

Shilpa Medicare Limited

Corporate & Admin Office:

“Shilpa House”, # 12-6-214/A-1, Hyderabad Road,
Raichur – 584 135, Karnataka, India
Tel: +91-8532-238704, Fax: +91-8532-238876
Email: info@vbshilpa.com, Web: www.vbshilpa.com
CIN: L85110KA1987PLC008739

Date: 25 April 2022

To,
Corporate Relationship Department,
BSE Limited,
1st Floor, Rotunda Building,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Stock Code: 530549

To,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051.
Stock Code: SHILPAMED

Dear Sir/Madam,

Sub: Notice of the National Company Law Appellate Tribunal (Tribunal) Convened Meeting of the Equity Shareholders of the Company.

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

By an order dated the 08th April 2022, the Bengaluru Bench of the Hon’ble National Company Law Tribunal, has directed to convene a meeting of Equity Shareholders, Trade Creditors and Secured Creditors of Shilpa Medicare Limited (Company) for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders, Trade Creditors and Secured Creditors. In this regard, the meeting of the Equity Shareholders, Trade Creditors and Secured Creditors of the Company has been scheduled on 27 May 2022.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are attaching herewith the Notice of the Tribunal Convened Meeting of the Equity Shareholders of the Company scheduled on Friday, 27 May 2022 at 9:00 AM (“IST”) through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”) to transact the business as set forth in the notice of the meeting.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) the Company has provided its Members with the facility to exercise their right to vote in respect of resolution as specified in Tribunal Convened meeting Notice, through electronic means via the Remote e-Voting platform, and during the meeting through e-Voting and has engaged the services of M/s KFin Technologies Limited for the said purpose.

The Company has fixed Cut-off date for determining the eligibility of shareholders to cast their votes and participation at meeting through video conferencing (VC)/other audio visual means (OAVM) as Friday, 20 May 2022.

Kindly note that the Company has completed dispatch of the Notice of meeting through email to all shareholders whose email IDs are registered with the Company/ Depositories / RTA. The Notice of Meeting is also available on the website of the Company at <https://www.vbshilpa.com/board-meeting-notice.php>

Please find the below calendar set in terms of the Companies Act, 2013 and the Rules framed thereunder read with SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015 for your reference:

Particulars of events	Scheduled dates
Cut-off date for voting by the shareholders to cast their votes and participation in Tribunal Convened meeting through VC.(The members of the record as on cut-off date would be eligible to cast their votes through remote e-voting and e-voting during the meeting)	Friday, 20 May 2022
Remote e-voting will commence on	Tuesday, 24 May 2022 at 9.00 A.M. (IST)
Remote e-Voting will end on	Thursday, 26 May 2022 at 5.00 P.M. (IST)
Day, date and time of meeting	Friday, 27 May 2022 at 09:00 A.M.
Website of the service provider (KFin) for e-voting	https://evoting.kfintech.com .

We hereby request you to kindly take the same on record.

Thanking you,
Yours faithfully

**For and on behalf of
Shilpa Medicare Limited.**

**Krishnappayya Desai
Compliance Officer (Interim).**

Encl. as above: Notice of the Tribunal Convened Meeting of the Equity Shareholders of the Company



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SHILPA MEDICARE LIMITED

NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED EQUITY SHAREHOLDERS MEETING

DAY: FRIDAY

DATE: 27 MAY 2022

TIME: 09:00 AM (IST)

MODE: VIDEO CONFERENCING & OTHER AUDIO-VISUAL MEANS



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Shilpa Medicare Limited

CIN: L85110KA1987PLC008739

Regd. Off: #12-6-214/A1, Hyderabad Road, Raichur, Karnataka - 584135, India

Tel: 085232 238704

Email: cs@vbshilpa.com , Website: www.vbshilpa.com

HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF SHILPA MEDICARE LIMITED	
DAY	Friday
DATE	May 27, 2022
TIME	09:00 AM (IST)
MODE OF MEETING	As per the directions of the Hon'ble National Company Law Tribunal, Bengaluru Bench, the meeting shall be conducted through video conferencing (VC) / Other Audio-Visual Means (OAVM).
CUT-OFF DATE FOR E-VOTING	20 May 2022
REMOTE E-VOTING START DATE AND TIME	24 May 2022 at 9.00 a.m. (IST)
REMOTE E-VOTING END DATE AND TIME	26 May 2022 at 5.00 p.m. (IST)



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Shilpa Medicare Limited

CIN: L85110KA1987PLC008739

Regd. Off: #12-6-214/A1, Hyderabad Road, Raichur, Karnataka - 584135, India

Tel: 085232238704

Email: cs@vbshilpa.com , Website: www.vbshilpa.com

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF SHILPA MEDICARE LIMITED / APPLICANT / TRANSFEREE COMPANY AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

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The Notice of the Meeting, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and Annexure I to Annexure VII constitute a single and complete set of documents and should be read together as they form an integral part of this document.



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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT BENGALURU
C.A. (CAA) NO. 36 / BB / 2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
INM TECHNOLOGIES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
SHILPA MEDICARE LIMITED
(TRANSFeree COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS**

Shilpa Medicare Limited, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L85110KA1987PLC008739 and having its registered office situated at #12-6-214/A1, Hyderabad Road, Raichur, Karnataka - 584135, India represented by its Managing Director, Vishnukant C Bhutada (DIN: 01243391), email: cs@vbshilpa.com, Ph: 08532238704.

....Applicant /Transferee Company

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF SHILPA MEDICARE LIMITED / APPLICANT / TRANSFeree COMPANY AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

**To
The Equity Shareholders of
Shilpa Medicare Limited
("The Company" or "Applicant Company" or Transferee Company")**

Notice is hereby given that by an order dated Friday, April 08, 2022, the Bengaluru Bench of the Hon'ble National Company Law Tribunal, at Bengaluru has directed a meeting to be held of Equity Shareholders of Shilpa Medicare Limited for the purpose

of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) (Transferor Company is a wholly owned subsidiary of Transferee Company) and their respective Shareholders and Creditors, by passing the following Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company Law Tribunal, Bengaluru Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors” (“Scheme”), providing for amalgamation of the Company with the Shilpa Medicare Limited (Transferee Company) on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) or such other date as may be approved by Hon'ble National Company Law Tribunal, Bengaluru Bench or such other competent authority having jurisdiction to sanction the Scheme being the Appointed Date, as placed before the meeting and initiated by the chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.”



In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of Shilpa Medicare Limited will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Friday, May 27, 2022 at 09:00 A.M. (IST). For this purpose, the Company has appointed KFin Technologies Private Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by Equity Shareholders using remote e-voting as well as the e-voting system on the date of the Meeting will be provided by KFin Technologies Private Limited. The instructions for electronic voting are detailed in this Notice.

The Equity Shareholders are required to cast their vote by recording their assent or dissent on the electronic voting portal of KFin Technologies Private Limited.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., 20 May 2022 only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cut-off date, should treat the Notice for information purpose only.

A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”) along with all annexures to such statement and Certificate issued by the statutory auditors of the Transferee Company confirming the Accounting Treatment proposed in the Scheme are enclosed herewith. A copy of this Notice and the accompanying documents would be sent by electronic mode to those Equity Shareholders whose e-mail addresses are registered with the Company, unless the Equity Shareholders have requested for a physical copy of the same, and physically dispatched to those Equity Shareholders who have not provided their e-mail addresses to the Company.

A copy of this Notice and the accompanying documents shall also be placed on the website of the Company, i.e., <https://www.vbshilpa.com/board-meeting-notice.php>; the website KFin Technologies Private Limited (agency for providing the e-voting and other facilities for convening of the Meeting).

The Tribunal has appointed Mr. Abhijit Attur, Advocate, having address: Agraa Legal, Advocates, & Consultants, No. 19, 2nd floor, Shivasankar Plaza, Lalbagh Road, Richmond Circle, Bangalore – 560027, Contact No: 9663309317, Email ID: abhijit@agraalegal.com to be the Chairperson for the Meeting and in respect of any adjournment thereof and Ms. Daakshayani, (DPSP Associates) having address: No.323, 1st Floor, 2"ç G Cross, 3"4

stage, 3rd Block, 4th Main Basaveshwaranagar, Bengaluru - 560 079, Contact No: 9900814126; Email ID: cs.dakshayani@gmail.com to be the Scrutinizer for the meeting.

The Voting result of the meeting shall be announced by the Chairman upon receipt of Scrutinizer's report within 48 (forty-eight) hours from the conclusion of this meeting and the same shall be displayed on the website of the Company, i.e., www.vbshilpa.com; and also on the KFin Technologies Private Limited

The above mentioned Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors ("Scheme"), if approved at the meeting, will be subject to such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary and the subsequent approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru.

Sd/-

Mr. Abhijit Attur
Chairperson Appointed by NCLT
For the meeting of Equity Shareholders of
Shilpa Medicare Limited

Date: 25 April 2022

Place: Raichur



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT BENGALURU
CA (A) MERGER & AMALGAMATION / 36 / BB / 2021
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
INM TECHNOLOGIES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND
SHILPA MEDICARE LIMITED
(TRANSFeree COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

Shilpa Medicare Limited, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L85110KA1987PLC008739 and having its registered office situated at #12-6-214/A1, Hyderabad Road, Raichur, Karnataka - 584135, India represented by its Managing Director, Vishnukant C Bhutada (DIN: 01243391), email: cs@vbshilpa.com , Ph: 08532238704.

....Applicant /Transferee Company

**EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND DETAILS &
INFORMATION AS REQUIRED UNDER RULE 6 OF THE COMPANIES (COMPROMISES,
ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. A Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors ("**Scheme**"), was proposed by the Board of Directors of the Transferee Company and the Board of Directors of the Transferor Company on for the purpose of amalgamation of INM Technologies Private Limited with Shilpa Medicare Limited (Transferee Company) on a going concern basis with effect from 01.04.2020 (First Day of April, Two Thousand and Twenty) or such other date as may be approved by Hon'ble National Company Law Tribunal , Bengaluru Bench or such



other competent authority having jurisdiction to sanction the Scheme, being the Appointed Date.

2. The said Scheme of Amalgamation was approved by the Board of Directors of the Transferor Company and the Board of Directors of the Transferee Company at their respective meetings held on 09.09.2020 and 09.09.2020 under the provisions of Sections 230 to 232 of the Companies Act, 2013, by passing respective Board Resolutions. The Board of Directors of the Company approved the Scheme after taking into consideration the rationale of the Scheme and the certificate issued by the Statutory Auditors of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
3. The Board of Directors of the Transferee Company and Transferor Company at their respective meeting held on 09.09.2020 and 09.09.2020 authorized, empowered and directed severally to file the Scheme along with necessary documents by making application, petition etc., with the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru ("Hon'ble Tribunal / NCLT") and with such other authorities as may be required for taking their approval to the Scheme and further authorized, empowered and directed them to take all such necessary steps and actions to give effect to the provisions of the Scheme.
4. Accordingly, a Joint Application vide CA (A) Merger & Amalgamation /36/BB/2021 was made to the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru, by the Applicant Companies for obtaining the sanction of the Tribunal to the Scheme of Amalgamation under sections of section 230 to 232 of the Companies Act, 2013, on 24.06.2021.
5. The C.A. (CAA) No. 36 / BB / 2021 was allowed by the Hon'ble Tribunal vide Order dated 08.04.2022 and pursuant to said Order a meeting of the Equity Shareholders of Shilpa Medicare Limited (Transferee Company) is being convened on Friday, May 27, 2022 at 09.00 A.M. through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"), for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors.



6. DESCRIPTION, INFORMATION AND OTHER DETAILS PERTAINING TO THE APPLICANT COMPANIES:

TRANSFEROR COMPANY:

6.1 M/s. INM Technologies Private Limited is a Private Limited company incorporated under the provisions of the Companies Act, 2013, on 23.01.2015, in the State of Karnataka. The present Corporate Identification Number (CIN) of the Company is U73100KA2015PTC078494 (hereinafter referred to as the "Transferor Company"). The PAN of the Company is AADCI7257B and the registered office of the Transferor Company is situated at is situated at 13-E/13, 1st Phase, Kumbalagodu, Industrial Area, Mysore Road, Kengeri Hobli, Bangalore, Karnataka – 560074, India.

6.2 Main objects of the Transferee Company are as follows:

1. To carry on in India or elsewhere the industry, trade or business of manufacturers, Traders, Dealers, Agents, Suppliers, Licensors, Licensees, Loan Licenses, Importers, Exporters, Consultants, Discoverers, Inventors, and Producers of Drugs, Bulk Drugs, Pharmaceuticals, Pharmaceutical Formulations, Alcohol, Blended Laboratory Preparations, and general medicinal preparation and or their by-products and packing and re-packings of the above.
- 2 To carry on the business of formulating, developing, improving, designing, marketing, selling franchising, exporting and licensing software and program products of any and all description.
- 3 To provide assistance and service related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.
4. To establish, set-up, organise maintain, support, assist and/or conduct training classes, and other educational institutions, to organise educational programmes, lectures, Seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology, development of hardware and software, state of art of computer technology and to award degrees, diplomas and



certificates to trainees, students and other persons and to establish, promote, organise, support and maintain clubs and associations of students and trainees for further advancing of their knowledge and experience in all or any of the above subjects and topics.

5. To carry on business of manufacture, purchase, sell or otherwise transfer, lease, import, export hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or other wise, generally deal in any electronic, electrical product, machine, apparatus, appliance, custom products relating to software, merchandise systems, software procedures, peripheral products, computers tabulators, data processing machines and systems and components thereof, electrical calculators, electric and Electro-mechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforating, tabulating, sorting, printing, typewriting products which possess an internal intelligence for recognising and correlating any type of data or information to be processed, recognition and memory systems.
6. To render technical assistance and services including maintenance in connection with the use, purchase, sale, import, export, lease or distribution, license, design, manufacture or any machines, apparatus, appliance, system, component, electronic products and systems and program products.”
7. To carry on the business of manufacturing, generating, supplying, buying and selling of Hydel, Thermal, Co-generation, Bio-generation, Solar Energy, Wind Energy and such other conventional and/or non-conventional energy and for this purpose construct, laydown, establish, fix and carryout all necessary Power station, cables, wires, lines, accumulators lamps and generally supply electricity of all kinds.

6.3 The Transferor Company is mainly engaged in the below mentioned business:

To carry out the business of Manufacture, Nano-Research for Advanced Materials & Technologies, consulting and offering services and innovative products in the area of nanotechnology Material Science and Engineering and service in advanced technology and product development establishment of centralised facility for all depository characterization and testing techniques, analytical service on nano and micro structured materials to various industrial sectors and develop and integrate nanostructured materials in the products of customers of various industrial sectors including Pharmaceuticals, Biotech,



Chemical, Food, Aviation, Defence, Building/Construction, Bio-medical, Optics, Energy, Textiles, Nutraceuticals, Microelectronics, Photonics, Telecommunications, Agricultural, Mechatronics, and Nano electronics and to impart need-based training/ course work in different areas of nanoscience, nanotechnology and Environment to train public, students, NGOs and Government functionaries, certificate course for the benefit of different students with background of all branches of Engineering, Pharmacy, Medicine, and science. To develop research programs and forward-looking technologies to meet industrial needs and strengthen industrial competitiveness at national and international level. To participate in National and international research programs funded by various government and non-government agencies.

- 6.4 There has been no instance of change of name or change of objects of the Company, during the last five years.
- 6.5 There has been no instance of change of registered office of the Company during the last five years.
- 6.6 The authorized, issued, subscribed and paid-up share capital of Transferor Company as on March 31, 2022, is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
<u>Equity Share Capital</u> 15,00,000 (Fifteen Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each.	1,50,00,000
<u>Preference Share Capital</u> 4,35,00,000 (Four Crore Thirty Five Lakhs Only) Preference Shares of Rs.10/- (Rupees Ten only) each	43,50,00,000
Total	45,00,00,000
Issued, Subscribed and Paid Up Capital	
<u>Equity Share Capital</u> 15,00,000 (Fifteen Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each.	1,50,00,000
<u>Preference Share Capital</u> 4,24,67,670 (Four Crore Twenty-Four Lakh Sixty Seven Thousand Six Hundred Seventy Only) fully paid up Preference Shares of 10/- (Rupees Ten only) each.	42,46,76,700
Total	43,96,76,700

- 6.7** The Transferor Company is a wholly owned subsidiary of the Transferee Company. The following is the extract of the Register of Members of the Transferor Company showing its latest list of the shareholders (as on date of this Notice):

Equity Share Capital

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	Shilpa Medicare Limited	14,49,999	99.99
2.	Mr. Ramakant Innani	01	0.01
Total		15,00,000	100.00

Preference Share Capital

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	Shilpa Medicare Limited	4,24,67,670	100.00
Total		4,24,67,670	100.00

- 6.8** Details of Promoters of Transferor Company (as on date of this Notice) along with their addresses are mentioned herein below:

Sl. No.	Name	Address
1.	Shilpa Medicare Limited	#12-6-214/A1, Hyderabad Road, Raichur, Karnataka – 584135, India

- 6.9** Details of Directors of Transferor Company (as on date of this Notice) along with their addresses are mentioned herein below:

Sl. No	Name of Directors	DIN	Address
1	Vishnukanth Chaturbhuji Bhutada	01243391	# 7-5-216, Radha Krupa Opp. Jawahar Nagar School, Raichur, karnataka - 584101
2	Ramakant Innani	03222748	7-5-204, Jawahar Nagar, Raichur Karnataka 584101



3	Venkata Vinod Kumar Valipireddy	03642809	8-2-293/82/BE/14, Road No.07, Navanirman Nagar, Jubilee Hills Hyderabad Telangana 500033
4	Raghavendra Prasad Movva	06964765	Flat No.503, Sai Shyamlal Enclave, Sai Aiswarya Colony, Behind Delhi Public School, Lanco Hills Road, Khaj Hyderabad 500008

6.10 Names of the Directors of INM Technologies Private Limited (Transferor Company) who voted in favor of the resolution approving the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors at the meeting of Board of Directors of the Company held on 09.09.2020:

Sl. No.	Name
1.	Vishnukanth Chaturbhuj Bhutada
2.	Ramakant Innani
3.	Venkata Vinod Kumar Valipireddy
4.	Raghavendra Prasad Movva

All the Directors participated and voted in the meeting and none of the Directors voted against the resolution.

