary projected up to the assumed date of encashment.

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Current Liability	1,611	1,286
Non-Current Liability	5,552	4,921
<b>Total</b>	<b>7,163</b>	<b>6,207</b>

**c) Gratuity (Unfunded)**

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 15 days last drawn salary for each completed year of service or part thereof in excess of six months

**Changes in defined benefit obligation**

Particulars	As at March 31, 2024	As at March 31, 2023
Projected benefit obligation at the beginning of the year	5,792	5,016
Current Service Cost	1,313	1,198
Interest Cost	412	336
Actuarial (gain)/ loss on obligation	384	(447)
Benefits paid	(1,003)	(312)
<b>Projected benefit obligation at the end of the year</b>	<b>6,898</b>	<b>5,791</b>

**Break up of the Provision for Gratuity into Current & Non- current**

Particulars	As at March 31, 2024	As at March 31, 2023
Current Liability	734	536
Non-Current Liability	6,164	5,256
<b>Total</b>	<b>6,898</b>	<b>5,792</b>

**Expense recognised in the Statement of Profit and Loss**

Particulars	As at March 31, 2024	As at March 31, 2023
Service Cost	1,313	1,198
Interest Cost	412	336
<b>Net Gratuity Costs</b>	<b>1,725</b>	<b>1,535</b>

**Summary of Actuarial Assumptions**

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.20%	7.45%
Salary escalation rate	7.00%	7.00%



**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**  
(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Mortality**

Age (Years)	Rates (p.a)
18	0.000874
23	0.000936
28	0.000942
33	0.001086
38	0.001453
43	0.002144
48	0.003536
53	0.006174
58	0.009651

**Maturity profile of the defined benefit obligation**

Particulars	As at March 31, 2024	As at March 31, 2023
Weighted average duration of defined benefit obligation (in years)	9.82	9.92
Expected benefit payments for the year ending		
Not later than 1 year	734	536
Later than 1 year and not later than 5 years	1,920	1,733
Later than 5 year and not later than 10 years	2,409	993
Above 10 years	11,169	10,369

**Remeasurement of the net defined benefit liability recognised in other comprehensive income**

Particulars	As at March 31, 2024	As at March 31, 2023
Remeasurement for the period - Obligation (gain)/loss arising from		
– change in demographic assumptions	-	-
– change in financial assumptions	166	(225)
– experience variance	218	(222)
<b>Amount recognised in OCI</b>	<b>384</b>	<b>(447)</b>

**Sensitivity analysis of significant actuarial assumptions**

Particulars	Gratuity Liability	
	Discount Rate	Salary Escalation rate
<b>31st March 2024</b>		
Increase/(decrease) on plus 50bps	6572.39	7249.41
Increase/(decrease) on minus 50bps	7250.43	6570.33
<b>31st March 2023</b>		
Increase/(decrease) on plus 50bps	5529.55	6075.25
Increase/(decrease) on minus 50bps	6075.39	5527.28

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 15(a): Revenue from operations**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of services	367,615	383,529
<b>Total*</b>	<b>367,615</b>	<b>383,529</b>

\*Refer note 21 for further details

**Note 15(b): Other Operating Income**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Facility Lease Charges - Biotech	21,788	21,788
Machinery Lease Charges - Biotech	17,427	17,427
Machinery Lease Charges - Other than Biotech	743	743
Notional Income on Advance Rent Biotech	758	756
<b>Total</b>	<b>40,716</b>	<b>40,714</b>

**Note 16: Other income and other gains/(losses)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income from bank deposits at amortised cost	9,451	3,685
Liabilities no longer required written back*	116	200
Profit on Sale of Asset	-	388
Miscellaneous income	474	6,564
<b>Total</b>	<b>10,041</b>	<b>10,837</b>

\* includes unclaimed balances of creditors

**Note 17: Cost of materials consumed**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Raw materials ,Packing materials,Consumables at the beginning of the year	-	608
Add: Purchases	8,402	-
Less: Raw materials and Packing materials at the end of the year	8,402	-
<b>Total cost of materials consumed</b>	<b>-</b>	<b>608</b>

The cost of materials consumed includes Rs. Nil (Previous year Rs. 608) written off inventories relating to Packing material of Oncology and biotech division.