6.11 The Transferor Company does not have Secured Creditors/Unsecured Creditor/Trade Creditors as on 30.09.2020.

TRANSFEE COMPANY:

6.12 Shilpa Medicare Limited was originally incorporated under the name and style “Shilpa Antibiotics Private Limited” under the provisions of Companies Act, 1956, on 20/11/1987 (Twentieth Day of November, One Thousand Nine Hundred and Eighty-Seven) in the state of Karnataka, vide Certificate of Incorporation issued by the Registrar of Companies, Karnataka. Subsequently, the name of the Company was changed from “Shilpa Antibiotics Private Limited” to “Shilpa Antibiotics Limited” by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of Incorporation



consequent on change of name was issued by the Registrar of Companies, Karnataka. Subsequently, the name of the Company was changed from “Shilpa Antibiotics Limited” to “Shilpa Medicare Limited” by following due procedure laid down under the applicable provisions of Companies Act, 1956 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Karnataka, on 13.12.2002 (Thirteenth day of December, Two Thousand Two). The present Corporate Identification Number (CIN) of the Company is L85110KA1987PLC008739, The PAN of the Company is AADCS8788F. (Hereinafter referred to as the “**Transferee Company / SML**”). The Company is a Public Limited Company, listed on BSE and NSE Limited and the Registered Office of the Transferee Company is situated at #12-6-214/A1, Hyderabad Road, Raichur, Karnataka - 584135.

6.13 The present main objects of the Transferee Company are as follows:

1. To carry on in India or elsewhere the industry, trade or business of manufacturers, Traders, Dealers, Agents, Suppliers, Licensors, Licensees, Loan Licenses, Importers, Exporters, Consultants, Discoverers, Inventors, and Producers of Drugs, Bulk Drugs, Pharmaceuticals, Pharmaceutical Formulations, Alcohol, Blended Laboratory Preparations, and general medicinal preparation and or their by-products and packing and re-packings of the above.
2. To carry on the business of formulating, developing, improving, designing, marketing, selling franchising, exporting and licensing software and program products of any and all description.
3. To provide assistance and service related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.
4. To establish, set-up, organise maintain, support, assist and/or conduct training classes, and other educational institutions, to organise educational programmes, lectures, Seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology, development of hardware and software, state of art of computer technology and to award degrees, diplomas and certificates to trainees, students and other persons and to establish, promote,



organise, support and maintain clubs and associations of students and trainees for further advancing of their knowledge and experience in all or any of the above subjects and topics.

5. To carry on business of manufacture, purchase, sell or otherwise transfer, lease, import, export hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or other wise, generally deal in any electronic, electrical product, machine, apparatus, appliance, custom products relating to software, merchandise systems, software procedures, peripheral products, computers tabulators, data processing machines and systems and components thereof, electrical calculators, electric and Electro-mechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforating, tabulating, sorting, printing, typewriting products which possess an internal intelligence for recognising and correlating any type of data or information to be processed, recognition and memory systems.
6. To render technical assistance and services including maintenance in connection with the use, purchase, sale, import, export, lease or distribution, license, design, manufacture or any machines, apparatus, appliance, system, component, electronic products and systems and program products.”
7. To carryon the business of manufacturing, generating, supplying, buying and selling of Hydel, Thermal, Co-generation, Bio-generation, Solar Energy, Wind Energy and such other conventional and/or non Conventional energy and for this purpose construct, laydown, establish, fix and carryout all necessary Power station, cables, wires, lines, accumulators lamps and generally supply electricity of all kinds.

6.14 The Transferor Company is mainly engaged in the below mentioned business:

To carry out the business of Manufacture, Nano-Research for Advanced Materials & Technologies, consulting and offering services and innovative products in the area of nanotechnology Material Science and Engineering and service in advanced technology and product development establishment of centralised facility for all depository characterization and testing techniques, analytical service on nano and micro structured materials to various industrial sectors and develop and integrate nanostructured materials in the products of customers of various industrial sectors including Pharmaceuticals, Biotech, Chemical, Food, Aviation, Defence, Building/Construction, Bio-medical, Optics, Energy, Textiles, Nutraceuticals, Microelectronics, Photonics, Telecommunications, Agricultural, Mechatronics, and

Nano electronics and to impart need-based training/ course work in different areas of nanoscience, nanotechnology and Environment to train public, students, NGOs and Government functionaries, certificate course for the benefit of different students with background of all branches of Engineering, Pharmacy, Medicine, and science. To develop research programs and forward-looking technologies to meet industrial needs and strengthen industrial competitiveness at national and international level. To participate in National and international research programs funded by various government and non-government agencies.

6.15 There has been no instance of change of registered office of the Company during the last five years.

6.16 The authorized, issued, subscribed and paid-up share capital of the transferee company as on March 31, 2022 is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
9,50,00,000 (Nine Crore Fifty Lakhs Only) Equity Shares of Rs.01/- (Rupees One only) each.	9,50,00,000
Total	9,50,00,000
Issued, Subscribed and Paid Up Capital	
8,68,01,898 (Eight Crore Sixty Eight Lakh One Thousand Eight hundred and Ninety-Eight Only) fully paid up Equity Shares of Rs.01/- (Rupees One only) each.	8,68,01,898
Total	8,68,01,898

6.17 The following is the Shareholding Pattern of the Transferee Company as on March 31, 2022:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	23	4,34,09,715	50.01
2.	Mutual funds	4	8,73,719	1.01
3.	Alternative Investment Funds	7	8,01,265	0.92
4.	Foreign Portfolio	71	1,25,08,295	14.41



	Investors			
5.	Public	39,619	2,92,08,904	33.65
	Total	39,724	8,68,01,898	100

The equity shares of the Transferee Company are listed and traded on the BSE and NSE bearing Scrip Code: 530549.

6.18 List of Promoters and Promoters Group of Transferee Company (as on date of this Notice) mentioned herein below:

S. No.	Name
1.	Vishnukanth C Bhutada
2.	Brijgopal Innani
3.	Om Prakash Inani
4.	Manjulatha Innani
5.	Natamal Innani
6.	Ramakant Innani
7.	Kantadevi Inani
8.	Kamalkishore Innani
9.	Shakuntalabai Innani
10.	Taradevi Innani
11.	Deepak Kumar Innani
12.	Triveni Inani
13.	Vishnukanta Inani
14.	Ravi Kumar Innani
15.	Suraj Kumar Innani
16.	Keerti Innani
17.	Vishnukant Chaturbhuj Bhutada
18.	Dharmavati Bhutada
19.	Priya Innani
20.	Keshav Bhutada
21.	Madhav Vishnukant Bhutada
22.	Namrata Bhutada
23.	Sagar Innani



6.19 Details of Directors of Transferee Company (as on date of this Notice) along with their addresses are mentioned herein below:

S. No	Name	DIN	Address
1.	Om Prakash Inani	01301385	# 7-5-215 Jawahar Nagar Raichur, Karnataka - 584101
2.	Vishnukanth Chaturbhuj Bhutada	01243391	# 7-5-216, RADHA KRUPA Opp. Jawahar Nagar School, Raichur, karnataka - 584101
3.	Kalakota Reddy Sharath	03603460	7-5-202 Jawahar Nagar, R R Station, Raichur, Karnataka - 584102
4.	Sirisha Chintapalli	08407008	74-29-3/4 alluri sita rama raju road ayyappanagar, Vijayawada (urban), Autonagar, Krishna Andhra Pradesh - 520007
5.	Hetal Madhukant Gandhi	00106895	B2/1203 Vivarea, sane guruji marg, Near Jaccob Circle, Mahalaxmi Mumbai Jacob Circle, Maharashtra, 400011
6.	Arvind Vasudeva	00669039	Flat No: 74, Dafodil L AND T Serene County Momulana Azad Urdu University Serillingampally Gachibowly K.V. Rangareddy Telegana 500032

6.20 Name of the Directors of Shilpa Medicare Limited (Transferee Company) who voted in favor of the resolution approving the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors at the meeting of Board of Directors the Company held on 09.09.2020:

Sl. No.	Name
1.	Om Prakash Inani
2.	Vishnukanth Chaturbhuj Bhutada
3.	Kalakota Reddy Sharath
4.	Sirisha Chintapalli



5.	Naresh Patwari (Ceased to be a Director w.e.f 02 February 2022)
6.	Piyush Goenka (Ceased to be a Director w.e.f 07 February 2022)
7.	Pramod Kasat (Ceased to be a Director w.e.f 28 September 2021)
8.	Amit Chander (Ceased to be a Director w.e.f 02 October 2020)

All the Directors participated and voted in the meeting and none of the Directors voted against the resolution.

6.21 The Transferee Company owes an amount of Rs. 50,706.78 Lakhs towards its Secured Creditors as on 31 December 2020 and Rs. 65842.07 Lakhs as on 31 March 2021, the Secured Creditors have given their consent to the Scheme of Amalgamation and in addition to that the Company is convening the meeting of Secured Creditors on 27 May 2022 for seeking their consent in this regard.

6.22 The Transferee Company owes an amount of Rs. 11193.38 Lakhs to its Trade Creditors, as on 31.12.2020 and Rs. 11918.39 Lakhs as on 31.03.2021. The Company is convening the meeting of Trade Creditors on 27 May 2022 for seeking their consent in this regard.

7. RATIONALE, OBJECTIVE, PURPOSE AND BENEFITS OF THE SCHEME TO THE COMPANY AND ITS STAKEHOLDERS

The Transferor Company is a wholly owned subsidiary of the Transferee Company. Considering the cost synergies on being a combined entity which would enhance the competitiveness and lead to the growth prospectus in the business operations of the Transferee Company and to ensure to attain the objects more effectively by better performance, accelerated growth and improved profitability, the Board of Directors of the Transferor Company and the Transferee Company have decided to amalgamate the Transferor Company and the Transferee Company, so as to achieve the following benefits:

- (i). The amalgamation will enable the Transferee Company to consolidate its business, enhance the scale of operations, pool managerial, technical and financial resources of the Transferor Company and the Transferee Company, and optimally utilise various resources which in turn would enable the Transferee Company to participate more vigorously and profitably in an increasingly competitive and liberalised market and to diversify into high growth and profitable areas of business and achieve operational efficiency, synergy and operational rationalization.
- (ii). Reduction in overheads including administrative and other expenditure, multiple record-keeping, etc., thus resulting in reduced expenditure and significant



reduction in the multiplicity of legal and regulatory compliances required to be carried out by the Transferor Company and the Transferee Company.

- (iii). The combined entity, with its strong financials and increased net worth, will have greater access to sources of funds, better credit rating and better access to bank credit and working capital resulting in increased competitiveness of the Transferee Company which will ultimately lead to greater productivity and economical operations for future growth of the Transferee Company as well as strengthening the value of all the stakeholders of the Company.

8. SCOPE OF THE SCHEME

The Scheme of Amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of INM Technologies Private Limited (Transferor Company) with Shilpa Medicare Limited (Transferee Company). The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of **INM** into **SML**.
2. Various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.
3. This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under Section 2(1B) of Income Tax Act, 1961, such that:
 - a) All the assets of the Transferor Company, immediately before the amalgamation, shall become the assets of the Transferee Company, by virtue of amalgamation; and
 - b) All the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of amalgamation.
4. Since the Transferee Company is the sole shareholder of the Transferor Company, the shares of the Transferee Company in the Transferor Company will stand cancelled as a result of amalgamation.
5. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including those resulting from a retrospective amendment of law or for any other reason whatsoever, the Scheme shall stand modified to the extent



determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification shall however not affect other parts of the Scheme.

9. SALIENT FEATURES OF THE SCHEME

9.1 Appointed Date means the date on which this Scheme shall become operative i.e. 01st April, 2020 or such other date as may be fixed or approved by the Appropriate Authority. The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.

9.2 Transfer and vesting of undertaking:

- (i). With effect from the Appointed Date, the Transferor Company shall stand amalgamated with the Transferee Company, as provided in the Scheme. Accordingly, the Undertaking of the Transferor Company shall, pursuant to the provisions contained in Section 232 and other applicable provisions of the Act and subject to the provisions of the Scheme in relation to the mode and manner of vesting, stand transferred to and vest in or be deemed to be transferred to and vested in the Transferee Company, as a going concern without any further act, deed, matter or thing (save as provided in Clause 9.2 below) so as to become on and from the Appointed Date, the Undertaking of the Transferee Company.
- (ii). It is expressly provided that in respect of the assets of the Transferor Company as are movable in nature or otherwise capable of being transferred by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company accordingly without requiring any deed or instrument of conveyance for the same.
- (iii). In respect of the assets of the Transferor Company other than those referred to in Clause 9.2 above, the same shall be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to an order passed under the provisions of Section 232 of the Act.
- (iv). Upon coming into effect of the Scheme and with effect from the Appointed Date, all liabilities, debts, duties and obligations of the Transferor Company, as on or after the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which



relate to the period on or up to the day of the Appointed Date shall, pursuant to the Scheme, without any further act or deed, be transferred or deemed to be transferred to and vested in the Transferee Company, so as to become as from the Appointed Date the liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company. It is clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause.

- (v). The transfer and vesting of the Transferor Company, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the assets or any part thereof of the Transferor Company.
- (vi). All loans granted by the Transferor Company shall be deemed to be loans granted by the Transferee Company with effect from the Appointed Date and shall continue to be operative in relation to the Transferee Company.
- (vii). Subject to the other provisions of the Scheme, all licenses, permissions, approvals, notifications, consents, registrations and no-objection certificates obtained by the Transferor Company for the business of the Transferor Company and/or to which the Transferor Company is entitled to in terms of the various Statutes and / or Schemes of Union and State Governments which are valid and subsisting and which have not yet been cancelled as on the Appointed Date shall be available to and vest in the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company.
- (viii). All benefits, including, under Income Tax, Advance Tax, Excise, Foreign Trade Policy, Customs (including benefits under Export Promotion Guarantee Scheme), VAT, Sales Tax, Service Tax, Goods & Services Tax, Incentive Schemes, Direct and Indirect Tax Credits etc. if any, to which the Transferor Company was entitled to in relation to its business in terms of the various Statutes and/or Schemes of Union and State Governments as on the Appointed Date shall be available to and vest in the Transferee Company upon the Scheme becoming effective.



- (ix). With effect from the Appointed Date, all inter party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

- (x). Upon the coming into effect of the Scheme and subject to the provisions of this Scheme, the resolutions passed by the Transferor Company and other actions undertaken by the Transferor Company based on approvals obtained by the Transferor Company, which are valid and subsisting as on the Effective Date, shall continue to be valid and subsisting and shall be deemed and considered as resolutions passed by the Transferee Company and other actions undertaken by the Transferee Company based on approvals obtained by the Transferee Company. If any such resolutions passed by the Transferor Company have any monetary limits approved subject to the provisions of the Act or of any other applicable laws, then the said limits, as are considered necessary by the Board of Directors of Transferee Company, shall be added to the limits, if any, under the like resolutions passed by Transferee Company.

9.3 Consideration / Issuance of shares:

- I. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme being effective, in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company in terms of the Scheme, no shares will be issued / allotted under the Scheme by the Transferee Company to any person. All the Equity shares issued by the Transferor Company and held by the Transferee Company and its nominees in the Transferor Company shall stand cancelled and extinguished.

- II. The investments of Transferee Company in the shares of the Transferor Company, as appearing on the Asset side of the Balance Sheet of Transferee Company, without any further act or deed, stand cancelled to the extent of book value of the equity shares of the Transferor Company.

- III. On completion of the Scheme, all equity shares of the Transferor Company held by Transferee Company, shall stand cancelled and the share certificates held by the Transferee Company, shall be destroyed.



9.4 Amendment to the Memorandum and Articles of Association of the Transferor Company:

1. As an integral part of the Scheme and upon coming into effect of this Scheme and upon the transfer and vesting of the Transferor Company into Transferee Company, the entire Authorized Share Capital of the Transferor Company amounting to Rs.45,00,00,000/- (Rupees Forty-Five Crores) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 4,35,00,000 (Four Crores Thirty-Five Lakhs) Preference Shares of Rs.10/- (Rupees Ten) shall stand merged with the Authorized Share Capital of the Transferee Company.
2. Accordingly, upon this Scheme becoming effective, the authorized share capital of the Transferee Company in terms of its Memorandum of Association shall automatically stand increased to Rs.54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) divided into 54,50,00,000/- (Fifty Four Crore Fifty Lakhs) Equity shares of Re.1/- (One) each without any further act, instrument or deed on the part of the Transferee Company, including payment of stamp duty and fees payable to the Registrar of Companies.
3. The Memorandum of Association and Articles of Association of the Transferee Company shall stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment for increase, and no further resolutions under Sections 13, 61 and 64 or any other applicable provisions under the Companies Act, 2013 would be required to be separately passed. For this purpose, the fee and stamp duty already paid by the Transferor Company on its Authorized share capital shall be utilized and applied to the increased Authorized share capital of the Transferee Company and shall be deemed to have been so paid by the Transferee Company on such combined Authorized Share capital and accordingly, the Transferee Company shall not be required to pay any fees/ stamp duty on the Authorized share capital so increased.
4. Pursuant to this Scheme coming into effect, the Transferee Company shall file requisite forms with the Registrar of Companies for alteration of its authorized share capital.
5. It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the



Memorandum of Association and Articles of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand altered accordingly.

6. Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed be altered and amended pursuant to Section 61 or any other applicable provisions under the Companies Act, 2013 as under:

The Authorized share capital of the Company is Rs. 54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) divided into 54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) Equity shares of Re.1/- (One) each.

9.5 ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY:

Upon this Scheme becoming effective, the Transferee Company shall follow the accounting prescribed under Indian Accounting Standard 103 and other applicable Indian Accounting Standards, as applicable from time to time, as specified hereunder:

- a. All the assets and liabilities including reserves recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their existing carrying amount as appearing in the books of Transferor Company and account for the amalgamation of the Transferor Company pursuant to this Scheme in accordance with Indian Accounting Standard 103, as amended from time to time.
- b. The reserves/ losses of the Transferor Company shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.
- c. The balance in the Statement of Profit and Loss appearing in the financial statements of Transferor Company shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.
- d. Inter-corporate deposits / loans and advances, if any, outstanding between the Transferee Company and the Transferor Company inter-se shall stand



cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.

- e. The amount of share capital of the Transferor Company and investment held by the Transferee Company in the Transferor Company shall be adjusted against each other.
- f. The excess or deficit, if any, arising after recording the above entries, shall be adjusted against Capital Reserve Account in the books of the Transferee Company.
- g. Notwithstanding the above, the Transferee Company in consultation with its Auditors, is authorized to account for any of these balances in any manner, whatsoever it considered appropriate.

9.6 Legal proceedings, proceedings before Judicial, Quasi-Judicial, Regulatory and Tax Authorities:

- I. With effect from the Appointed Date and upon the Scheme becoming effective, all suits, actions and other proceedings including legal and taxation proceedings (including before any statutory or quasi-judicial authority or tribunal) of whatsoever nature by or against the Transferor Company pending and/or arising prior to or after the Appointed Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company, in the same manner and to the same extent as they would or might have continued, prosecuted and enforced by or against the Transferor Company.
- II. On and from the Effective Date, the Transferee Company undertakes to deal with all legal or other proceedings, initiated by or against the Transferor Company and pending on the Effective Date, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Transferee Company, as the case may be.
- III. In case of any litigations, suits, recovery proceedings which are to be initiated by or to be initiated against the Transferor Company after the Appointed Date,



the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

9.7 Dissolution of the Transferor Company:

Upon approval of this Scheme by the Tribunal, the Transferor Company shall be dissolved without winding up and without any further act or deed on the part of the Transferor Company pursuant to the provisions of Section 232 of the 2013 Act.