**Note 18: Employee benefits Expense**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	85,774	71,540
Contribution to provident fund and other funds	6,564	4,851
Staff welfare expenses	2,302	2,370
<b>Total</b>	<b>94,640</b>	<b>78,761</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 19: Finance Costs**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest on Term Loan - SPIL	-	1,122
Others	-	-
<b>Total</b>	<b>-</b>	<b>1,122</b>

**Note 20: Other Expenses**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Power and fuel	26,897	37,941
Repairs and maintenance		
- Buildings	655	1,534
- Plant and machinery	25,300	23,102
- Others	4,936	4,100
Contract manpower expenses	13,687	12,489
Other manufacturing expenses		
- Analytical Charges	846	525
- Quality Control Cost	14,332	12,069
- Consumables	26,872	22,517
Advertisement	182	231
Communication	115	122
Rates and taxes	2,746	2,737
Insurance	7,556	6,588
Legal and professional fees	3,125	2,120
Remuneration to Auditors (Refer note(i) below)	921	864
Printing & Stationery	1,494	897
Office and general maintenance	409	396
Security charges	2,564	2,679
Net gain/(loss) on foreign currency transactions	(54)	6
Miscellaneous Balance Written off	-	0
Loss on Sale of Asset	437	-
Travelling and conveyance	4,568	3,803
Corporate Social Responsibility	1,546	1,301
Miscellaneous Expenses	2,333	1,818
<b>Total</b>	<b>141,467</b>	<b>137,839</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note (i)**
**Details of payments to auditors**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Payment to auditors		
As Statutory auditor:	500	500
<b>In other capacities:</b>		
Certificates fees	100	100
Tax Audit fees	200	200
Other services	50	50
Out of pocket expenses	71	14
<b>Total payment to auditors</b>	<b>921</b>	<b>864</b>

**Note (ii): Corporate Social Responsibility Expenditure:**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
i. Amount required to be spent by the company during the year	1,546	1,298
ii. Amount of expenditure incurred	1,609	1,298
iii. Shortfall/(Excess) at the end of the year	(63)	-
iv. Total of previous years shortfall	-	-
v. Reason for shortfall	NA	NA
vi. Nature of CSR activities	Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage	Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage
vii. Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
viii. where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA
<b>Amount spent in cash during the year on:</b>		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	1,609	1,298
	<b>1,609</b>	<b>1,298</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 21: Customer contracts**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Contract with customers		
Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss.		
<b>Revenue from operations</b>		
<b>Revenue from contract with customers</b>		
a) Sale of Oncology Products	-	-
b) Sale of Services- Contract Manufacturing	367,615	383,529
c) Lease rental income	40,716	40,714
<b>Total Income</b>	<b>408,331</b>	<b>424,243</b>
<b>Disaggregate Revenue</b>		
The Company derives its revenue from sale of goods and services related to manufacturing of pharmaceutical products to its only one customer i.e. Sun Pharmaceutical Industries Limited in India		
<b>Contract balances</b>		
Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards sales/Services. Revenue is recognised once the performance obligation is met.		

**Note 22: Income Tax**

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Statement of Profit and Loss:</b>		
Income Tax	-	-
Deferred Tax	28,427	29,170
<b>Income tax expense reported in the statement of profit &amp; loss</b>	<b>28,427</b>	<b>29,170</b>

**Reconciliation of tax expense**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Accounting profit before tax (a)	111,414	145,023
Income Tax Rate (b)	29.12%	25.17%
Calculated taxes based on above without any adjustments for deductions [(a) x (b)]	32,444	36,502
<b>Adjustments</b>		
Tax Effect of amounts that are not deductible in calculating taxable income	-	303
On account of Corporate Social Responsibility	450	-
On Account of Notional adjustments as per Ind AS	(9)	-
On account of Lapsed Losses and PY adjusted unabsorbed losses	(10,304)	-
Other Adjustments	5,846	(7,635)
<b>Income tax expense reported in the statement of profit &amp; loss</b>	<b>28,427</b>	<b>29,170</b>

## Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### Reconciliation of deferred tax asset (net)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening balance as of April 1, 2023	(93,576)	(122,746)
Tax income / (expense) during the year recognised in profit or loss	(28,315)	(29,170)
<b>Closing Balance as at 31 March, 2024</b>	<b>(65,261)</b>	<b>(93,576)</b>

### Note 23: Earnings Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent 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 parent 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.