9.8 Conditionality of the Scheme:

The Scheme is conditional upon and subject to:

- (i). Approval of the Scheme by the requisite majority of the shareholders of both, the Transferor Company and the Transferee Company, and their respective creditors;
- (ii). Further, the Scheme is conditional upon it being approved by the shareholders of the Transferee Company through e-voting and the Scheme shall be acted upon only if the resolution mentioned above has been approved by majority of members representing 3/4th in value of the total valid votes casted through the remote e voting.
- (iii). Sanction of the Scheme by the Hon'ble National Company Law Tribunal pursuant to Sections 230 and 232 and other applicable provisions of the Act;
- (iv). Sanctions and approvals of all authorities concerned including the Registrar of Companies, the Official Liquidator, the Regional Director in respect of any matter relating to or arising out of the Scheme for which such sanction or approval is required under Section 232 of the Act;
- (v). All other sanctions and approvals, as may be required by law, in respect of this Scheme being obtained.
- (vi). Accordingly, it is provided that the Scheme although operative from the Appointed Date, shall become effective on the Effective Date upon filing of certified copies of the order sanctioning the same with the Registrar of Companies by the Transferor Company and the Transferee Company on such date.

Note: You are requested to read the entire text of the scheme to be fully acquainted with the provisions thereof. Aforesaid are only some of the key provisions of the scheme.



10. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME:

The transferor Company is a Wholly Owned Subsidiary of the transferee Company.

11. CAPITAL / DEBT RESTRUCTURING:

There is no Capital / debt restructuring envisaged in the Scheme.

12. PRE AND POST AMALGAMATION CAPITAL STRUCTURE:

a) **The pre and post amalgamation Capital Structure of the Transferor Company is as follows:**

S. No.	Description	Pre-Scheme as on March 31, 2022		Post-Scheme	
		No of Equity Shares	%	No of Equity Shares	%
1.	Promoter & Promoter Group				
(A)	Indian				
(a)	Individuals/Hindu Undivided Family	01	0.00	-	-
(b)	Central Government/State	-		-	-
(c)	Finical Institutions/Banks	-		-	-
(d)	Any Other	-		-	-
(e)	Bodies Corporate	14,99,999	100.00	-	-
(f)	Trust	-		-	-
	Sub-Total(A)(1)	15,00,000	100.00	-	-
(B)	Foreign	-		-	-
(a)	Individuals (Non Resident Foreign Individuals)	-		-	-
(b)	Government	-		-	-
(c)	Institutions	-		-	-
(d)	Foreign Portfolio Investors	-		-	-
(e)	Any Other	-		-	-
	Sub-Total(A)(2)	-		-	-
	Total Shareholding of Promoter and Promoter Group A = (A)(1) + (A)(2)	15,00,000	100.00	-	-
2.	Public			-	-
(A)	Institutions	-		-	-
	Sub-Total(B)(1)	-		-	-



(B)	Central Government/ State Government(s)	-		-	-
	Sub-Total(B)(2)	-		-	-
(C)	Non Institutions	-		-	-
	Sub-Total(B)(3)	-		-	-
	Total Public Shareholding B = (B)(1) + (B)(2) + (B)(3)	-		-	-
3.	Non Promoter- Non Public	-		-	-
(A)	Shares underlying DRs	-		-	-
(B)	Shares held by Employee Trusts	-		-	-
	Sub-Total(C)	-		-	-
	TOTAL = A + B + C	15,00,000	100.00	-	-

b) The pre and post amalgamation Capital Structure of the Transferee Company is as follows:

S. No.	Description	Pre-Scheme as on March 31, 2021		Post-Scheme	
		No of Equity Shares	%	No of Equity Shares	%
1.	Promoter & Promoter Group				
(A)	Indian				
(a)	Individuals/Hindu Undivided Family	43409715	50.01	43409715	50.01
(b)	Central Government/State	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-
(d)	Any Other	-	-	-	-
(e)	Bodies Corporate	-	-	-	-
(f)	Trust	-	-	-	-
	Sub-Total(A)(1)	43409715	50.01	43409715	50.01
(B)	Foreign	-	-	-	-
(a)	Individuals (Non Resident Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub-Total(A)(2)	-	-	-	-



	Total Shareholding of Promoter and Promoter Group A = (A)(1) + (A)(2)	43409715	50.01	43409715	50.01
2.	Public				
(A)	Institutions	-	-	-	-
	Sub-Total(B)(1)	-	-	-	-
(B)	Central Government/ State Government(s)	-	-	-	-
	Sub-Total(B)(2)	-	-	-	-
(C)	Non Institutions	-	-	-	-
	Sub-Total(B)(3)	-	-	-	-
	Total Public Shareholding B = (B)(1) + (B)(2) + (B)(3)	-	-	-	-
3.	Non Promoter- Non Public	43392183	49.99	43392183	49.99
(A)	Shares underlying DRs	-	-	-	-
(B)	Shares held by Employee Trusts	-	-	-	-
	Sub-Total(C)	-	-	-	-
	TOTAL = A + B + C	86801898	100	86801898	100

13. Effect of Scheme on stakeholders:

The Scheme of Amalgamation, if approved by the appropriate authorities and the Tribunal, shall not have any adverse impact or effect on the Directors, Key managerial personnel's Promoters, Non-Promoter Members, Creditors, whether secured or unsecured, employees of Transferee or Transferor Company. The Applicant Companies does not have any Depositors or Debenture Holders. A report adopted by the respective Board of Directors of the Transferee and Transferor Company, explaining the effect of Scheme on promoters and non-promoter Shareholders, and others is enclosed to this Notice.

14. Interest of Directors, Key Managerial Personnel (KMP'S), their Relatives and Debenture Trustee:

- (a) None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.



- (b) None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Transferor Company, if any. Save as aforesaid, none of the said Directors or the KMP's or their respective relatives has any material interest in the Scheme.
- (c) The Applicant Companies does not have any Depositors or Debenture Holders, hence the question of disclosure of interest of Depositors or Debenture Trustee does not arise.
- (d) Details of the present Directors and KMP of the Transferee Company and their respective shareholding in Transferor and Transferee Company as on date of this Notice is as follows:

Name of Directors/ KMP	Designation	Shares in Transferor Company	Shares in Transferee Company
Vishnukanth Chaturbhuj Bhutada	Managing Director	-	6365610
Om Prakash Inani	Chairman	-	2867691
Hetal Madhukant Gandhi	Independent Director	-	8000
Arvind Vasudeva	Independent Director	-	-
Kalakota Reddy Sharath	Whole-Time Director	-	28089
Sirisha Chintapalli	Independent Director	-	-
Alpesh Dalal	Chief Financial Officer	-	-

- (e) Details of the present Directors and KMP of the Transferor Company and their respective shareholding in Transferor and Transferee Company as on date of this Notice is as follows:



Name of Directors/ KMP	Designation	Shares in Transferor Company	Shares in Transferee Company
Vishnukanth Chaturbhuj Bhutada	Director	-	6365610
Ramakant Innani	Whole Time Director CFO	01	1497778
Venkata Vinod Kumar Valipireddy	Director	-	-
Raghavendra Prasad Movva	Director	-	-

15. The rights and interests of creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is at all called from them nor their rights sought to be modified in any manner and post the Scheme, the Transferee Company will be able to meet its liabilities as they arise in the ordinary course of business.
16. There are no winding up proceedings pending against any of the Applicant Companies as on date.
17. No inquiry or investigation under sections 235 to 251 of the Companies Act, 1956, or under Section 210 to 227 of Companies Act, 2013, is pending against any of the Applicant Companies.
18. The financial position of the Transferee Company will not be adversely affected by the Scheme.
19. The Scheme of Amalgamation requires the approval / sanction / no objection from the following regulatory and government authorities:
 - a) Registrar of Companies
 - b) Regional Director
 - c) Official Liquidator
 - d) National Company Law Tribunal
20. The Companies are yet to obtain the sanction of Registrar of Companies, Regional Director, Official Liquidator and the National Company Law Tribunal, Bench at Bengaluru. The approval of the aforesaid authorities will be obtained at appropriate time.



21. Inspection and / or extract by the Equity Shareholders of the Transferee Company, of the following documents shall be allowed at the Registered Office of the Company on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of this Meeting.
- (a) Joint Company Application No. **C.A. (CAA) / 35&36 / BB / 2021** filed by the Applicant Companies with the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru.
 - (b) Certified copy of the order dated April 08, 2022, passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru in the **CA (CAA) / 35&36 / BB / 2021**.
 - (c) Resolution passed by the Board of Directors of Applicant Companies approving the Scheme of Amalgamation at their respective meetings held on 09.09.2020.
 - (d) Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors.
 - (e) A certificate issued by the respective Statutory Auditors of the Applicant Companies to the effect that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - (f) Memorandum and Articles of Association of the Applicant Companies.
 - (g) Audited Financial Statements of the Applicant Companies for the financial year ended March 31, 2021.
 - (h) Report of the Board of Directors of the Transferor and Transferee Company, pursuant to Section 232(2)(c) of the Act.
 - (i) Consolidated and standalone unaudited financial statements for nine months ended December 31, 2021 of the Transferor Company.
 - (j) Provisional Financial Statements for the period ended December 31, 2021 of the Transferor Company.



22. The Scheme of amalgamation, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Bengaluru Bench at Bengaluru, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 01.04.2020 or such other date as may be approved by Hon'ble National Company Law Tribunal , Bengaluru Bench or such other competent authority having jurisdiction to sanction the Scheme., upon receipt of Certified copy of Order of the National Company Law Tribunal, Bengaluru Bench.
23. Details of the Outstanding loans/Debts of the Transferor Company:

S. No.	Class of the lender	Outstanding loans of the unlisted Transferor on March 31 2021	Amount that shall be carried forward to the Transferor post-merger
1.	Secured Loans	-	-
2.	Unsecured Loans	-	-
	i. From Others		
	ii. From Transferor Company		
	TOTAL	-	-

*Excluding interest that might be accumulated in future.

§As part of the Scheme the inter-corporate loans granted by the Transferor to the Transferee Company shall stand cancelled and the post-merger total outstanding loans of the Transferee shall stand reduced to that extent.

The amount which may include interest calculated upto the effective date of the scheme shall be carried forward to the transferee company post-Merger.

24. A copy of the Notice, the Explanatory Statement, the Scheme of Amalgamation, details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Reports adopted by the Board of Directors of the Transferor Company / Transferee Company, explaining the effect of Scheme on promoters and non-promoter Shareholders of the Company, and other relevant documents are also available on the website of the Company, i.e., <https://www.vbshilpa.com/board-meeting-notice.php> and also available for inspection at the registered office on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of this Meeting.



25. None of the Directors of respective Companies and their respective relatives is concerned or interested, financially or otherwise in the proposed resolution except as shareholders of their respective companies in general.
26. The Board of Directors recommends the resolution set out in the notice in relation to the approval of the proposed Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors.
27. This statement may be treated as an Explanatory Statement under Section 102 read with sections 230 to 232 of the Companies Act, 2013, read with relevant rules made thereunder.
28. A copy of the Notice along with Explanatory Statement may be obtained from the Registered Office of the Company.

Sd/-

Mr. Abhijit Attur

**Chairperson Appointed by NCLT
For the meeting of Equity Shareholders of
Shilpa Medicare Limited**

Date: 25 April 2022

Place: Raichur



NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Bengaluru Bench vide its Order dated April 08, 2022, ("Tribunal"), the Meeting of the Equity Shareholders of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility to transact the business set out in the Notice convening this Meeting. As such, physical attendance of Equity Shareholders has been dispensed with and hence the Attendance Slip is not annexed hereto.
2. The statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (20 May 2022) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an **Equity Shareholder** as on the cut-off date, should treat the Notice for information purpose only.
4. No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those equity shareholders whose email addresses are registered with the Company / Depositories and by Post / courier to the equity shareholders whose email addresses are not registered with the Company / Depositories.
7. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at <https://www.vbshilpa.com/board-meeting-notice.php> and the Kfin Technologies Private Limited for providing the e-voting and other facilities for convening of the Meeting),
8. If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 etc., free of charge at the registered office of the Transferee Company, or A written request in this regard, along with details of your shareholding in the Company, may be addressed to the Compliance Officer at cs@vbshilpa.com.
9. A Body Corporate which is an equity shareholder of the Company is entitled to appoint an authorised representative for the purpose of participating and/or voting during the meeting held through video-conferencing facility. Further, such Body Corporates (other than individuals, HUF, NRI etc.) are required to send scanned certified copy of the resolution



before the scheduled time of the meeting, to the e-mail address of the Company at: cs@vbshilpa.com or at the registered office of the Company. Such authorised representative should furnish his / her valid and legible identity proof issued by a statutory authority (i.e., a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card) to the e-mail address of the Company at cs@vbshilpa.com or at the registered office of the Company, not later than 48 hours before the scheduled time of the meeting.

10. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered and approved by the Equity Shareholders of the Transferee Company if the resolution mentioned above in the notice has been approved by majority of members representing 3/4th in value of the total valid votes casted through the remote e voting.
11. All the relevant documents referred to in the Notice along with accompanying Explanatory Statement are open for inspection at the registered office of the Company on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of Meeting.
12. Details of persons to be contacted for issues relating to participating and/or electronic voting during the meeting:

Name	Designation	Contact Number	Email ID
Krishnappayya Desai	Interim Compliance officer	7204859883	cs@vbshilpa.com
Krishna Priya Maddula	Authorized Officer	9985833687	helpdesk.evoting@cdslindiacom

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating



seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. The remote e voting shall commence **at 9.00 a.m. (IST) on 24th May 2022 and close at 5.00 p.m. (IST) on 26th May 2022. Further, the e-voting facility shall also be available on May 27, 2022 during the meeting.**
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and NCLT Convened Meeting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (NCLT Convened Meeting) of the Company on KFin system to participate e-NCLT Convened Meeting and vote at the NCLT Convened Meeting.



Details on Step 1 are mentioned below:

i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login_or or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.



<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of

your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Shilpa Medicare Limited- NCLT Convened Meeting” and click on “Submit”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the NCLT Convened Meeting through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id abhijit@agraalegal.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Shilpa Medicare Limited Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the, Notice of NCLT Convened Meeting and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence, Notice of NCLT Convened Meeting and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested



to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id

einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Notice of NCLT Convened Meeting and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the NCLT Convened Meeting of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the NCLT Convened Meeting through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining NCLT Convened Meeting though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the NCLT Convened Meeting is being conducted through VC / OAVM, for the smooth conduct of proceedings of the NCLT Convened Meeting, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account



number / folio number, email id, mobile number at cs@vbsilpa.com. Questions /queries received by the Company till 25 May 2022 shall only be considered and responded during the NCLT Convened Meeting.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the NCLT Convened Meeting. E-voting during the NCLT Convened Meeting is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the NCLT Convened Meeting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the NCLT Convened Meeting shall be treated as invalid.
- viii. Facility of joining the NCLT Convened Meeting through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the NCLT Convened Meeting through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the NCLT Convened Meeting to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 24 May 2022 to 25 May 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the NCLT Convened Meeting to only those Members who have registered themselves, depending on the availability of time for the NCLT Convened Meeting.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 24 May 2022 to 25 May 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Krishna Priya Maddula, at evoting@kfintech.com or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 20 May 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this



Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. In case a person has become a Member of the Company after dispatch of NCLT CONVENED MEETING Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the NCLT Convened Meeting are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the NCLT Convened Meeting. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

SCHEME OF AMALGAMATION
BETWEEN
SHILPA MEDICARE LIMITED
(TRANSFEEE COMPANY)
AND
INM TECHNOLOGIES PRIVATE LIMITED
(TRANSFEROR COMPANY)
AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(UNDER SECTION 230 READ WITH SECTION 232 OF THE
COMPANIES ACT, 2013)

PREAMBLE

A. PREAMBLE OF THE SCHEME

This Scheme of Amalgamation is presented under Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof, if any, and provides for the Amalgamation of **INM TECHNOLOGIES PRIVATE LIMITED** (hereinafter referred to as "**INM/ Transferor Company**") with **SHILPA MEDICARE LIMITED** (hereinafter referred to as "**SML/ Transferee**



"ATTESTED"

(Handwritten signature)

For: Shilpa Medicare Ltd., ¹

(Handwritten signature)
Authorised Signatory



For: Shilpa Medicare Ltd.,

(Handwritten signature)
Authorised Signatory

Company”) on a going concern basis and the consequent cancellation of equity shares held by the Transferee Company in the Transferor Company and the dissolution of the Transferor Company without winding up.

The Scheme also provides for various other matters consequential to or otherwise integrally connected with the above in the manner provided for in this Scheme.

B. DESCRIPTION OF THE COMPANIES

1.1 INM TECHNOLOGIES PRIVATE LIMITED (TRANSFEROR COMPANY)

a) INM TECHNOLOGIES PRIVATE LIMITED, is a private limited company incorporated on 23/01/2015 (Twenty-Third Day of January, Two Thousand and Fifteen) in the State of Karnataka. The present Corporate Identification Number (CIN) of the Company is U73100KA2015PTC078494. (hereinafter referred to as the **“INM /Transferor Company”**).

b) The registered office of the Transferor Company is presently situated at 13-E/13, 1st Phase, Kumbalagodu Industrial Area, Mysore Road, Kengeri Hobli, South Bangalore, KA- 560074.

“ ATTESTED ”

Remar

For: Shilpa Medicare Ltd.,

[Signature]
Authorised Signatory



For: Shilpa Medicare Ltd.,

[Signature]
Authorised Signatory



c) The main object of the Transferor Company Company as per the Memorandum of Association is "To carry out the business of manufacture, nano-research for Advanced Materials & Technologies, consulting and offering services and innovative products in the area of Nanotechnology, Material Science and Engineering and service in Advanced Technology and Product Development, establishment of centralised facility for all deposition, characterization and testing techniques, analytical service on nano and micro structured materials to various industrial sectors and to develop and integrate nanostructured materials in the products of customers of various industrial sectors including Pharmaceuticals, Biotech, Chemical, Food, Aviation, Defence, Building/ Construction, Bio-medical, Optics, Energy, Textiles, Nutraceuticals, Microelectronics, Photonics, Telecommunications, Agricultural, Mechatronics and Nanoelectronics and to impart need-based training/ course work in different areas of Nanoscience, Nanotechnology and Environment to train public, students, NGOs and



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Government functionaries, certificate course for the benefit of different students with background of all branches of Engineering, Pharmacy, Medicine, and Science. To develop research programs and forward-looking technologies to meet industrial needs and strengthen industrial competitiveness at national and international level. To participate in National and International research programs funded by various government and non-government agencies."

d) The Authorized Capital of the Transferor Company as on 31st March, 2020 is 45,00,00,000/- (Rupees Forty-Five Crores) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 4,35,00,000 (Four Crores Thirty-Five Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

e) The issued, subscribed and paid-up share capital of the Transferor Company as on 31st March, 2020 is Rs. 43,96,76,700/- (Rupees Forty-Three Crores Ninety-Six Lakhs Seventy-Six Thousand and Seven Hundred) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 4,24,67,670 (Four Crore



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Twenty-Four Lakhs Sixty-Seven Thousand Six Hundred and Seventy Only) of Rs. 10/- each.

- f) All the Equity Shares and Preference Shares of the Transferor Company as above are held by the Transferee Company and its nominee. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company.

1.2 SHILPA MEDICARE LIMITED (TRANSFEREE COMPANY)

- a) SHILPA MEDICARE LIMITED is a listed public company was originally incorporated under the name and style of Shilpa Antibiotics Private Limited on 20-11-1987 in the State of Karnataka. Later on the Company was converted into Public Limited Company and got its name changed to Shilpa Antibiotics Limited w.e.f.03-11-1993. Later the Transferee Company had changed its name to Shilpa Medicare Limited and obtained fresh Certificate of Incorporation bearing No.Co.No.08/8739 from Registrar of Companies, Karnataka on 13-12-2002. The present Corporate Identification Number (CIN) of the Company is L85110KA1987PLC008739 (hereinafter referred to as the "SML / Transferee Company").



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b) The registered office of the Transferee Company is presently situated at #12-6-214/A1, Hyderabad Road, Raichur, KA- 584135 (hereinafter referred to as the "Transferee Company").

c) The main objects of the Transferee Company as per its Memorandum of Association are as follows:

i) To carry on in India or elsewhere the industry, trade or business of Manufacturers, Traders, Dealers, Agents, Suppliers, Licensors, Licensees, Loan Licenses, Importers, Exporters, Consultants, Discoverers, Inventors, and Producers of Drugs, Bulk Drugs, Pharmaceuticals, Pharmaceutical Formulations, Alcohol, Blended Laboratory Preparations and General Medicinal Preparation and/ or their by-products and packing and re-packings of the above.

ii) To carry on the business of formulating, developing, improving, designing, marketing, selling, franchising, exporting and licensing software and program products of any and all description.



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iii) To provide assistance and service related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.

iv) To establish, set-up, organise maintain, support, assist and/or conduct training classes, and other educational institutions, to organise educational programmes, lectures, seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology, development of hardware and software, state of art of computer technology and to award degrees, diplomas and certificates to trainees, students and other persons and to establish, promote, organise, support and maintain clubs and associations of

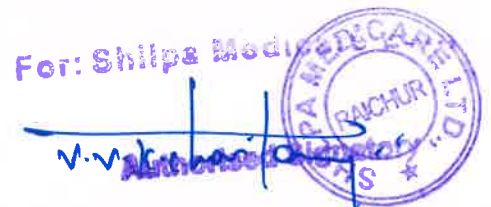


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students and trainees for further advancing of their knowledge and experience in all or any of the above subjects and topics.

- v) To carry on business of manufacture, purchase, sale or otherwise transfer, lease, import, export, hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, generally deal in any electronic, electrical product, machine, apparatus, appliance, custom products relating to software, merchandise systems, software procedures, peripheral products, computers tabulators, data processing machines and systems and components thereof, electrical calculators, electric and Electro-mechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforating, tabulating, sorting, printing, typewriting products which possess an internal intelligence for recognising and correlating any type of data or information to be processed, recognition and memory systems.



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vi) To render technical assistance and services including maintenance in connection with the use, purchase, sale, import, export, lease or distribution, license, design, manufacture or any machines, apparatus, appliance, system, component, electronic products and systems and program products."

vii) To carry on the business of manufacturing, generating, supplying, buying and selling of Hydel, Thermal, Co-generation, Bio-generation, Solar Energy, Wind Energy and such other conventional and/or non-conventional energy and for this purpose construct, laydown, establish, fix and carryout all necessary Power station, cables, wires, lines, accumulators lamps and generally supply electricity of all kinds.



d) The authorized Capital of the Transferee Company as on 31st March, 2020 is 9,50,00,000/- (Rupees Nine Crores and Fifty Lakhs) divided into 9,50,00,000 (Nine Crores and Fifty Lakhs) Equity Shares of Re.1/- (Rupee One) each.

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e) The issued, subscribed and paid-up share capital of the transferee Company as on 31st March, 2020 is 8,15,26,898/- (Rupees Eight Crores Fifteen Lakhs Twenty-Six Thousand Eight Hundred and Ninety-Eight Only) divided into 8,15,26,898 (Eight Crores Fifteen Lakhs Twenty-Six Thousand Eight Hundred and Ninety-Eight Only) Equity Shares of Re. 01/- (Rupee One Only) each.

C. RATIONALE, OBJECTIVE & PURPOSE OF THE SCHEME

1.1 The Transferor Company is a wholly owned subsidiary of the Transferee Company. Considering the cost synergies on being a combined entity which would enhance the competitiveness and lead to the growth prospectus in the business operations of the Transferee Company and to ensure to attain the objects more effectively by better performance, accelerated growth and improved profitability, the Board of Directors of the Transferor Company and the Transferee Company have decided to amalgamate the Transferor Company and the Transferee Company, so as to achieve the following benefits:

a) The amalgamation will enable the Transferee Company to consolidate its business, enhance the scale of operations,



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pool managerial, technical and financial resources of the Transferor Company and the Transferee Company, and optimally utilise various resources which in turn would enable the Transferee Company to participate more vigorously and profitably in an increasingly competitive and liberalised market and to diversify into high growth and profitable areas of business and achieve operational efficiency, synergy and operational rationalization.

b) Reduction in overheads including administrative and other expenditure, multiple record-keeping, etc., thus resulting in reduced expenditure and significant reduction in the multiplicity of legal and regulatory compliances required to be carried out by the Transferor Company and the Transferee Company.



c) The combined entity, with its strong financials and increased net worth, will have greater access to sources of funds, better credit rating and better access to bank credit and working capital resulting in increased competitiveness of the Transferee Company which will ultimately lead to greater productivity and economical operations for future growth of the Transferee Company as well as

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strengthening the value of all the stakeholders of the Company.

D. SCOPE OF THE SCHEME

The Scheme of Amalgamation provides for:

- 1.1 Amalgamation of **INM** into **SML**.
- 1.2. Various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.
- 1.3 This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under Section 2(1B) of Income Tax Act, 1961, such that:

- a) All the assets of the Transferor Company, immediately before the amalgamation, shall become the assets of the Transferee Company, by virtue of amalgamation; and
- b) All the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of amalgamation.



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- 1.4 Since the Transferee Company is the sole shareholder of the Transferor Company, the shares of the Transferee Company in the Transferor Company will stand cancelled as a result of amalgamation.
- 1.5 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including those resulting from a retrospective amendment of law or for any other reason whatsoever, the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification shall however not affect other parts of the Scheme.

E. PARTS OF THE SCHEME



This Scheme of Amalgamation is explained by dividing it into the following three parts:

Part I: Deals with definitions

Part II: Deals with the amalgamation of the Transferor Company with the Transferee Company.

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Part III: Deals with the general terms and conditions applicable to this Scheme.

PART I

1. DEFINITIONS

In this Scheme, unless repugnant to the subject or meaning or context thereof, the following expressions shall have the meaning attributed to them as below:

1.1 **"Act"** means the Companies Act, 2013 and shall include any statutory modification or re-enactment thereof and references to sections of the Act shall be deemed to mean and include reference to sections enacted in modification or replacement thereof.

1.2 **"Amalgamation"** means the merging of **INM** into **SML**.

1.3 **"Applicable Law(s)"** means any statute, notification, bye-laws, rules, regulations, guidelines or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.



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1.4 **"Appointed Date"** means the Date on which this Scheme shall become operative i.e. 01st April, 2020 or such other date as may be approved by Hon'ble National Company Law Tribunal , Bengaluru Bench or such other competent authority having jurisdiction to sanction the Scheme.

1.5 **"Board" or "Board of Directors"** in relation to the Transferor Company and the Transferee Company, as the case may be, means the Board of Directors of the respective companies and includes any Committee of Directors or any person authorized by the Board of Directors or such Committee of Directors.

1.6 **"Central Government"** means the office of the Regional Director, Ministry of Corporate Affairs, South East Region having its office at 3rd Floor, Corporate Bhawan, Bandlaguda, Nagole, Tattiannaram Village, Hayat Nagar Mandal, Ranga Reddy District, Hyderabad-500 068 in the state of Telangana.

1.7 **"Confirmation Order"** means order sanctioning the scheme issued by the Central Government or National Company Law

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1.8 **"Effective Date"** means the Date on which a certified copy of the order of the Hon'ble National Company Law Tribunal , Bengaluru Bench sanctioning this Scheme is filed with the Registrar of Companies, Karnataka by the Transferee Company. Any references in the Scheme to the phrase "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "Scheme coming into effect" shall mean the "Effective Date".

1.9 **"Governmental Authority"** means any applicable Central, State or Local Government, Legislative Body, Regulatory or Administrative Authority, Registrar of Companies, office of the Official Liquidator, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

1.10 **"Registrar of Companies"** means the Registrar of Companies at Bangalore for the State of Karnataka.

1.11 **"Scheme" or "Scheme of Amalgamation"** means this Scheme of Amalgamation in its present form or with any modification(s) in accordance with the provisions hereof, imposed or approved or directed by the Board of Directors of



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the Transferor Company and the Transferee Company or by the members or creditors of the Companies involved and /or any other appropriate authority.

1.12 **"Shareholders"** means the persons registered (whether registered owner of the shares or beneficial owner of the shares) as holders of equity shares of concerned Company as the context may require. The word **"Shareholder"** and **"member"** are used to denote the same meaning and are used interchangeably.

1.13 **"Transferor Company"** means INM TECHNOLOGIES PRIVATE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: U73100KA2015PTC078494 and having its registered office at 13-E/13, 1st Phase, Kumbalagodu Industrial Area, Mysore Road, Kengeri Hobli, South Bangalore, KA- 560074.



1.14 **"Transferee Company"** means SHILPA MEDICARE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L85110KA1987PLC008739 and having its registered office at #12-6-214/A1, Hyderabad Road, Raichur, KA- 584135.

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1.15 **"Tribunal"** or **"NCLT"** means the National Company Law Tribunal at Bengaluru or such other tribunal or authority having jurisdictions to sanction the Scheme.

1.16 **"Undertaking"** shall mean and include:

a) All the assets and properties, rights, title, benefits, entitlements and business of the Transferor Company as on the Appointed Date.

b) All the secured and unsecured debts, liabilities including reserves, carry-forward losses, short term or long term contingent liabilities or duties and obligations of the Transferor Company as on the Appointed Date.



c) Without prejudice to the generality of sub clauses (a) and (b) above, the undertaking shall include the whole of the undertaking of the Transferor Company, as a going concern, all the assets, properties, rights, titles, benefits, obligations and entitlements, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased or licensed), all fixed and movable plant and

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machinery, vehicles, fixed assets, work-in-progress, current assets, investments, deposits, reserves, provisions, funds, licenses, registrations, certificates, permissions, consents, approvals, concessions (including but not limited to sales tax concessions, excise duty, services tax or customs, value added tax and other incentives of any nature whatsoever), remissions, remedies, subsidies, guarantees, bonds, copyrights, patents, trade names, trademarks, goodwill and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, leave and license agreements, tenancy rights, premises, ownership flats, hire purchase, lending arrangements, benefits of security arrangements, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, internet connections, e-mail, communication facilities, website designing equipments, software development equipments and installations and utilities, electricity, water and service connections, environmental clearances, benefits of all agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all rights, title, interest, goodwill, benefit and advantage, benefit of deferred revenue expenditure, provisions, advances, receivables, funds, cash, bank balances, fixed deposits,



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accounts and all other rights, all statutory licenses, franchises, approvals, permissions, no-objection certificates, entitlements, subsidies, permits, grants, incentives, tax credits whether granted by state government or central government or any such other authority (including but not limited to credits in respect of income-tax, tax on book profits, value added tax, sales tax, service tax, Goods and Services Tax etc.), balances with all regulatory authorities, software licenses, domain/ websites, etc in connection with/ relating to the Transferor Company and benefits of all contracts / agreements / leases (including, but not limited to, contracts / agreements with vendors, customers, government, etc.) and other claims and powers of whatsoever nature and whosoever, situated, belonging or in the possession of or granted in favour or enjoyed by the Transferor Company, as on the Appointed Date.



d) All employees engaged in the Transferor Company.

e) All records, files, papers, information, computer programs, software applications, manuals, data, catalogues, quotations, advertising materials, lists of present and former customers, pricing information and other records, whether in physical form or electronic form of the Transferor Company.

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- f) All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, Income Tax Act, 1961 and other applicable laws, rules and regulations, as the case may be, including any statutory modification(s), re-enactment(s) or amendment thereof from time to time.

PART II

AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

2. TRANSFER AND VESTING OF UNDERTAKING

2.1 VESTING OF UNDERTAKING

With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of the Transferor Company comprising all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Companies Act, 2013, without any further act, instrument or deed, be transferred to



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and vested in the Transferee Company as a going concern as contemplated by Section 2(1B) of the Income Tax Act, 1961 together with all the rights, titles, interests or obligations of the Transferor Company and subject to the charges existing thereon or on the said assets as on the Appointed Date.

2.2 TRANSFER OF ASSETS AND LIABILITIES

2.2.1 All assets movable in nature or incorporeal property or which are otherwise capable of transfer by manual delivery or by endorsement and delivery, including but not limited to computers and R&D equipment, machineries, software, product/ process designs/ technologies, product development rights/ licenses/ registrations/ approvals, websites, portals, inventories, cash in hand of the Transferor Company shall be so transferred, delivered, or endorsed and delivered, as the case may be, to the Transferee Company and shall upon transfer become the property and an integral part of the Transferee Company, without requiring any deed or instrument of conveyance for transfer of the same.

2.2.2 In respect of movables other than those specified above, including outstanding loans and advances, investments (whether current or non-current), trade receivables,



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recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons of the Transferor Company, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Transferee Company.

2.2.3 With effect from the Appointed Date and upon the Scheme becoming effective, all the properties or assets of the Transferor Company, whether movable or immovable, being transferred pursuant to this Scheme, which are registered and standing in the name of Transferor Company shall be registered in the name of the Transferee Company and the name of the Transferor Company shall be substituted with the name of the Transferee Company in all such certificates of registration, endorsements, records and in revenue/ mutation records in case of immovable properties by such appropriate authorities.

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2.2.4 With effect from the Appointed Date and upon the Scheme becoming effective, all the assets relating to the Transferor Company including all debts, liabilities, duties and obligations, including those arising on account of taxation laws and other



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allied laws and all the movable and immovable properties, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and/or in the control of or vested in or granted in favour of or enjoyed by the Transferor Company including but without being limited to fixed assets, capital work-in-progress, current assets, debts, receivables, reserves, deposits, provisions, funds, investments, powers, authorities, allotments, approvals, consents, licenses, permissions, registrations and other statutory licenses, contracts, engagements, arrangements, rights, titles, interest, quotas, software, technologies, trade names and other industrial or intellectual property rights of any nature whatsoever and licenses in respect thereof, privileges, liberties, easements, advantages, exemptions, benefits, leases, leasehold rights, tenancy rights, quota rights, permits, authorizations, right to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, power lines, communication lines and other services, benefits of all agreements, various incentives, subsidies, grants, sales-tax, turnover tax, excise and all other interests arising to the Transferor Company and any accretions or additions thereto after the Appointed Date shall without any further act,



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instrument or deed be transferred to and vested in and / or be deemed to have been transferred to and vested in the Transferee Company as going concern in the manner provided in this Scheme.

2.2.5 Upon this Scheme becoming effective, all debts, liabilities, duties and obligations of the Transferor Company shall, as on the Appointed Date, whether or not provided in the books of the Transferor Company, and all loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Company on or after the Appointed Date and prior to the effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the effective Date, shall, upon coming into effect of this Scheme, without any further act, instrument or deed be and stand transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or restructuring by virtue of which such secured and/or unsecured debts, liabilities, duties and



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obligations have arisen, in order to give effect to the provisions of this sub clause.

2.2.6 Where any such debts, liabilities, duties and obligations of the Transferor Company on the Appointed Date have been discharged by the Transferor Company on or after the Appointed Date and prior to the effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.

2.2.7 With effect from the Appointed Date, all loans, advances and other obligations (including any guarantees or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and Transferee Company, shall stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

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2.2.8 All liabilities and obligations arising out of banking facilities and guarantees executed by the Transferor Company in



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favour of third party shall become liability / obligation of the Transferee Company, which it undertakes to meet, discharge and satisfy.

2.2.9 With effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, franchises, permissions, approvals or consents, entitlements, sanctions, permits, rights, privileges and licenses including rights arising from contracts, deeds, license instruments and agreements, if any, belonging to the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents, sales tax registrations or other licenses and consents, various incentives, subsidies, special status and other benefits or privileges enjoyed (including credit on account of tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax and other incentives), granted by any government body, local authority or by any other person and availed by the



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Transferor Company shall vest in and become available to the Transferee Company pursuant to this Scheme.

2.2.10 All taxes (including, without limitation, income tax, sales tax, excise duty, customs duty, Service tax, VAT, Goods and Services Tax, etc) paid or payable by the Transferor Company in respect of the transactions and/or profits of the undertaking of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, Income tax, sales tax, excise duty, customs duty, service tax, VAT, Goods and Services Tax, etc), whether by way of deduction at source, advance tax or howsoever, by Transferor Company in respect of the profits or activities or operations of the undertaking of the Transferor Company with effect from the Appointed Date, shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in any proceedings, be dealt with accordingly.



2.2.11 All tax assessment proceedings / appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and / or enforced until the Effective Date against the Transferor Company and from the

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Effective Date, the same shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company into the Transferee Company or anything contained in the Scheme.

2.2.12 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions and issue credit notes in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme have been formally given effect to in such contracts and transactions.



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2.2.13 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that

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with effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Company would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, payments orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and be credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company.



2.2.14 The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds, writings, confirmations or notices with, or in favour of, any other party to any contract or arrangement to which the Transferor Company is party or any writings as may be

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necessary to be executed in order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of the Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to implement or carry out all such formalities or compliances referred to above for and on behalf of the Transferor Company.

3 MORTGAGES AND CHARGES


3.1 All the existing securities, charges, hypothecation and mortgages over the assets and properties of the Transferee Company or any part thereof which relates to the liabilities and obligations of the Transferee Company prior to the Effective Date where, any reference in any security documents or arrangements, to which the Transferor Company is a party, wherein the assets of the Transferor Company have been or are offered or agreed to be offered as security for any financial assistance or obligations shall continue to relate to only such properties and shall not extend to attach to any of the assets and properties of the Transferor Company transferred to and vested in the Transferee Company by virtue of this Scheme.