a) Basic Earnings Per Share	Year ended March 31, 2024	Year ended March 31, 2023
From continuing operations attributable to the equity shareholders of the company	1.36	1.90
From Discontinued Operations	-	-
<b>Total basic earnings per share attributable to the equity shareholders</b>	<b>1.36</b>	<b>1.90</b>
b) Diluted Earnings Per Share	Year ended March 31, 2024	Year ended March 31, 2023
From continuing operations attributable to the equity shareholders of the company	1.36	1.90
From Discontinued Operations	-	-
<b>Total diluted earnings per share attributable to the equity shareholders</b>	<b>1.36</b>	<b>1.90</b>
c) Reconciliation of earnings used in calculating earnings per share	Year ended March 31, 2024	Year ended March 31, 2023
<b>Basic Earnings Per Share</b>		
Profit attributable to the equity shareholders		
From continuing operations	82,987	115,853
From discontinued operations	-	-
<b>Profit attributable to the equity shareholders of the company used in calculating basic earnings per share:</b>	<b>82,987</b>	<b>115,853</b>
<b>Diluted Earnings per share</b>		
Profit attributable to the equity shareholders		
From continuing operations	82,987	115,853
From discontinued operations	-	-
<b>Profit attributable to the equity shareholders of the company used in calculating diluted earnings per share</b>	<b>82,987</b>	<b>115,853</b>
d) Weighted average number of shares used as denominator	No. of Shares	No. of Shares
Weighted average number of shares used as denominator in calculating basic earnings per share	61,030,568	61,030,568
Adjustments:	-	-
<b>Weighted average number of shares and potential equity shares used as denominator in calculating diluted earnings per share</b>	<b>61,030,568</b>	<b>61,030,568</b>

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 24(a): Fair Value Measurements**

Set out below, is a comparison by class of the carrying amounts and fair value of the companies' financial instruments:

	31-Mar-24			31-Mar-23		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>	-	-	-	-	-	-
Trade Receivables	-	-	32,494	-	-	33,235
Cash and cash equivalents and Bank Balances	-	-	18,157	-	-	111,424
Bank balances other than Cash and cash equivalents	-	-	178,700	-	-	-
Other Financial Assets - Non Current	-	-	13,819	-	-	13,493
Other Financial Assets - Current	-	-	16,001	-	-	6,755
<b>Total Financial Assets</b>	-	-	<b>259,171</b>	-	-	<b>164,907</b>
<b>Financial Liabilities</b>	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-
Trade payables	-	-	28,056	-	-	34,768
Other Financial liabilities- Current	-	-	32,983	-	-	37,410
Other Financial liabilities- Non Current	-	-	8,001	-	-	7,324
<b>Total Financial Liabilities</b>	-	-	<b>69,040</b>	-	-	<b>79,502</b>

The management assessed that cash and cash equivalents, bank balances, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**Note 24(b): Fair Value Hierarchy**

As no financial instrument has been re-measured at fair value on recurring basis as at each financial period end, fair value hierarchy disclosure is not applicable

**Note 25: Financial Risk Management**
**A) Credit Risk**

As the Company currently deals only with the parent entity, it is not exposed to any credit risk as on the reporting date

**B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the companies' liquidity position comprising the cash and cash equivalents on the basis of expected cash flows.

i) **Financial Arrangements** NIL

**ii) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

There are no derivatives financial liabilities for the company.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.



## Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Contractual Maturities as at 31st March, 2024	Due in 1st year	Due in 2nd to 5th year	Due in 6th to 7th year	Total
<b>Non derivatives</b>				
Borrowings	-	-	-	-
Obligations under finance lease	-	-	-	-
Trade payables	28,056	-	-	28,056
Other financial liabilities	32,983	10,893	-	43,876
<b>Total non-derivative liabilities</b>	<b>61,039</b>	<b>10,893</b>	<b>-</b>	<b>71,932</b>

Contractual Maturities as at 31st March, 2023	Due in 1st year	Due in 2nd to 5th year	Due in 6th to 7th year	Total
<b>Non derivatives</b>				
Borrowings	-	-	-	-
Obligations under finance lease	-	-	-	-
Trade payables	34,768	-	-	34,768
Other financial liabilities	37,410	10,893	-	48,303
<b>Total non-derivative liabilities</b>	<b>72,178</b>	<b>10,893</b>	<b>-</b>	<b>83,071</b>

### C) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument may result from changes in the foreign currencies, exchange ratios, interest ratio, credit, liquidity and other market changes. However, currency risk and the interest risk are not significant to the Company since, the Company has only Indian rupee borrowings which is medium term in nature.

### Note 26 (a) Operating Lease

Operating leases, in which the Company is the lessor, relate to equipment owned by the Company with lease terms up to 7 years. The agreement can be terminated any time by Lessor/ Lessee by giving 60 days prior written notice. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

#### Maturity analysis of operating lease payments:

Year	As at March 31, 2024	As at March 31, 2023
Year 1	39,685	39,958
Year 2	39,215	39,685
Year 3	39,215	39,215
Year 4	9,804	39,215
Year 5	-	9,804
<b>Total</b>	<b>127,919</b>	<b>167,877</b>

The following table presents the amounts reported in profit or loss.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Lease income on operating leases (refer note 15 (b))	39,958	39,958
Therein lease income relating to variable lease payments that do not depend on an index or rate	-	-

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 26 (b):Capital Management**

The company's objectives when managing capital are to:

- > Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- > Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As the company does not have any debt as on balance sheet date, the gearing ratio is not applicable

**Note 27: Operating Segment Disclosure**

As per Ind AS 108 segment information to be presented from management's perspective, which means it is presented in the way used in internal reporting. The basis for identifying reportable segments is internal reporting as it is reported to and followed up on by the chief operating decision maker (CODM). The Company has, in this context, identified the Chief Executive Officer of the company as the chief operating decision maker. The chief executive officer of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker. The Chief Executive Officer evaluates the operating segments' results on the basis of revenue and gross profit as the performance indicator for all of the operating segments, and does not review the total assets and liabilities of an operating segment as it is not provided regularly to CODM for review.

Zenotech Laboratories Limited is engaged in single business activity of Pharmaceuticals and the company does not have multiple operating segments. Other than revenue analysis that is disclosed in Note (21), no operating results and other discrete financial information is available for the assessment of performance of the respective business divisions and resources allocation purpose.

**Major Customer Dependency**

Entire portion of the operating revenue earned by the Company is from single customer i.e., Sun Pharma Group. In the current year, revenue earned from Sun Pharmaceutical Industries Limited is 100% (PY:100%) of the total revenue for the year.

**Note 28: Interests in other entities**
**a) Subsidiaries**

The Company's subsidiaries as at 31 March 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Company, and the proportion of ownership interests held equals the voting rights held by the company. The country of incorporation or registration is also their principal place of business

Name of the Entity	Place of the business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31.03.2024	31.03.2023	31.03.2024	31.03.2023	
		%	%	%	%	
Zenotech Farmaceutica Do Brasil Ltda	Brazil	66.39	66.39	33.61	33.61	NA
Zenotech Laboratories Nigeria Limited	Nigeria	NA*	NA*	NA*	NA*	NA
Zenotech Inc	USA	100	100	0	0	NA

The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**b) Interest in Associates and Joint Ventures- Nil**
**Note 29: Related party transactions**
**(A) Holding Company:**

Name	Type	Place of incorporation	Ownership interests	
			31.03.2024	31.03.2023
Sun Pharmaceutical Industries Limited	Immediate and ultimate parent entity	India	68.84%	68.84%

**(B) Key managerial personnel:**

Name	Designation
Mr. Devendra Chandrakant S. Kenkre	Chief Executive Officer
Mr. Poly K V	Chief Financial Officer
Mr. Abdul Gafoor Mohammad	Company Secretary & Compliance Officer

**(C) Transactions and balances with related parties:**

Particulars	Name of Entity	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>i). Operating transactions/balances with holding Company/group Company</b>			
Conversion Charges*		367,615	383,529
Repayment of long term loan		-	60,000
Interest on borrowing		-	1,122
Trade Receivables (Balances as at)**		32,494	33,235
Rental and Hire Charges Received*		743	743
Biotech Facility Lease Charges*		21,788	21,788
Biotech Facility Machinery Rental and Hire Charges*	Sun Pharmaceutical Industries Limited	17,427	13,070
Receipt towards reimbursement of expenses*		51,908	47,623
Payment towards reimbursement of expenses**		5,662	5,009
Biotech Facility Lease Security Deposit - (6 months rentals)		10,894	10,894
Biotech Equipment's Lease (3 months advance rentals)		4,357	4,357
*excluding taxes			
** Including GST & net of TDS			