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3.2 All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and created by the Transferor Company after the appointed Date, over the assets comprised in the undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far such securities, mortgages, charges, encumbrances or liens secure or relate to liabilities of the Transferor Company, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereto which they are related or attached prior to the Effective Date and are transferred to the Transferee Company.

3.3 It is clarified that unless otherwise determined by the Board of Directors of the Transferee Company, in so far as the borrowings / debts and assets comprising the Transferor Company are concerned:

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- a) The security or charge, if any existing or created in future before the effective date, for the loans or borrowings of the Transferor Company shall, without any further act or deed continue to relate to the said assets after the Effective Date; and



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- b) The assets of the Transferee Company shall not relate to or be available as security in relation to the said borrowings of the Transferor Company.

4. LEGAL PROCEEDINGS

- 4.1 With effect from the Appointed Date and upon the Scheme becoming effective, all suits, actions and other proceedings including legal and taxation proceedings (including before any statutory or quasi-judicial authority or tribunal) of whatsoever nature by or against the Transferor Company pending and/or arising prior to or after the Appointed Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company, in the same manner and to the same extent as they would or might have continued, prosecuted and enforced by or against the Transferor Company.

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- 4.2 On and from the Effective Date, the Transferee Company undertakes to deal with all legal or other proceedings, initiated by or against the Transferor Company and pending on the Effective Date, transferred to its name and to have

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such proceedings continued, prosecuted and enforced by or against the Transferee Company, as the case may be.

- 4.3 In case of any litigations, suits, recovery proceedings which are to be initiated by or to be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

5. CONTRACT, DEEDS AND OTHER INSTRUMENTS

- 5.1 Upon coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, insurance policies, leave and license agreements, licenses, engagements, certificates, benefits, privileges, entitlements, grants, sanctions, permissions, consents, approvals, concessions, any Schemes under which the Transferor Company is registered with the government or any other authorities and incentives (including but not limited to benefits under the Income-Tax Act, 1961, service tax, and other laws), remissions, remedies, subsidies, guarantees, licences and other instruments, if any, of whatsoever nature, to which the Transferor Company is party or to the benefit of which the Transferor Company may be



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eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect on or against or in favor, as the case may be, of the Transferee Company, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.

5.2 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licences, permissions or approvals or consents required to carry on the operations of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. The benefit of all such statutory and regulatory permissions, licences, approvals and consents including statutory licences, approvals, permissions or consents required to carry on the operations of the Transferor Company shall vest in and become available to the Transferee Company pursuant to the Scheme.



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5.3 The Transferee Company shall enter into and /or issue and/or execute deeds, writings or confirmations or enter into any

For: **Shilpa Medicare Ltd.,** 35

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tripartite arrangements or confirmations, to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme if so required or if so considered necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

6. SAVING OF CONCLUDED TRANSACTIONS

6.1 Subject to the terms of the Scheme, the transfer and vesting of the undertaking of the Transferor Company under Clause 2 above and the continuation of the legal proceedings by or against the Transferee Company under Clause 4 above and the effectiveness of the contracts and deeds under Clause 5 above shall not affect any transactions or proceedings or contracts or deeds already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intend that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor



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Company in respect thereto as done and executed on behalf of itself.

7. STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANY

7.1 Upon the coming into effect of this Scheme, all staff, workmen and employees of the Transferor Company in service as on the Effective Date, shall become the staff, workmen and employees of the Transferee Company and on the terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any break or interruption in service as a result of amalgamation of the Transferor Company with the Transferee Company and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date. **“ ATTESTED ”**

7.2 It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, if applicable, Employee's State Insurance Corporation Contribution, Labour Welfare Fund or any other Fund created or existing for the benefit of the staff, workmen and employees of the Transferor Company is concerned, upon the Scheme coming into effect, the Transferee Company shall



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stand substituted for the Transferor Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such fund or funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees of the Transferor Company under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Transferor Company will be treated as having been continuous for the purpose of the said Fund or Funds.

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In so far as the Provident Fund, Gratuity Fund, if applicable, or other Special Scheme(s) / Fund(s) created or existing for the benefit of the employees of the Transferor Company are concerned, upon the coming into effect of this Scheme, balances lying in the accounts of the employees of the Transferor Company in the said funds as on the Effective Date shall stand transferred from the respective trusts / funds of

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the Transferor Company to the corresponding trusts / funds set up by the Transferee Company.

8. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date-

8.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions for and on account of, and in trust, for the Transferee Company and shall account for the same to the Transferee Company.



8.2 All liabilities debts, duties, obligations which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.

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8.3 The Transferor Company shall carry on its business with reasonable diligence and business prudence and except in the

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ordinary course of business, the Transferor Company shall not, without the prior written consent of the Board of Directors of the Transferee Company or pursuant to any pre-existing obligation sell, transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with, or dispose off, any of the assets of the undertaking of the Transferor Company or any part thereof.

8.4 With effect from the Effective Date, the Transferee Company shall suitably integrate the business being carried on by the Transferor Company into its business.

8.5 All profits or incomes accruing or arising to the Transferor Company and losses or expenditure arising or incurred by the Transferor Company (including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date, shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.



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8.6 Any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken or discharged for and on behalf of and as an agent for the Transferee Company.

8.7 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to any Government authority, if required, under any law for such consents and approvals which the Transferee Company may require to carry on the business of the Transferor Company;

8.8 The Transferee Company shall not make any modification to their capital structure either by an increase (by issue of right shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or re-organization or in any other manner, whatsoever, except by mutual consent of the Board of Directors of the Transferor Company and the Transferee Company.



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8.9 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the ancillary and incidental alterations, if any, to be carried out to the Memorandum of Association of the Company as may be required under the Act and there would be no further requirement of obtaining the members' approval for such alterations arising pursuant to the sanctioned Scheme.

9. CONSIDERATION

9.1 Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme being effective, in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company in terms of the Scheme, no shares will be issued / allotted under the Scheme by the Transferee Company to any person. All the Equity shares issued by the Transferor Company and held by the Transferee Company and its nominees in the Transferor Company shall stand cancelled and extinguished.



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9.2 All the Preference Shares issued by the Transferor Company and held by Transferee Company including the accumulated dividend thereon shall stand cancelled and extinguished.

9.2 The investments of Transferee Company in the Equity and Preference shares of the Transferor Company including the accumulated dividend on the Preference Shares, as appearing on the Asset side of the Balance Sheet of Transferee Company, without any further act or deed, stand cancelled.

9.3 On completion of the Scheme, all equity shares of the Transferor Company held by Transferee Company, shall stand cancelled and the share certificates held by the Transferee Company, shall be destroyed.



MERGER AND RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY

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10.1 As an integral part of the Scheme and upon coming into effect of this Scheme and upon the transfer and vesting of the Transferor Company into Transferee Company, the entire Authorized Share Capital of the Transferor Company amounting to Rs.45,00,00,000/- (Rupees Forty-Five Crores)

For: **Shilpa Medicare Ltd.,** 43

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divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 4,35,00,000 (Four Crores Thirty-Five Lakhs) Preference Shares of Rs.10/- (Rupees Ten) shall stand merged with the Authorized Share Capital of the Transferee Company.

10.2 Accordingly, upon this Scheme becoming effective, the authorized share capital of the Transferee Company in terms of its Memorandum of Association shall automatically stand increased to Rs.54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) divided into 54,50,00,000/- (Fifty Four Crore Fifty Lakhs) Equity shares of Re.1/- (One) each without any further act, instrument or deed on the part of the Transferee Company, including payment of stamp duty and fees payable to the Registrar of Companies, Telangana.



10.3 The Memorandum of Association and Articles of Association of the Transferee Company shall stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment for increase, and no further resolutions under Sections 13, 61 and 64 or any other applicable provisions under the Companies Act, 2013 would be required to be separately passed. For this purpose, the fee and stamp duty,

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already paid by the Transferor Company on its Authorized share capital shall be utilized and applied to the increased Authorized share capital of the Transferee Company and shall be deemed to have been so paid by the Transferee Company on such combined Authorized Share capital and accordingly, the Transferee Company shall not be required to pay any fees/ stamp duty on the Authorized share capital so increased.

10.4 Pursuant to this Scheme coming into effect, the Transferee Company shall file requisite forms with the Registrar of Companies for alteration of its authorized share capital.

10.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the Memorandum of Association and Articles of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand altered accordingly.

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10.6 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed be altered and amended pursuant to Section 61 or any other

For: Shilpa Medicare Ltd.

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applicable provisions under the Companies Act, 2013 as under:

- V. The Authorized share capital of the Company is Rs. 54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) divided into 54,50,00,000/- (Rupees Fifty Four Crore Fifty Lakhs) Equity shares of Re.1/- (One) each.

11. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

11.1 Upon this Scheme becoming effective, the Transferee Company shall follow the accounting prescribed under Indian Accounting Standard 103 and other applicable Indian Accounting Standards, as applicable from time to time, as specified hereunder:

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- i. All the assets and liabilities including reserves recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their existing carrying amount as appearing in the books of



For: Shilpa Medicare Ltd.⁴⁶

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Transferor Company and account for the amalgamation of the Transferor Company pursuant to this Scheme in accordance with Indian Accounting Standard 103, as amended from time to time.

- ii. The reserves/ losses of the Transferor Company shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.
- iii. The balance in the Statement of Profit and Loss appearing in the financial statements of Transferor Company shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.
- iv. Inter-corporate deposits / loans and advances, if any, outstanding between the Transferee Company and the Transferor Company inter-se shall stand cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.



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- v. The amount of share capital of the Transferor Company and investment held by the Transferee Company in the Transferor Company shall be adjusted against each other.
- vi. The excess or deficit, if any, arising after recording the above entries, shall be adjusted against Capital Reserve Account in the books of the Transferee Company.
- viii. Notwithstanding the above, the Transferee Company in consultation with its Auditors, is authorized to account for any of these balances in any manner, whatsoever it considered appropriate.



12. TAX CREDITS, REFUNDS AND ADJUSTMENTS

12.1 Notwithstanding anything to the contrary contained in the provisions of this Scheme, the Transferee Company shall be entitled to carry forward, avail of, or set-off any unabsorbed tax losses, tax depreciation, credits for Minimum Alternate Tax and Input Tax Credit of the Transferor Company that remains unutilized as on the Effective Date.

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12.2 Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds or credits, including Input Tax credits, with respect to taxes paid by, for or on behalf of the Transferor Company under applicable laws, including but not limited to Income Tax, Sales Tax, Value Added Tax, Entry Tax, Central Sales Tax, Service Tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. Any Input Tax Credits already availed or utilized by the Transferor Company and the Transferee Company in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.



12.3 Upon the Scheme becoming effective, any Advance Tax, Self-Assessment Tax, Minimum Alternate Tax and/or TDS / TCS credit available with the Transferor Company, including any taxes paid and taxes deducted at source and deposited by the Transferor Company on inter se transactions between the Appointed Date and the Effective Date shall be treated as Advance Tax paid by the Transferee Company and shall be available to the Transferee Company for set-off against its liability under the Income Tax and any excess tax so paid shall be eligible for refund together with interest. Any TDS

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certificates issued by the Transferee Company to, or for the benefit of, the Transferor Company under the Income Tax with respect to inter se transactions would stand cancelled and be treated as null and void without any further act on the part of the Transferor Company and the Transferee Company. Further, TDS/TCS deposited, TDS certificates issued or TDS returns filed by the Transferor Company other than inter se transactions between the Appointed Date and the Effective Date shall continue to hold good as if such TDS/TCS amounts were deposited, TDS certificates were issued or TD/TCS returns were filed by the Transferee Company. Any TDS deducted by the Transferee Company on inter se transactions with the Transferor Company will be treated as Advance Tax deposited by the Transferee Company.



12.4 Upon the Scheme becoming effective, any Service Tax, VAT, Excise duty, Central Sales Tax, Entry Tax or any other tax charged by, for, or on behalf of the Transferor Company on inter se transactions and on which CENVAT credit or any input tax credit is not available or has not been claimed by the Transferor Company, shall be treated as aforesaid taxes paid by the Transferee Company.

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12.5 The Transferee Company is expressly permitted to file or revise its Income Tax, TDS/TCS, Service Tax, VAT, Excise, Entry Tax, Professional Tax or any other returns, statements, documents, upon the Scheme becoming effective, and where necessary to give effect to the Scheme, even if the prescribed time limits for filing or revising such returns have lapsed. The Transferee Company is expressly permitted to amend, if required, its TDS/TCS or other statutory certificates and shall have the right to claim refunds, tax credits, set-offs and/or adjustments relating to its income or transactions entered into by it with effect from the Appointed Date. The taxes or duties paid by, for, on behalf of the Transferor Company relating to the period on or after the Appointed Date shall be deemed to be the taxes or duties paid by the Transferee Company and the Transferee Company shall be entitled to claim credit or refund for such taxes or duties paid.



12.6 Any refund under the Income-tax Act, 1961, Wealth-tax Act, 1957, service tax laws or other applicable laws / regulations dealing with taxes/ duties / levies tax due to Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

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12.7 Any tax liabilities under the Income-tax Act, 1961, service tax laws, customs law or other applicable laws/ regulations dealing with taxes/ duties / levies of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date, if any, shall be transferred to Transferee Company.

12.8 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the Income-tax Act, 1961, service tax laws, or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.



PART III

GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME

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13. OPERATIVE DATE OF THE SCHEME

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The Scheme set out herein in its present form or any modifications approved or directed by the Board of Directors of the Transferor Company and the Transferee Company or by the members or creditors of the Companies involved or by the Hon'ble National Company Law Tribunal , Bengaluru Bench or any other appropriate authority, unless otherwise specified in the Scheme, shall be operative from the Appointed Date i.e. 01.04.2020 but shall be effective from the Effective Date.

14. IMPACT OF THE SCHEME ON CREDITORS

This Scheme of Amalgamation, if approved by the Hon'ble National Company Law Tribunal , Bengaluru Bench or any other appropriate authority, shall not have any adverse impact on the Creditors whether secured or unsecured, of the Transferor Company and the Transferee Company.



15. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon the coming into effect of the Scheme, the Transferor Company shall, without any further act or deed shall stand dissolved without going through the process of winding up as per the provisions of the Act and the Rules made thereunder.

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16. APPLICATION TO THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL , BENGALURU BENCH

The Transferor Company and the Transferee Company with all reasonable diligence hereto shall make necessary applications, affidavits, petitions, etc before the Hon'ble National Company Law Tribunal, Bengaluru Bench or any other competent authority having jurisdiction over the Scheme, as the case may be, for obtaining sanction to this Scheme of Amalgamation under Section 230 read with Section 232 of the Companies Act, 2013 and for dissolution of the Transferor Company without winding up under the provisions of law.

17. MODIFICATIONS/AMENDMENTS TO THE SCHEME

17.1 The Transferor Company (by its Directors) and the Transferee Company (by its Directors):



(i) may assent to any modification or amendment to the Scheme or of any conditions or limitations which any appropriate authorities under law may deem fit to direct or impose;

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- (ii) may give such directions and / or may assent to any modification or amendment which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and / or carrying out the Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof;
- (iii) may do all acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the Scheme, and the aforesaid modifications, amendments and terms and conditions or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect;
- (iv) may also in their full and absolute discretions, withdraw or abandon the Scheme at any stage of the proceedings.



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18. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to the following:

18.1 The Scheme being agreed to by the requisite majority of the Shareholders and Creditors of the Transferor Company as required under the Act.

18.2 The Scheme being agreed to by the requisite majority of the Shareholders and Creditors of the Transferee Company as required under the Act.

18.3 The Scheme being sanctioned by the Hon'ble National Company Law Tribunal , Bengaluru Bench or such other competent authority under Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013.

18.4 The Certified copy of the order sanctioning the Scheme being filed with the Registrar of Companies, Karnataka.

19. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred above not being obtained and/ or complied with and/

For: Shilpa Medicare Ltd,

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" ATTESTED "

Convent

or satisfied (unless otherwise decided by the Board of Directors) and/ or this Scheme not being sanctioned by the Hon'ble National Company Law Tribunal , Bengaluru Bench or such other competent authority under the applicable provisions of the Act, as may be applicable, and/or the order not being passed as aforesaid before 31st March, 2022 or within such further period as may be agreed upon by the Transferor Company and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto, as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the applicable law. Each party shall bear its respective costs, charges and expenses in connection with the Scheme unless otherwise mutually agreed.



RESOLUTIONS

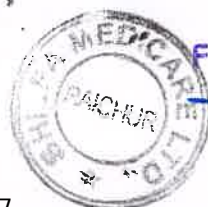
“ ATTESTED ”

(Handwritten signature)

Upon coming into effect of the Scheme, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date be considered as resolutions of the Transferee Company and any approvals obtained by

For: **Shilpa Medicare Ltd.**, 57

(Handwritten signature)
Authorised Signatory



For: **Shilpa Medicare Ltd.**
(Handwritten signature)
Authorised Signatory

Transferor Company from its shareholders under the provisions of Section 180, Section 185, Section 186, Section 188 and other provisions of the Act and which are valid and subsisting on the Effective Date, shall continue to be valid and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, of like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

21. SEVERABILITY

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Company and Transferee Company, affect the validity or implementation of the other parts and / or provisions of this Scheme.



" ATTESTED "

(Handwritten signature in green ink)

For: **Shilpa Medicare Ltd.,**

(Handwritten signature)
Authorised Signatory

58



For: **Shilpa Medicare Ltd.,**
(Handwritten signature)
Authorised Signatory

22. EXPENSES CONNECTED WITH THE SCHEME

Subject to the provisions of the Scheme, all costs, charges and expenses (including, but not limited to, any taxes and duties, stamp duty, registration charges, etc) of/payable by the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Company with the Transferee Company shall, except as specifically provided herein, be borne and paid by the Transferee Company.



" ATTESTED "

[Handwritten signature in green ink]

For: Shilpa Medicare Ltd.,

59

[Handwritten signature]
Authorised Signatory

A circular blue stamp for Shilpa Medicare Ltd. with the text "SHILPA MEDICARE LTD." and "MUMBAI" around the perimeter.

For: Shilpa Medicare Ltd.,

[Handwritten signature]
Authorised Signatory

A circular blue stamp for Shilpa Medicare Ltd. with the text "SHILPA MEDICARE LTD." and "MUMBAI" around the perimeter.

Bohara Bhandari Bung And Associates LLP

Chartered Accountant

#12-10-89/1, Anagha Complex,
2nd Floor, Above Canara Bank, Sath Kacheri Road,
Raichur - 584101

INDEPENDENT AUDITOR'S REPORT

To the Members of INM Technologies Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of INM Technologies Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss, 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 significant 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 standalone financial statements give the information required by 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 March 31, 2021 and losses, 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

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.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information Other than the Standalone financial statements and Auditor's Report

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

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



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In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's Responsibility for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.