**(ii) Loans and advances from/to related parties:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a). Loans from Sun Pharmaceutical Industries Limited</b>		
Beginning of the year	-	60,000
Loans advanced/ received	-	-
Loans repayment received/ made	-	(60,000)
Interest charged (net of TDS)	-	1,010
Interest paid (net of TDS)	-	(1,010)

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
End of the year	-	-
<b>b). Trade Receivables from Sun Pharmaceutical Industries Limited</b>		
Beginning of the year	(33,235)	(39,282)
Adjusted with sales/services	(524,267)	(527,687)
Receipts against bills	525,008	533,734
End of the year	(32,494)	(33,235)

**(D) Key management personnel compensation:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short- term employee benefits	7,880	6,980

**Notes:**

The managerial personnel are covered by the Company's gratuity policy and Mediclaim insurance policy taken and are eligible for leave encashment along with other employees of the Company. The proportionate premium paid towards these policies and provision made for leave encashment/ gratuity pertaining to the managerial personnel has not been included in the aforementioned disclosures as these are not determined on an individual basis.

**Note 30:**
**a) Update on the events and circumstances relating to on-going differences with Late Dr. Jayaram Chigurupati, the erstwhile Promoter and Managing Director of the Company.**

Post acquisition of stake in the Company by Ranbaxy Laboratories Limited and Daiichi Sankyo Company Limited (taken over by Sun Pharmaceutical Industries Limited effective from 24 March 2015 pursuant to a merger scheme herein after referred to as the "current promoters") there were disagreements on various accounts between Late Dr. Jayaram Chigurupati and Ranbaxy Laboratories Limited/Daiichi Sankyo Company Limited resulting in various legal cases being filed by both the parties before various forums. The Management was denied access to the factory and other premises of the Company due to which a legal case was filed before the Company Law Board (CLB), Chennai, for taking over the physical possession of the factory premises from Late Dr. Jayaram Chigurupati, the erstwhile Promoter and Managing Director of the Company. Owing to the protracted legal case, the physical possession of the factory premises could be taken over on November 13, 2011 in the presence of CLB appointed Advocate Commissioner, in pursuance to an Order passed by the CLB. Subsequent to the gaining of the possession of the factory premises, further assessment by the Management revealed that, among others, certain books and records, supplementary documents and statutory registers till the period 12 November 2011 were missing and which are still not in the possession of the Company. The Honourable Company Law Board vide order dated 8 October 2012 further directed the erstwhile Promoter and Managing Director of the Company to return all the documents and provide written details of all missing documents/ assets/ statutory records / equipment of the Company. The Honourable High Court of Andhra Pradesh has also passed a similar order. The Company has not yet received any of these documents/ information.

The Management, therefore, based on the available limited records, statutory returns filed, supplementary documents, invoices, external corroborative evidence and after considering the various non compliances under the Companies Act, 1956, listing agreement and Foreign Exchange Management Act, etc. post 12 November 2011, reconstructed financial statements for the years ended 31 March 2011 and 2012. Management is also in the process of regularizing and compounding such non compliances with the various authorities concerned.

Since matters relating to several financial and non-financial irregularities are sub-judice and various legal proceedings are on-going, any further adjustments / disclosures to the financial statements, if required, would be made in the financial statements of the Company as and when the outcome of the above uncertainties is known and the consequential adjustments / disclosures are identifiable/ determinable.

## Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Accordingly, based on the steps taken by the Company and evidence available so far, any financial impact on the results of the Company is likely to be significantly low

### b) Investment in subsidiaries:

Upon obtaining control of the Company, the Management observed that no books of account and records were available regarding its overseas subsidiaries. The management has not received any response from the erstwhile Managing Director on the queries raised regarding details pertaining to these subsidiaries and seeking documents / certificates related to Forex transactions with these subsidiaries including certain loans and investment made in the same. Provision has not been made for potential and financial consequences arising out of such on-going evaluations, the outcome of which will depend on the nature and extent of non compliances which is currently not determinable. Meanwhile, the Company received the winding up order for its defunct subsidiary in Nigeria in FY: 2019-20 and the Company is in the process of filing related reports with RBI. The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/ revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities.