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Chartered Accountant

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

- Identify and assess the risks of material misstatement of the standalone 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 systems 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its joint operations to express an opinion on the Standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the Standalone financial statements of such entities included in the Standalone financial statements.

Materiality

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



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Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure-A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified 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 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) Since the Company's turnover as per the last audited financial statements is less than Rs.50 Crores and its borrowing from banks or financial institutions or any Body Corporate at any time during the year is less than Rs.25 Crores, the Company is exempted from getting report of the auditor with respect to existence of internal financial controls with reference to financial statements of the company and its operating effectiveness of such controls, vide notification dated 13 June 2017.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Company to its directors in accordance with the provisions of Sec.197 read with Schedule V to the act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.

For Bohara Bhandari Bung And Associates LLP
Chartered Accountants
(Firm's Regn No.008127S/S200013)



amp

CA.Pankaj Kumar Bohara
Partner
(Membership No. 215471)

UDIN : 21215471AAAACM6208

Place: Raichur
Date: 24.05.2021

Bohara Bhandari Bung And Associates LLP
Chartered Accountant

#12-10-89/1, Anagha Complex,
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Annexure-"A" to the Independent Auditors' Report.

The Annexure referred to in our report to the members of INM Technologies Private Limited ('the Company') for the year ended March 31, 2021. We report that:

- i. In respect of Fixed Assets
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, having regards to the size of the Company and the nature of its assets Fixed Assets have been physically verified wherever feasible by the management and no material discrepancy with respect to book records was noticed on such verification.
 - c) In our opinion and according to the information and explanations given to us, all the title deeds of immovable properties are held in the name of the Company.
- ii. As per the information and explanation given to us the Inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification between the physical stocks and book records were not material.
- iii. According to the information and explanation given to us, the Company has not granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii) of the Order is not applicable.
- iv. According to the information and explanation given to us, the Company has not granted any loans, or made any investments and nor has provided any guarantees or securities to parties covered section 185 and 186 of the Act. Hence, provisions of clause (iv) of paragraph 3 of the Order is not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 and 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order is not applicable to the company.
- vi. According to the information and explanations given to us, provisions of cost records and accounts as prescribed are prima-facie not applicable to the Company since the turnover of the Company does not exceed the prescribed threshold limit under Rule 3 of Companies (Cost Records and Audit) Rules 2014 as amended, and read with Sec.148 of the Act, and as prescribed by the Central Government in respect of the production and processing activities of the Company. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the company.



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- vii. In respect of Statutory dues
- a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-Tax, Sales-Tax, Service Tax, Goods and Services Tax, Customs Duty, and Cess and all other statutory dues with the appropriate authorities and there are no arrears of outstanding statutory dues as at March 31, 2021 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us there are no dues of income-tax, sales-tax, wealth-tax, Goods and Service tax, customs duty and cess which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us by the management, the Company has not borrowed any funds from banks, government and financial institutions and neither has raised any amount by way of issue of debentures. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. Based on the information and explanations given to us by the management of the Company, the Company has not raised any money by way of public offer. The Company has not raised any term loans during the year.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the IND-AS financial statements and as per the information and explanations given by the management, we report that no material fraud by the Company or on the Company by its officers or employees, has been noticed or reported during the course of audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Sec.197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the IND-AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of shares or convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.



Bohara Bhandari Bung And Associates LLP
Chartered Accountant

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- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. In our opinion and according to the information and explanation provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bohara Bhandari Bung and Associates LLP
Chartered Accountants

(Firm Registration Number: 008127S/S200013)



amp

CA Pankaj Kumar Bohara
Partner
Membership Number: 215471

UDIN: 21215471AAAACM6208

Place: Raichur
Date: 24.05.2021

INM Technologies Private Limited**Part - I - Standalone Balance Sheet**

(All amount are in Indian Rupees unless otherwise stated)

PARTICULARS	Note	As at	
		31-Mar-21	31-Mar-20
ASSETS		Audited	Audited
Non Current Assets			
(a) Property, Plant & Equipment	2	71,105,728	78,376,900
(b) Other Intangible Assets	3	424,297	424,297
(c) Financial Assets			
i) Investments	4	75,000	100,000
ii) Loans	5	81,475,221	48,190,670
iii) Other Financial Assets	6	55,000	2,005,000
(d) Other Non-current Assets	7	20,755	37,150
(e) Deferred Tax Assets (net)	8	25,159,990	25,728,460
Total Non-Current Assets		178,315,991	154,862,478
Current Assets			
(a) Inventories	9	-	624,132
(b) Financial Assets			
(i) Trade Receivables	10	-	778,988
(ii) Cash and Cash Equivalents	11	597,431	3,486,587
(c) Other Current Assets	12	16,343,889	35,077,597
Total Current Assets		16,941,320	39,967,304
TOTAL ASSETS		195,257,311	194,829,781
EQUITY AND LIABILITIES			
A) Equity			
(a) Equity Share Capital	13	15,000,000	15,000,000
(b) Other Equity	14	(363,885,585)	(342,841,577)
Total Equity		(348,885,585)	(327,841,577)
B) LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
(ii) Other financial liabilities	15	543,118,286	517,088,150
(b) Long Term Provisions	16	-	1,125,416
Total Non-Current Liabilities		543,118,286	518,213,566
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
-due to other than micro enterprises & small enterprises	17	46,250	1,734,815
-due to micro enterprises & small enterprises	17	-	-
(ii) Other financial liabilities	18	-	581,152
(b) Other Current Liabilities	19	932,111	1,856,802
(c) Provisions	20	46,250	285,023
Total Current Liabilities		1,024,611	4,457,793
TOTAL EQUITY & LIABILITIES		195,257,311	194,829,781

Accompanying notes form an integral part of the standalone financial statements

As per our even report attached
for Bohara Bhandari Bung & Associates LLP
Chartered Accountants
Firm's registration No.008127S/S200013

CA.Pankaj Kumar Bohara
Partner
M.No: 215471



Place/Camp : Raichur
Date: 24.05.2021

For and on behalf of the Board of Directors

Vishnukant C Bhutada
Director
DIN No.01243301

Ramakant Innani
Director
DIN No.03222748

V.V.Krishna Chaitanya
Company Secretary
M.No.49415

Place/Camp : Raichur
Date: 24.05.2021



INM Technologies Private Limited

Part - II - Standalone Statement of Profit and Loss
(All amount are in Indian Rupees unless otherwise stated)

Particulars	Note	For the Year	For the Year
		ended 31.03.2021	ended 31.03.2020
		Audited	Audited
Revenue			
Revenue from operations	21	637,346	38,139,320
Other income	22	6,317,916	29,065,605
Total Revenue		6,955,262	67,204,925
Expenses			
a) Purchases of stock-in trade		-	7,299,320
b) Employee Benefits Expense	23	-	11,555,683
c) Finance Cost	24	26,053,098	26,030,136
d) Depreciation and Amortisation Expense	2	-	16,538,969
e) Other Expenses	25	2,537,167	41,777,425
Total expenses		28,590,265	103,201,533
Profit / (Loss) before exceptional items and tax		(21,635,004)	(35,996,608)
Exceptional (Income) / Expense		-	-
Profit / (Loss) before tax after exceptional Item		(21,635,004)	(35,996,608)
Tax expense			
i) Current Income tax		-	-
ii) Deferred Tax		1,055,533	4,257,242
		1,055,533	4,257,242
Profit / (Loss) for the Period		(22,690,536)	(40,253,850)
Other Comprehensive Income			
A) Items that will not be reclassified profit or loss			
- Actuarial Gain / (Loss) for defined benefit plan (net)		1,646,527	1,399,255
Total Comprehensive income for the year (A+B)		(21,044,009)	(38,854,595)
Basic and Diluted EPS per share of Rs.10/- each (Refer Note No.28)			
Earning per share		-14.03	-25.90

Accompanying notes form an integral part of the standalone financial statements

As per our even report attached
for Bohara Bhandari Bung & Associates LLP
Chartered Accountants
Firm's registration No.008127S/S200013


CA Pankaj Kumar Bohara
Partner
M.No.215471



For and on behalf of the Board of Directors


Vishnukant C Bhutada
Director
DIN No.01243391


Ramakant Innani
Director
DIN No.03222748


V.V. Krishna Chaitanya
Company Secretary
M.No.49415

Place/Camp : Raichur
Date: 24.05.2021

Place/Camp : Raichur
Date: 24.05.2021



INM Technologies Private Limited
Standalone Statement of Cash Flow for the
(All amounts in Indian Rupees unless otherwise stated)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Statement of Profit and Loss	(21,635,004)	(35,996,606)
Less: Adjustments		
Interest received	5,025,723	3,350,676
Notional Interest on Securit Deposit	-	125,227
Profit / (Loss) on sale of Fixed Assets	(334,430)	10,799,586
Creditors Written back	580,896	1,312,840
	(26,907,193)	(51,504,935)
Add: Adjustments		
Provision for Gratuity	-	351,420
Provision for Dividend on Cumulative Redeemable preference shares	26,053,098	26,030,136
Bad debts	10,957	-
Notional Rent under IND AS	-	146,930
Depreciation & Amortisation	-	16,538,969
Operating profit before working capital changes & Other Adjustments	(843,138)	(8,517,480)
Adjustments for Increase / (Decrease) in Operating Liabilities		
Trade Payables	(1,107,669)	(3,117,171)
Other financial liabilities	(581,152)	(16,495,534)
Long Term Provisions	-	-
Other Current Liabilities & Short Term Provisions	(1,129,417)	(463,281)
Adjustments for (Increase) / Decrease in Operating Receivables		
Inventories	624,132	(149,141)
Trade Receivables	768,031	7,637,183
Other financial Assets	1,950,000	1,898,251
Other Non-current Assets	16,395	39,300
Short Term Loans & Advances & Other Current Assets	13,185,446	(16,505,189)
	12,882,629	(35,673,061)
Less: Income Taxes (Net)	5,548,262	(417,906)
Net Cash flow from Operating activities	18,430,891	(36,090,967)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Incl.CWIP)	-	(1,601,532)
Sale of Fixed Assets	6,936,743	66,085,816
Loans to subsidiary Company	(33,284,551)	(29,668,109)
Proceeds from sale of Equity Shares of subsidiary	25,000	-
Interest received	5,025,723	3,350,676
Net cash flow (used in) Investing Activities	(21,297,085)	38,166,851
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in Long Term Borrowings	-	-
Dividend on Preferential Shares	-	-
Interest paid	(22,962)	-
Net cash flow from/(Used in) Financing Activities	(22,962)	-
Net Increase/(decrease)in Cash and Cash Equivalents	(2,889,156)	2,075,883
Cash & Cash Equivalents at the Beginning of the year	3,486,587	1,410,704
Cash & Cash Equivalents at the End of the year	597,431	3,486,587

Components of Cash and Cash Equivalents	Year ended March 31, 2021	Year ended March 31, 2020
Cash on Hand	-	-
Cash at Banks	-	-
a) In Current Account	597,431	3,486,587
Exchange gain on Foreign currency in hand	-	-
Total Cash and Cash Equivalents	597,431	3,486,587

Cash Flow statement has been prepared under Indirect method as per Ind AS-7 "Statement of Cash flows" as prescribed under Companies (Indian Accounting Standard) Rules, 2015.

As per our report of even date attached
For Bohara Bhandari Bung & Associates LLP
Chartered Accountants
Firm's registration No.008127S / S200013

amp
CA.Pankaj Kumar Bohara
Partner
M.No: 215471



Place/Camp : Raichur
Date: 24.05.2021

For and on behalf of the Board of Directors

Vishnukant C Bhutada
Vishnukant C Bhutada
Director
DIN No.01243391

Ramakant Innani
Ramakant Innani
Director
DIN No.03222748

V.V. Krishna Chaitanya
V.V. Krishna Chaitanya
Company Secretary
M.No.49415



INM Technologies Private Limited

(all amounts in Indian rupees, except share data and where otherwise stated)

Statement of Changes in Equity

a) Share Capital

Particulars	31.03.2021	31.03.2020
Opening balance	15,000,000	15,000,000
Additions	-	-
Closing Balance	15,000,000	15,000,000

b) Other Equity

Particulars	31.03.2021		31.03.2020	
	Reserves & Surplus	Items of other comprehensive income	Reserves & Surplus	Items of other comprehensive income
	Retained Earnings (Note No.01)	Actuarial Gain / (Loss)	Retained Earnings (Note No.01)	Actuarial Gain / (Loss)
Balance at the beginning of the Reporting period	(342,841,577)	-	(303,986,984)	(303,986,984)
Changes during the period	-	-	-	-
Restated balance at the beginning of the reporting period	(342,841,577)	-	(303,986,984)	(303,986,984)
Total Comprehensive income for the year	(22,690,536)	1,646,527	(40,253,848)	1,399,255
Balance at the end of the reporting period	(365,532,114)	1,646,527	(344,240,832)	(342,841,577)

Note:

- 1.Retained Earnings:** This reserve represents the cumulative profits of the Company. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013
- 2.Actuarial Gain / (Loss):** This reserve comprises of the cumulative net gains/losses on actuarial valuation post employment obligations.

INM Technologies Private Limited

(all amounts in Indian rupees, except share data and where otherwise stated)

13 Equity Share Capital

Particulars	As at	As at
	31.03.2021	31.03.2020
Authorised share Capital		
Equity shares		
1500000 Rs. 10/- each par value	15,000,000	15,000,000
	15,000,000	15,000,000
Issued subscribed & fully paid up		
Equity shares		
15,00,000 (15,00,000) Rs. 10/- each par value	15,000,000	15,000,000
TOTAL	15,000,000	15,000,000

(a) Reconciliation of the number of shares.

Particulars	As at 31.03.2021		As at 31.03.2020	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year				
Equity Shares	1,500,000	15,000,000	1,500,000	15,000,000
Shares issued during the year				
Equity Shares	-	-	-	-
Shares outstanding at the end of the year	1,500,000	15,000,000	1,500,000	15,000,000

(b) Equity Shareholders holding more than 5% shares in the Company

Particulars	As at 31.03.2021		As at 31.03.2020	
	Nos	% of Holding	Nos	% of Holding
1) Shilpa Medicare Ltd	1,500,000	100	1,125,000	75
2) Dr.A.R. Phani	-	-	375,000	25

Rights and Restrictions attached to Equity Shares

- The Company has issued Equity shares having face value of Rs.10/- per share. Each Share Holder is eligible for one vote per share. In case dividend is proposed by the Company it will be subject to the approval of the Board of Directors. In the event of liquidation, the equity share holders are eligible to receive balance assets remaining after repayment to all the preferential share capital holders, in the in proportion to their equity holding.

INM Technologies Pvt Ltd
(All amounts in Indian rupees, except share data and where otherwise stated)

2 Property, Plant & Equipment

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	As at 1st April 2020	Additions	Deletions	As at 31/03/2021	As at 1st April 2020	For the period	Adjustment due to deletions	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.	Rs.	Rs.	Rs. opening	Rs. Additions	Rs.	Rs.	Rs.
Tangible Assets									
i) Owned									
a) Generator	1,505,577	-	-	1,505,577	518,953	-	-	518,953	986,624
b) Air Condition	2,621,278	-	-	2,621,278	882,793	-	-	882,793	1,738,485
c) Electrical Installation	9,205,907	-	-	9,205,907	3,510,689	-	-	3,510,689	5,695,218
d) Water Storage Tank	459,048	-	-	459,048	348,457	-	-	348,457	110,591
e) Computer	8,052,076	-	-	8,052,076	7,231,764	-	-	7,231,764	820,312
f) Furniture & Fittings	22,363,723	-	-	22,363,723	8,375,371	-	-	8,375,371	13,988,352
g) Office Equipment	803,704	-	37,700	766,004	477,392	-	5,014	472,378	293,626
h) Pollution Control Equip.	26,986	-	-	26,986	10,351	-	-	10,351	16,635
i) Lab Equipments-Local	18,353,970	-	-	18,353,970	6,663,066	-	-	6,663,066	11,690,903
j) Lab Equipments-Import	64,653,940	-	10,160,272	54,493,666	21,680,258	-	2,921,785	18,758,473	42,973,678
k) Fire Extinguisher	48,209	-	-	48,209	18,420	-	-	18,420	29,789
Total (A)	128,094,418	-	10,197,972	117,896,444	49,717,514	-	2,926,799	46,790,715	78,376,900
Intangible Assets									
a) Computer Software	684,757	-	-	684,757	260,460	-	-	260,460	424,297
Total (B)	684,757	-	-	684,757	260,460	-	-	260,460	424,297
Total (A)+(B)	128,779,175	-	10,197,972	118,581,201	49,977,974	-	2,926,799	47,051,175	78,801,196

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INM Technologies Pvt Ltd
(All amounts in Indian rupees, except share data and where otherwise stated)

2 Property, Plant & Equipment

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	As at 1st April 2019	Additions	Deletions	As at 31/03/2020	As at 1st April 2019	For the period	Adjustment due to deletions	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.	Rs.	Rs.	Rs. opening	Rs. Additions	Rs.	Rs.	Rs.
Tangible Assets									
i) Owned									
a) Generator	1,505,577	-	-	1,505,577	435,751	83,202	-	518,953	1,069,826
b) Air Condition	2,621,278	-	-	2,621,278	859,445	249,021	-	882,793	1,761,833
c) Electrical Installation	9,205,907	-	-	9,205,907	2,636,128	874,561	-	3,510,689	6,569,779
d) Water Storage Tank	459,048	-	-	459,048	261,238	87,219	-	348,457	197,810
e) Computer	9,689,322	299,600	1,936,846	8,052,076	7,196,022	979,471	943,729	7,231,764	2,493,300
f) Furniture & Fittings	22,438,398	71,885	146,560	22,363,723	6,275,707	2,128,703	46,919	8,375,371	16,162,691
g) Office Equipment	828,322	-	24,618	803,704	42,063	150,144	14,814	477,392	485,259
h) Pollution Control Equip.	26,986	-	-	26,986	7,787	2,564	-	10,351	19,199
i) Lab Equipments-Local	29,863,773	-	11,509,803	18,353,970	8,072,504	2,580,917	3,990,354	6,663,066	21,791,269
j) Lab Equipments-Import	132,201,429	1,230,047	68,777,536	64,653,940	34,546,471	9,456,604	22,322,818	21,680,258	97,654,958
k) Fire Extinguisher	48,209	-	-	48,209	13,840	4,580	-	18,420	29,789
Total (A)	208,888,249	1,601,532	82,395,363	128,094,418	60,646,955	16,596,985	27,318,635	49,717,514	148,241,294
Intangible Assets									
a) Computer Software	944,995	-	260,238	684,757	161,424	149,775	50,739	260,460	783,571
Total (B)	944,995	-	260,238	684,757	151,424	149,775	50,739	260,460	783,571
Total (A)+(B)	209,833,244	1,601,532	82,655,601	128,779,175	60,838,379	16,746,760	27,369,374	49,977,974	149,024,865

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INM Technologies Private Limited
(all amounts in Indian rupees, except share data and where otherwise stated)

4 Investments

Particulars	31/03/2021	31/03/2020
Un-quoted Equity shares (At cost)		
Investment in subsidiary (7500 equity shares of Rs.10/- each in INM Nuvent Paints Pvt Ltd) During the period 2500 Equity Shares of Rs.10/- each were transferred to Dr.AR Phani	75,000	100,000
Total	75,000	100,000
Carrying value of unquoted investments	75,000	100,000

5 Loans & Advances

Particulars	31/03/2021	31/03/2020
INM Nuvent Paints Pvt Ltd (Wholly owned subsidiary)	81,475,221	48,190,670
Nature of Loan: The Company has given unsecured loan to its wholly owned subsidiary INM Nuvent Paints Pvt Limited		
Interest & Repayment Terms: Interest is be accrued on compounding basis every year and total outstanding including interest accrued upto 31.03.2024 shall be received in 12 equal quarterly installments starting from 01.04.2024) The ROI has been changed from 10% to 7.50% during the year as per the revised agreement dated 30.04.2020 with effect from 01.04.2020		
Total	81,475,221	48,190,670

6 Other Financial Assets

Particulars	31/03/2021	31/03/2020
Advances other than capital advances		
Security Deposit (unsecured, considered good) (Refer Note No 35)		
a) Rental deposits	-	1,950,000
b) Miscellaneous Deposits	55,000	55,000
Total	55,000	2,005,000

7 Other Non- Current Assets

Particulars	31/03/2021	31/03/2020
Capital Advances		
a) Unsecured, considered good (Refer Note No 35)	-	-
a) Pre-Paid Expense	20,755	37,150
TOTAL	20,755	37,150

8 Deferred Taxes (Net) (Refer Note No 34)

Particulars	31/03/2021	31/03/2020
a) Deferred Tax Liability (On account of timing differences due to depreciation)	(11,535,947)	(11,017,788)
b) Deferred Tax Asset (Effect of expenditure debited to statement of Profit and Loss Account in the current year but allowable for tax purposes in the subsequent years.)	36,695,937	36,746,248
TOTAL	25,159,990	25,728,460

9 Inventories

Particulars	31/03/2021	31/03/2020
a) Stores & Spares	-	624,132
TOTAL	-	624,132

10 Trade Receivable (Refer Note No 35)

Particulars	31/03/2021	31/03/2020
(a) Secured, considered good;	-	-
(b) Un-secured, considered good;	-	778,988
(c) Doubtful	-	-
TOTAL	-	778,988

Of the above trade receivables from related parties are given below :

Particulars	31/03/2021	31/03/2020
a) From Shilpa Medicare Ltd (Holding Copany)	-	150,003
b) From Nuvent Paints Pvt Ltd (Wholly owned Subsidiary Company)	-	612,877
TOTAL	-	762,880

11 Cash and Cash Equivalents

Particulars	31/03/2021	31/03/2020
a) Cash on hand	-	-
b) Balance with banks in current account	597,431	3,486,587
TOTAL	597,431	3,486,587

12 Other Current Assets

Particulars	31/03/2021	31/03/2020
a) Pre-Paid Expense	42,337	80,744
b) Advance to Suppliers / others (Refer Note No.35)	-	66,375
c) Advance to Employee for Expense	25,000	-
d) Other Advances recoverable in cash or kind	-	48,853
e) TDS deducted by Party	832,431	6,380,693
f) Other Receivables from its Holding Company(Refer Note.No.35)	15,444,121	28,500,932
TOTAL	16,343,889	35,077,597

14 Other Equity

Particulars	31/03/2021	31/03/2020
Balance at the beginning of the Reporting period	(342,841,576)	(303,986,982)
Add: Total Comprehensive income for the year	(21,044,009)	(38,854,595)
TOTAL	(363,885,585)	(342,841,577)

15 Other Non-current Financial Liability

Particulars	31/03/2021	31/03/2020
a) 8% Non convertible, Cumulative, Preference share capital (issued to Shilpa Medicare Ltd)	325,376,700	325,376,700
b) Accumulated dividend on Redemable Cumulative Pref Shares.	118,441,586	92,411,450
d) 8% Non Convertible, Non Cumulative Preference share capital (During the FY 2019-20 the Company has issued 9,93,000 8% Non-convertible, Non-cumulative preference shares for Rs.10/- per share, to Shilpa Medicare Limited,(Holding Company))	99,300,000	99,300,000
TOTAL	543,118,286	517,088,150

16 Long Term Provisions

Particulars	31/03/2021	31/03/2020
Provision for Gratuity	-	1,125,416
TOTAL	-	1,125,416

17 Trade Payables (Refer Note No 35 & 37)

Particulars	31/03/2021	31/03/2020
a) Total outstanding dues of creditors other than micro enterprises and small enterprises	46,250	1,734,815
b) Total outstanding dues of creditors registered under micro enterprises and small enterprises (MSME) Act	-	-
TOTAL	46,250	1,734,815

18 Other Financial Liabilities

Particulars	31/03/2021	31/03/2020
a) Salary Payable	-	581,152
TOTAL	-	581,152

19 **Other Current Liabilities**

Particulars	31/03/2021	31/03/2020
a) Tax deduction at Source	9,375	519,152
b) Professional Tax payable	-	1,200
c) Employee Expense Payable	-	193,890
d) GST payable (refer note number 35)	922,736	1,138,385
e) Provident Fund payable	-	4,175
TOTAL	932,111	1,856,802

20 **Provisions**

Particulars	31/03/2021	31/03/2020
a) Provision For Audit Fee	46,250	63,000
b) Provision For Expenses	-	187,975
c) Provision for Gratuity	-	34,048
TOTAL	46,250	285,023

21 **Revenue from Operations**

Particulars	31/03/2021	31/03/2020
a) Sales of Product	637,346	38,139,320
TOTAL	637,346	38,139,320

Disaggregation of revenue

Geographical area	31/03/2021	31/03/2020
India	637,346	38,139,320
Rest of the World (ROW)	-	-
TOTAL	637,346	38,139,320

Reconciliation of revenue recognised in the Income statement with the contracted price

Particulars	31/03/2021	31/03/2020
Revenue as per contracted price	637,346	38,139,320
Less : Trade discounts, sales and expiry returns	-	-
Sale of products, services and other operating revenue	637,346	38,139,320

22 **Other Income**

Particulars	31/03/2021	31/03/2020
a) Profit on Sale of Assets	-	10,799,586
b) Exchange Loss Gain (Net)	-	79,751
c) Others	71,297	400,932
d) Interest Income	5,025,723	3,475,902
e) Creditors written back	580,896	1,312,840
f) Rent Received	640,000	640,000
g) DDT pertaining to earlier years reversed	-	12,356,594
TOTAL	6,317,916	29,065,605

23 **Employee Benefits Expense**

Particulars	31/03/2021	31/03/2020
a) Salaries & Wages	-	4,700,528
b) Contribution To Provident Fund/Labur Welfare Fund	-	119,519
c) Staff Welfare Expenses	-	544,072
d) Directors Remuneration	-	5,840,144
e) Contribution To Gratuity	-	351,420
TOTAL	-	11,555,683

24 **Finance Cost**

Particulars	31/03/2021	31/03/2020
Dividend on Cumulative 8% Redemable Pref Shares (Net)	26,030,136	26,030,136
Interest-others	22,962	-
TOTAL	26,053,098	26,030,136

25 **Other Expense**

Particulars	31/03/2021	31/03/2020
a) Power And Fuel	-	3,225,690
b) <u>Repairs & Maintenance</u>		
i) Buildings	382,687	1,924,683
ii) Machinery	-	1,753,044
iii) Others	20,689	163,604
c) Rent	650,000	5,190,155
d) Traveling And Conveyance	-	1,071,841
e) Research & Development Expenses	699,471	24,601,047
f) Transportation Charges	250	307,102
g) Clearing & Forwarding Charges	-	682,281
h) Telephone Internet Expense	7,220	504,089
i) Rates & Taxes	83,970	338,436
j) Insurance	77,521	179,611
k) Bad Debts/Accounts Written-Off	10,957	-
l) Professional & Consultancy	105,000	290,975
m) Director Sitting Fees	100,000	-
n) Miscellaneous Expenses	6,749	1,106,220
o) Security Charges	-	368,648
p) Exchange Loss Gain (Net)	8,224	-
q) Payment to Auditor(Refer Note No:26)	50,000	70,000
r) Loss on Sale of Assets	334,430	-
TOTAL	2,537,167	41,777,425

26 **Payment to Statutory Auditors ***

Particulars	31/03/2021	31/03/2020
a) Statutory Audit	45,000	55,000
b) Tax Audit	-	-
c) Certification	-	10,000
d) Others	5,000	5,000
TOTAL	50,000	70,000

* Excluding GST

27 **Contingent Liabilities**

Particulars	31/03/2021	31/03/2020
a) Bank Guarantees. / Corporate Guarantee	Nil	Nil
b) Letter of Comfort.	Nil	Nil
c) Claims against the Company not acknowledge as debts.	Nil	Nil
d) Estimate amount of contract remain to be executed on account of capital commitments not provided for. (Capital Commitments)	Nil	Nil
TOTAL	-	-

28 **Earning per share**

Particulars	31/03/2021	31/03/2020
Earning per share		
Net Profit after taxes	(21,044,009)	(38,854,595)
Weighted Average No of Equity shares	1,500,000	1,500,000
Face Value	10.00	10.00
Basic & Diluted EPS	-14.03	-25.90

INM Technologies Private Limited

(all amounts in Indian rupees, except share data and where otherwise stated)

29 Related Party Transactions

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

1 Key Management Personnel

- a) Vishnukant C Bhutada
Director
- b) Ramakant Innani
Director
- c) V.V.Krishna Chaitanya
Company Secretary

2 Enterprises having common Directors/Board of trustees

- Name of the related party**
- a) Shilpa Medicare Limited
Holding Company
- b) INM Nuvent Paints Private Limited
Subsidiary Company
- c) Shilpa Therapeutics Pvt Ltd
Enterprise having common directors
- d) Shilpa Foundation
Enterprise having common directors acting as trustees
- e) Mohini Infra Pvt Ltd
Enterprise having common directors

Sl. No	Name of related Party	Relationship	Descriptions of Transaction	2020-21		2019-20	
				Income/(expense) other transaction	Balance at 31.03.2021	Income/(expense) other transaction	Balance at 31.03.2020
a)	Key Management Personnel						
i	Dr.A R Phani	Managing Director	Interest received	-	-	41,666	-
			Loan Sanctioned	-	-	5,000,000	-
			Loan received back	-	-	(5,000,000)	-
			Remuneration	-	-	(5,840,144)	-
			Reimbursement of expenses	-	-	(283,122)	176,139
ii	S.Soumit Kumar	Company Secretary	Salary	-	-	(60,000)	-
b)	Enterprises having common Directors/Board of trustees						
i	Shilpa Medicare Limited	Holding Company	Purchase(net)	-	-	(339,630)	-
			Expense incurred (net)	-	-	-	-
			Sales-PDC	-	-	30,840,000	-
			Sale of Goods	322,425	-	7,260,429	-
			Sale of Capital Goods	6,690,055	-	68,779,235	-
			Other Income	-	-	344,237	-
			Other Receivable (against sale of capital goods)	-	15,444,121	-	28,650,935
			8% Non Convertible Preference Share Capital	-	-	-	325,376,700
			8% Non Cumulative Preference Share Capital	-	-	99,300,000	99,300,000
ii	INM Nuvent Paints Private Limited	Subsidiary Company	Sales	-	-	25,240	-
			Sale of Fixed Asset	-	-	17,557	-

SL No	Name of related Party	Relationship	Descriptions of Transaction	Income/(expense)) other transaction	Balance at 31.03.2021	Income/(expense)) other transaction	Balance at 31.03.2020
iii	Mohini Infra Pvt Ltd	Company in which key Mgmt are the Board of Directors	Trade Receivables Rent Received Interest Received Loan Sanctioned Sale of goods Rent Paid	640,000 4,780,330 (28,862,746) 314,921 -	- - 81,475,221 -	640,000 3,309,010 (26,690,000) (11,800)	612,877 48,190,670 -

30 Employee Benefits

J) Defined Contribution Plan		Year ended	Year ended
Particulars		31st March, 2021	31st March, 2020
Provident Fund	-	-	119,479
Total	-	-	119,479

II) DEFINED BENEFIT PLAN (GRATUITY)		Year ended	Year ended
Movement of Present value of the Defined Benefit Obligation		31st March, 2021	31st March, 2020
i) Change in Defined Benefit Obligation			
Obligations at Period Beginning	1,159,464		2,681,363
Service Cost	-		167,478
Interest on Defined Benefit Obligation	-		183,942
Benefits Settled	-		(1,873,319)
Actuarial (Gain)/Loss	(1,159,464)		1,159,464
Reversal During the year	-		-
Obligations at Period End			
ii) Change in Plan Assets			
Plans Assets at Period Beginning, at Fair value	-		-
Expected Return on Plan Assets	-		-
Actuarial Gain/(Loss)	-		(1,873,319)
Employer Contribution	-		-
Benefits Payout	-		-
Plans Assets at Period End, at Fair Value			
iii) Reconciliation of Present Value of the Obligation and the Fair Value of the Plan Assets:			
Closing PBO	-		1,159,464
Closing Fair value of Plan Assets	-		-
Closing Funded Status	-		(1,159,464)
Unrecognised actuarial (Gains)/Losses			
Net Asset/(Liability) Recognised in the Balance Sheet			
iv) Expenses Recognised in the P & L Account			
Service Cost	-		167,478
Interest Cost	-		183,942
Expected Return on Plan Assets	-		-
Actuarial (Gain)/Loss	-		(1,873,319)
Net Gratuity Cost			(1,521,899)
C. Principal Actuarial Assumptions			
Interest Rate			6.86%
Discount rate (based on the market yields available on Government bond at the accounting date with a term that matches that of the Liabilities)			0%
Expected rate of return on assets			13%
Salary escalation (taking into account inflation, seniority, promotion And other relevant factors)			5%
Attrition rate of employees			58
Retirement age of employees (Years)			

Actuarial gain/loss is recognised immediately. The estimates of salary increase, inflation, promotion, Seniority etc. is taken into account for the purpose of calculating the provision for gratuity liability based on actuarial valuation. The Company has unfunded scheme for payment of gratuity to all eligible employees calculated at specific no. of days (ranging from 15 days to 1 month) of the last drawn salary depending upon tenure of service for each year of completed service subject to minimum of five years payable at the time of separation upon superannuation or on exit otherwise.

Sensitivity Analysis

The Sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are as

Particulars	Year ended 31.03.2021		
	Increase/ (decrease) in DBO	Liability	Increase/(decrease) in DBO
Discount rate			
Discount rate			
Salary growth rate			
Salary growth rate			
Attrition rate			
Attrition rate			
Mortality rate			

Sensitivity analysis of significant actuarial assumptions is computed by varying one actuarial assumptions used for the valuation of defined benefit obligation by 100 basis points, keeping all other actuarial assumptions constant

31

Fair value measurement hierarchy*			
Particulars	FVTPL	FVTOCI	Total
31.03.2021			
Non-current Assets			
Investments			75,000
Loans			81,475,221
Current Financial Assets			
Cash & Bank Balance			597,431
Trade Receivable			-
Total			82,147,652
Non-Current Financial Liability			
Others			543,118,286
Current Financial Liability			
Trade payables			46,250
Other financial liabilities			-
Total			543,164,536
Particulars	FVTPL	FVTOCI	Total
31.03.2020			
Non-current Assets			
Investments			100,000
Loans			48,190,670
Current Financial Assets			
Cash & Bank Balance			3,486,587
Trade Receivable			778,988
Total			52,556,245
Non-Current Financial Liability			
Others			517,088,150
Current Financial Liability			
Trade payables			1,734,815
Other financial liabilities			581,152
Total			519,404,117

* Since all the financial assets & Financial liabilities are measured at amortised cost, fair value hierarchy is not provided

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

32 Financial Risk Management

The Company's activities expose it to a variety of financial risks such as Market Risk, Credit Risk and Liquidity Risk. The Company focuses on minimizing potential adverse effect on its financial performance.

(A) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The changes in the values of financial assets / liability may result from change in the foreign currency exchange rates (Foreign Currency Risk), change in interest rates (Cash flow & interest rate risk), and change in price of investments (Price Risk).

(I) Foreign Currency Risk

The Company does not operate internationally, however it is exposed to foreign exchange risk through importing raw materials in foreign currency and has no Forward/hedge agreements.

Particulars	31-Mar-21		31-Mar-20	
	USD	EURO	CHF	USD
Financial Assets	-	-	-	-
Other financial assets	-	-	-	622.00
Financial liabilities	-	-	-	11,460.44
Trade payables	-	-	-	(11,460.44)
				622.00

(ii) Interest Rate Risk

During the period the Company has not paid any interest, hence it is not exposed to Interest risk

(iii) Price Risk

Company does not have any exposure to price risk, as there is no market based equity instrument made by the Company.

(B) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises from its operation activity primarily from trade receivable and from its financial activity. Customer credit risk is controlled by analysis of credit limit and credit worthiness of the customer on a continuous basis to whom the credit has been granted.

Long outstanding receivables from customers are regularly monitored with appropriate follow up actions. The maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivables.

(C) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations of its financial liability. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for making payment towards liability when they are due, under normal and stressed condition without incurring losses and risk.

The financial needs are taken care by the Holding Company and that there are no outside liabilities hence no liquidity risk is perceived.