## Note 31: Contingent assets and liabilities

### (i). Contingent liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
<b>(a) Claims against the Company not acknowledged as debt</b>		
Employee claims towards Gratuity	1,860	1,860
<b>Total (a)</b>	<b>1,860</b>	<b>1,860</b>
<b>(b) Guarantees</b>		
Bank Guarantees issued on behalf of third parties	-	-
<b>Total (b)</b>	<b>-</b>	<b>-</b>
<b>(c) Other matters for which the Company is contingently liable</b>		
Income Tax	25,769	74,922
Customs & Central Excise	104,640	104,640
<b>Total ( c)</b>	<b>130,409</b>	<b>179,562</b>

### Legal cases filed by/against the Company

- a). During the year ended 31 March 2011, Technology Development Board (TDB) had filed a claim petition under Arbitration and Conciliation Act, 1996 for recovery of dues payable by the Company as per loan agreement. The Arbitrator has issued an order with direction to the Company and erstwhile Co-Managing Director to pay individually or jointly the outstanding dues to TDB. During the earlier years, 600,000 equity shares of the Company held by erstwhile Co-Managing Director was transferred to TDB which were pledged as security.

During the year ended March 31, 2018, Company has repaid all the amount due to TDB ( excluding Interest) based on the settlement agreement by the DRC (Dispute Resolution Committee). The Interest liability will depend upon the liability payable less the shares sold in the open market by TDB (Pledged shares)

- b). The Company has filed certain legal cases before the appropriate forum against the erstwhile promoter and managing director with regard to loss of vehicles, missing records including intellectual property, unauthorised use of the name & Logo of the Company and certain missing DNA clones.
- c). Subsequent to Daiichi Sankyo Company Limited (DS) acquiring 63.92% stake in Ranbaxy Laboratories Limited (now Sun Pharmaceutical Industries Limited) in October 2008, DS announced an open offer to acquire 20% share of the Company at Rs. 113.62 per share. Aggrieved by the pricing of the share, erstwhile promoter and one or two other shareholders filed a petition in the Hon'ble High Court of Madras. The Company has been named as Respondent in the said case. An interim injunction in connection

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

with the offer was given by the Hon'ble High Court of Madras and subsequently it was quashed by the Hon'ble Supreme Court based on a petition filed by DS against the said injunction. Meanwhile some of the shareholders (excluding Ranbaxy) including erstwhile promoter of the Company filed a petition with Securities Appellate Tribunal (SAT) with respect to the pricing of the share of the Company against the order of the SEBI turning down erstwhile promoters' complaint. SAT directed DS to price the open offer at Rs 160 per share. DS has filed an appeal against the SAT order in the Supreme Court. The Supreme Court vide its order dated July 8, 2010 has ruled in favour of DS and allowed the open offer to be made at the price of Rs 113.62 per share.

In June 2012, erstwhile promoter has filed a writ petition before Honourable Andhra Pradesh High Court against Foreign Investment Promotion Board and DS challenging acquisition of 20% shares of the Company by DS through an open offer.

- d). In addition, the Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions. The Company has accrued appropriate provision wherever required.
- e). Other than those disclosed, the Company has not received any significant claims post 31 March 2011.
- f). During the A.Y 2020-21 service tax dispute was settled under sabka vishwas scheme which was claimed as an expense u/s.43B. However the settled amount has been disallowed u/s 143(1)(a) and demand intimation was issued for Rs 2,04,79,333. The company has filed an appeal with commissioner challenging the disallowance made
- g). Other than those disclosed, the Company has not received any significant claims post 31 March 2011.

**(ii) Contingent assets: Nil**
**Note 32: Assets pledged as security**

The carrying amount of assets pledged as security in case of loan taken from Technology Development Board (TDB)

	As at 31 March, 2024	As at 31 March, 2023
<b>Non-current</b>		
Property, plant & equipment (First charge)	655,813	653,848
<b>Total non-current assets pledged as security</b>	<b>655,813</b>	<b>653,848</b>
<b>Total assets pledged as security</b>	<b>655,813</b>	<b>653,848</b>

**Note 33: Unhedged foreign currency exposure**

- a) There are no outstanding forward exchange contracts as at the year end.
- b) Foreign currency exposures as at 31 March 2024 and as at 31 March 2023 that have not been hedged by derivative instruments or otherwise:

Particulars	As at 31 March 2024		As at 31 March 2023	
	(IN USD)	Rs.	(IN USD)	Rs.
Loans and advances to subsidiaries *	584,223	26,086	584,223	26,086
Trade payables	91,786	7,656	-	-
Other payables	-	-	-	-

\* Provided fully and hence not restated

## Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

### Note 34: Capital Commitments

Particulars	As at 31 March 2024	As at 31 March 2023
Estimated value of contracts remaining to be executed on capital account and not provided for		
Tangible Assets	18,296	27,382
Intangible Assets	-	-
<b>Total</b>	<b>18,296</b>	<b>27,382</b>

### Note 35: Financial Ratios

Ratio	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% variance	Remarks
Current Ratio(times)	Current Assets	Current Liabilities	1.93	0.98	98%	Due to increase in cash and cash equivalents and other Bank balances
Debt -equity Ratio(times)	Total Debt	Shareholder's Equity	-	-		Not applicable - Since company is debt free.
Debt Service Coverage Ratio(times)	Earnings available for debt service	Debt service	-	-		Not applicable - Since company is debt free.
Return On Equity(%)	Net profit after taxes	Average Shareholder's Equity	0.03	0.05	-28%	Due to Deferred Tax asset recognised which resulted in increase of net profit after tax
Inventory Turnover Ratio(times)	Revenue from operations	Average Inventory	21.88	315.40	-93%	Due to increase in current year inventory values
Trade Receivables Turnover Ratio(times)	Revenue from operations	Average trade receivables	2.80	2.64	6%	NA
Trade payable Turnover Ratio(times)	Net credit Consumables purchase	Average trade payables	1.61	0.98	64%	Due to procurement of capital items for new project
Net Capital Turnover Ratio	Revenue from operation	Working Capital	2.91	(112.07)	-103%	Due to decrease in other current financial liabilities
Net Profit Ratio(%)	Net profit after taxes	Revenue from operations	22.57%	30.21%	-25%	Due to decrease in turnover
Return On Capital Employed	Profit before tax and finance costs	Capital employed	0.12	0.17	-30%	Due to decrease in turnover



**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 36: Other Statutory Information**

- a). No proceeding have been initiated or pending against the Company under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder.
- b). The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- c). The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs, either severally or jointly with any other person.
- d). The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e). The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- f). The Company has not been declared wilful defaulter by any bank or financial institution or government or any other government authorities.
- g). The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- h). The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- i). The Company does not have any transactions with struck off companies.
- j). The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- k). The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies. (Restriction on number of Layers) Rules, 2017
- l). No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- m). The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- n). The Company has not declared or paid dividend during the year 2023-24.
- o). The Company does not hold any investment property and hence the disclosure on fair valuation of investment property is not applicable to the Company.

**Note 37**

The company uses Tally with audit trail (edit log) version as its books of accounts at the application layer and is operational as on the date of balance sheet. The software is such that it has no database but only objects and collections, hence, no changes are possible at that level.

The company has maintained tally back up electronically and have full backup as on the date of balance sheet.

**Notes to the Standalone Financial Statements for the Year ended March 31, 2024 (Contd)**

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

**Note 38:**

Previous year's figures have been regrouped, wherever necessary, to conform to current year's grouping.

**Note 39:**

The financial statements were approved by the board of directors on May 1, 2024.

As per our Report of even date attached  
**for PKF Sridhar & Santhanam LLP**  
 Chartered Accountants  
 Firm Registration Number: 003990S/S200018

**for and on behalf of the Board of Directors of**  
**Zenotech Laboratories Limited**  
 CIN: L27100TG1989PLC010122

**Viswanath VNSS Kuchi**  
 Partner  
 Membership No.: 210789  
 UDIN: 24210789BKFFD4273

**Azadar Husain Khan**  
 Chairman of the Board  
 DIN:01219312

**Kavita R. Shah**  
 Director  
 DIN:02566732

**Devendra Chandrakant S.Kenkre**  
 Chief Executive Officer

**Poly K.V.**  
 Chief Financial Officer

**Abdul Gafoor Mohammad**  
 Company Secretary  
 Place: Hyderabad  
 Date: May 1, 2024

Place: Hyderabad  
 Date: May 1, 2024

Place: Delhi  
 Date: May 1, 2024

Place: Mumbai  
 Date: May 1, 2024









LABORATORIES LTD.

**Manufacturing facilities & Registered office :**

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CIN : L27100TG1989PLC010122