Maturity Profile of Financial Liabilities as on March 31, 2021

Particulars	On Demand	< 01 Year	01 to 5 Years	> 05 Year
(i) Trade Payable	-	46,250	-	-
(ii) Other financial liabilities	-	-	543,118,286	-
	-	46,250	543,118,286	-

Maturity Profile of Financial Liabilities as on March 31, 2020

Particulars	On Demand	< 01 Year	01 to 5 Years	> 05 Year
(i) Trade Payable	-	1,734,815	-	-
(ii) Other financial liabilities	-	581,152	517,088,150	-
	-	2,315,967	517,088,150	-

33 Capital Management

The Company's objectives when managing capital are to:

i) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.

ii) Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet)

Particulars	31-Mar-21	31-Mar-20
Net Debt	543,118,286	517,088,150
Total Equity	(348,885,585)	(327,841,577)
Debt Equity Ratio	(1.56)	(1.58)

34 Income Tax

During the reporting period Company has not made any profit hence Income Tax reconciliation not applicable

Movement of Deferred Tax Assets / Liability

Particulars	Opening Balance	Charge (Credit) to Profit & Loss Account	Through OCI	Closing Balance
Deferred Tax Liability for the year ended 31, March 21 (On account of timing differences due to depreciation)	11,017,788	1,005,222	(487,063)	11,535,947
Total	11,017,788	1,005,222	(487,063)	11,535,947
Deferred Tax Asset for the year ended 31, March 21 (Effect of expenditure debited to statement of Profit and Loss Account in the current year but allowable for tax purposes in the subsequent years.)	(36,746,248)	50,311	-	(36,695,937)
Net Liability / (Asset)	(25,728,460)	1,055,533	(487,063)	(25,159,990)

35 Balances of Trade Receivables / Trade payables / Advances and Security deposits / GST are subject to Balance Confirmation and / or Reconciliation

36 In the opinion of the Board, all assets other than fixed assets, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

- 37 The Company has not received intimation from "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at the year end together with interest paid / payable under this act can not be ascertained.
- 38 The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Board of directors, who are the Chief Operating Decision Makers. They are responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. manufacture and sale of Pharmaceutical products.
- 39 The Company's Board of Directors in their meeting held in the current financial year have passed resolution dated 09.09.2020, to merge into its Parent Company Shilpa Medicare Ltd. This is done keeping in mind the synergies and make optimal utilisation of resources and to strengthen the R&D activities of its parent Company which is its niche area.
- 40 Previous year figures have been reclassified wherever necessary.
- 41 Cash Flow statement has been prepared under Indirect method as per IND AS-7 "Statement of Cash Flows" as prescribed under Companies(Accounting Standard) Rules, 2006.
- 42 All Figures have been rounded off to the nearest rupees

As per our even report attached
for **Bohara Bhandari Bung & Associates LLP**
Chartered Accountants
Firm's registration No.008127S/S200013



CA. Pankaj Kumar Bohara
Partner
M.No: 215471



For and on behalf of the Board of Directors



Ramakant Innani
Director
DIN No.03222748



Vishukant C Bhutwada
Director
DIN No.01243391



V.V. Krishna Chaitanya
Company Secretary
M.No.49415



Place/Camp : Raichur
Date: 24.05.2021

ANNEXURE III

INM Technologies Private Limited

Part - I - Provisional Standalone Balance Sheet

(All amount are in Indian Rupees unless otherwise stated)

PARTICULARS	Note	As at		
		31-Dec-21 Un-audited	30-Sep-21 Un-audited	31-Dec-20 Un-audited
ASSETS				
Non Current Assets				
(a) Property, Plant & Equipment	1	42,708,086	42,708,086	68,306,369
(b) Other Intangible Assets	2	424,297	424,297	338,312
(c) Financial Assets				
i) Investments	3	75,000	75,000	75,000
ii) Loans	4	87,832,821	86,261,034	74,287,295
iii) Other Financial Assets	5	33,456	55,000	55,000
(d) Other Non-current Assets	6	9,202	13,067	24,586
(e) Deferred Tax Assets (net)	7	28,543,183	28,726,028	27,458,807
Total Non-Current Assets		159,626,045	158,262,512	170,545,368
Current Assets				
(a) Inventories		-	-	-
(b) Financial Assets				
(i) Trade Receivables	8	1,196,694	1,760,465	-
(ii) Cash and Cash Equivalents	9	1,051,839	131,753	472,392
(c) Other Current Assets	10	38,722,418	39,023,815	15,984,496
Total Current Assets		40,970,951	40,916,033	16,456,888
TOTAL ASSETS		200,596,996	199,178,546	187,002,256
EQUITY AND LIABILITIES				
A) Equity				
(a) Equity Share Capital	11	15,000,000	15,000,000	15,000,000
(b) Other Equity	12	(377,102,282)	(372,008,058)	(364,702,641)
Total Equity		(362,102,282)	(357,008,058)	(349,702,641)
B) LIABILITIES				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables				
(ii) Other financial liabilities	13	562,640,888	556,133,354	536,699,896
(b) Long Term Provisions	14	-	-	-
Total Non-Current Liabilities		562,640,888	556,133,354	536,699,896
Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables				
-due to other than micro enterprises & small enterprises	15	9,140	-	-
-due to micro enterprises & small enterprises	15	-	-	-
(ii) Other financial liabilities		-	-	-
(b) Other Current Liabilities	16	-	4,000	500
(c) Provisions	17	49,250	49,250	4,500
Total Current Liabilities		58,390	53,250	5,000
TOTAL EQUITY & LIABILITIES		200,596,996	199,178,546	187,002,256



INM Technologies Private Limited

Part - II - Provisional Standalone Statement of Profit and Loss
(All amount are in Indian Rupees unless otherwise stated)

Particulars	Note	For the 9 Months	For the 6 Months	For the 9 Months
		Period ended 31.12.2021	Period ended 30.09.2021	Period ended 31.12.2020
		Un-audited	Un-audited	Un-audited
Revenue				
Revenue from operations	18	-	-	637,346
Other income	19	4,725,214	3,115,813	4,955,876
Total Revenue		4,725,214	3,115,813	5,593,222
Expenses				
a) Purchases of stock-in trade		-	-	-
b) Employee Benefits Expense		-	-	-
c) Finance Cost	20	19,708,330	13,200,796	19,634,708
d) Depreciation and Amortisation Expense	2	-	-	8,762,177
e) Other Expenses	21	1,616,773	1,603,528	1,947,212
Total expenses		21,325,103	14,804,324	30,344,097
Profit / (Loss) before exceptional items and tax		(16,599,889)	(11,688,511)	(24,750,875)
Exceptional (Income) / Expense		-	-	-
Profit / (Loss) before tax after exceptional Item		(16,599,889)	(11,688,511)	(24,750,875)
Tax expense				
i) Current Income tax		-	-	-
ii) Deferred Tax		(3,383,194)	(3,566,039)	(1,243,284)
		(3,383,194)	(3,566,039)	(1,243,284)
Profit / (Loss) for the Period		(13,216,695)	(8,122,472)	(23,507,592)
Other Comprehensive Income				
A) Items that will not be reclassified profit or loss				
- Actuarial Gain / (Loss) for defined benefit plan (net)		-	-	1,646,527
Total Comprehensive income for the year (A+B)		(13,216,695)	(8,122,472)	(21,861,065)
Basic and Diluted EPS per share of Rs.10/- each				
(Refer Note No.28)				
Earning per share		-8.81	-5.41	-14.57



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INM Technologies Pvt Ltd

(All amounts in Indian rupees, except share data and where otherwise stated)

1 Property, Plant & Equipment

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	As at 1st April 2021	Additions	Deletions	As at 31/12/2021	As at 1st April 2021	For the period	Adjustment due to deletions	As at 31/12/2021	As at 31/03/2021
	Rs.	Rs.	Rs.	Rs.	Rs. opening	Rs. Additions	Rs.	Rs.	Rs.
Tangible Assets									
<u>i) Owned</u>									
a) Generator	1,505,577	-	1,505,577	-	518,953	-	518,953	0	986,624
b) Air Condition	2,621,278	-	2,399,859	221,419	882,793	-	838,069	44,724	1,738,485
c) Electrical Installation	9,205,907	-	3,677,440	5,528,467	3,510,689	-	1,413,699	2,096,990	5,695,218
d) Water Storage Tank	459,048	-	459,048	-	348,457	-	348,457	-	110,591
e) Computer	8,052,076	-	1,900,686	6,151,390	7,231,764	-	1,480,634	5,751,130	820,312
f) Furniture & Fittings	22,363,723	-	5,632,947	16,730,776	8,375,371	-	1,979,328	6,396,044	13,988,352
g) Office Equipment	766,004	-	372,837	393,167	472,378	-	225,707	246,671	293,626
h) Pollution Control Equip.	26,986	-	26,986	-	10,351	-	10,351	0	16,635
i) Lab Equipments-Local	18,353,970	-	11,885,728	6,468,242	6,663,066	-	4,297,552	2,365,514	11,690,303
j) Lab Equipments-Import	54,493,666	-	18,439,200	36,054,466	18,758,473	-	6,819,705	11,938,768	35,735,192
k) Fire Extinguisher	48,209	-	48,209	-	18,420	-	18,420	-	29,789
Total (A)	117,896,444	-	46,348,517	71,547,927	46,790,715	-	17,950,874	28,839,841	71,105,728
Intangible Assets									
a) Computer Software	684,757	-	-	684,757	260,460	-	-	260,460	424,297
Total (B)	684,757	-	-	684,757	260,460	-	-	260,460	424,297
Total (A)+(B)	118,581,201	-	46,348,517	72,232,684	47,051,175	-	17,950,874	29,100,301	71,530,024



INM Technologies Private Limited

(all amounts in Indian rupees, except share data and where otherwise stated)

3 Investments

Particulars	31/12/2021	30/09/2021	31/12/2020
Un-quoted Equity shares (At cost)			
Investment in subsidiary (7500 equity shares of Rs.10/- each in INM Nuvent Paints Pvt Ltd) During the period 2500 Equity Shares of Rs.10/- each were transferred to Dr.AR Phani	75,000	75,000	75,000
Total	75,000	75,000	75,000
Carrying value of unquoted investments	75,000	75,000	100,000

4 Loans & Advances

Particulars	31/12/2021	30/09/2021	31/12/2020
INM Nuvent Paints Pvt Ltd (Wholly owned subsidiary)	87,832,821	86,261,034	74,287,295
Nature of Loan: The Company has given unsecured loan to its wholly owned subsidiary INM Nuvent Paints Pvt Limited			
Interest & Repayment Terms: Interest is be accrued on compounding basis every year and total outstanding including interest accrued upto 31.03.2024 shall be received in 12 equal quarterly installments starting from 01.04.2024) The ROI has been changed from 10% to 7.50% during the year as per the revised agreement dated 30.04.2020 with effect from 01.04.2020			
Total	87,832,821	86,261,034	74,287,295

5 Other Financial Assets

Particulars	31/12/2021	30/09/2021	31/12/2020
Advances other than capital advances			
Security Deposit (unsecured, considered good) (Refer Note No ...)			
a) Rental deposits	-	-	-
b) Miscellaneous Deposits	33,456	55,000	55,000
	33,456	55,000	55,000

6 Other Non- Current Assets

Particulars	31/12/2021	30/09/2021	31/12/2020
Capital Advances			
a) Pre-Paid Expense	9,202	13,067	24,586
TOTAL	9,202	13,067	24,586

7 Deferred Taxes (Net) (Refer Note No ...)

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Deferred Tax Liability (On account of timing differences due to depreciation)	(8,152,754)	(7,969,909)	(9,237,130)
b) Deferred Tax Asset (Effect of expenditure debited to statement of Profit and Loss Account in the current year but allowable for tax purposes in the subsequent years.)	36,695,937	36,695,937	36,695,937
TOTAL	28,543,183	28,726,028	27,458,807



8 Trade Receivable (Refer Note No....)

Particulars	31/12/2021	30/09/2021	31/12/2020
(a) Secured, considered good;	-	-	-
(b) Un-secured, considered good;	1,196,694	1,760,465	-
(c) Doubtful	-	-	-
TOTAL	1,196,694	1,760,465	-

Of the above trade receivables from related parties are given below :

Particulars	31/12/2021	30/09/2021	31/12/2020
a) From Shilpa Biocare Pvt Ltd (Subsidiary of Holding Co	398,072	961,843	-
b) From Sravathi Advance Process Technologies Pvt Ltd (Subsidiary of Holding Company)	798,622	798,622	-
TOTAL	1,196,694	1,760,465	-

9 Cash and Cash Equivalents

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Cash on hand	-	-	-
b) Balance with banks in current account	1,051,839	131,753	472,392
TOTAL	1,051,839	131,753	472,392

10 Other Current Assets

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Pre-Paid Expense	-	-	83,895
b) GST - Input (Net)	625,770	516,105	60,603
b) Advance to others	55,844	49,000	20,000
c) Advance to Employee for Expense	-	-	25,000
d) Other Advances recoverable in cash or kind	-	-	-
e) TDS deducted by Party	414,525	832,431	473,906
f) Other Receivables from its Holding Company(Refer N	37,626,279	37,626,279	15,321,092
TOTAL	38,722,418	39,023,815	15,984,496

11 Equity Share Capital

Particulars	As at	As at	As at
	31/12/2021	30/09/2021	31/12/2020
Authorised share Capital			
Equity shares			
1500000 Rs. 10/- each par value	15,000,000	15,000,000	15,000,000
	15,000,000	15,000,000	15,000,000
Issued subscribed & fully paid up			
Equity shares			
15,00,000 (PY 15,00,000) Rs. 10/- each par value	15,000,000	15,000,000	15,000,000
TOTAL	15,000,000	15,000,000	15,000,000

12 Other Equity

Particulars	31/12/2021	30/09/2021	31/12/2020
Balance at the beginning of the Reporting period	(363,885,586)	(363,885,586)	(342,841,576)
Add: Total Comprehensive income for the year	(13,216,695)	(8,122,472)	(21,861,065)
TOTAL	(377,102,282)	(372,008,058)	(364,702,641)

13 Other Non-current Financial Liability

Particulars	31/12/2021	30/09/2021	31/12/2020
a) 8% Non convertible, Cumulative, Preference share capital (issued to Shilpa Medicare Ltd)	325,376,700	325,376,700	325,376,700
b) Accumulated dividend on Redemable Cumulative Pref Shares.	137,964,188	131,456,654	112,023,196
d) 8% Non Convertible, Non Cumulative Preference share capital (During the FY 2019-20 the Company has issued 9,93,000 8% Non-convertible, Non-cumulative preference shares for Rs..10/- per share, to Shilpa Medicare Limited,(Holding Company))	99,300,000	99,300,000	99,300,000
TOTAL	562,640,888	556,133,354	536,699,896



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14 Long Term Provisions

Particulars	31/12/2021	30/09/2021	31/12/2020
Provision for Gratuity	-	-	-
TOTAL	-	-	-

15 Trade Payables (Refer Note No ...)

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Total outstanding dues of creditors other than micro enterprises and small enterprises	9,140	-	-
b) Total outstanding dues of creditors registered under micro enterprises and small enterprises (MSME) Act	-	-	-
TOTAL	9,140	-	-

16 Other Current Liabilities

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Tax deduction at Source	-	4,000	500
d) GST payable (refer note number)	-	-	-
TOTAL	-	4,000	500

17 Provisions

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Provision For Audit Fee	46,250	46,250	4,500
b) Provision For Expenses	3,000	3,000	-
TOTAL	49,250	49,250	4,500

18 Revenue from Operations

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Sales of Product	-	-	637,346
TOTAL	-	-	637,346

19 Other Income

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Profit on Sale of Assets	-	-	14,411
b) Others	-	-	71,297
c) Interest Income-on loan to subsidiary	4,687,600	3,115,813	3,649,272
d) Creditors written back	-	-	580,896
e) Rent Received	-	-	640,000
g) Interest in IT refund	37,614	-	-
TOTAL	4,725,214	3,115,813	4,955,876

20 Finance Cost

Particulars	31/12/2021	30/09/2021	31/12/2020
Dividend on Cumulative 8% Redemable Pref Shares (Net)	19,522,602	13,015,068	19,611,746
Interest-others paid to IT/GST dept	185,728	185,728	22,962
TOTAL	19,708,330	13,200,796	19,634,708



21 Other Expense

Particulars	31/12/2021	30/09/2021	31/12/2020
a) Power And Fuel	-	-	-
b) <u>Repairs & Maintenance</u>			
i) Buildings	13,884	13,884	357,260
ii) Machinery	15,200	15,200	15,281
iii) Others	11,553	7,688	11,577
c) Rent	-	-	650,000
d) Research & Development Expenses	2,197	2,197	699,471
e) Transportation Charges	33,500	33,500	250
f) Telephone Internet Expense	-	-	7,220
g) Rates & Taxes	10,000	10,000	32,681
h) Insurance	28,453	28,453	51,390
i) Bad Debts/Accounts Written-Off	-	-	10,957
j) Professional & Consultancy	59,500	54,500	45,000
k) Director Sitting Fees	-	-	50,000
l) Miscellaneous Expenses	3,569	2,189	7,901
m) Exchange Loss Gain (Net)n	-	-	8,224
n) Payment to Auditor(Refer Note No:....)	14,000	11,000	-
o) Loss on Sale of Assets	1,424,917	1,424,917	-
TOTAL	1,616,773	1,603,528	1,947,212



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Innovating for
affordable healthcare

Shilpa Medicare Limited

Registered office: # 12-6-214/A-1, Hyderabad Road, Raichur- 584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com. , Telephone -+91-8532-238494

CIN No. - L85110KA1987PLC008739

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31,2021

(Rs. In Lakhs, except per
equity share data)

Sl. No.	Particulars	Quarter ended			Year ended	Previous year ended
		31.03.2021	31.12.2020	31.03.2020	31.03.2021	31.03.2020
		(Audited)		(Audited)	(Audited)	(Audited)
	Continuing Operations:					
1	Income					
	Revenue from operations	17,970.22	17,130.00	19,793.29	83,031.59	80,597.12
	a) Net Sales/income from operations	17,404.43	16,628.41	18,739.69	80,412.88	71,628.93
	b) Service Income and License fees	565.78	501.60	1,053.60	2,618.71	8,968.19
	Other Income	1,513.80	860.61	297.05	3,390.02	1,126.27
	Total Income	19,484.02	17,990.61	20,090.34	86,421.61	81,723.39
2	Expenses					
	a) Cost of material consumed	5,890.71	6,562.06	5,336.45	30,357.21	27,590.30
	b) Purchase of stock-in-trade	397.53	119.95	17.01	781.16	392.94
	c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(2,688.79)	(836.86)	1,293.78	(5,478.85)	(1,426.46)
	d) Employee benefits expense	4,786.52	4,449.95	3,947.34	17,562.36	14,927.86
	e) Finance cost	664.12	394.74	128.98	1,746.84	432.89
	f) Depreciation and amortisation expenses	1,061.93	1,048.03	915.90	4,084.80	3,495.73
	g) Other expenses	5,849.62	3,765.47	4,270.97	17,109.02	14,621.95
	Total Expenses	15,961.64	15,503.34	15,910.43	66,162.54	60,035.21
3	Profit before tax and exceptional items (1-2)	3,522.38	2,487.28	4,179.91	20,259.08	21,688.18
4	Exceptional Items- (Income)/Expenses (PI refer note no: 04)	-	-	454.20	(5,294.81)	454.20
5	Profit Before Tax from continuing operations (3+4)	3,522.38	2,487.28	3,725.71	25,553.89	21,233.98
6	Tax Expense of continuing operations	863.17	799.30	1,189.43	7,114.71	4,414.56
	-Current tax	616.70	452.20	712.21	4,469.86	3,909.38
	-Deferred tax (Net of MAT credit)	246.47	347.09	477.22	2,644.84	505.18
7	Profit for the Period/year from continuing operations (5-6)	2,659.21	1,687.98	2,536.28	18,439.18	16,819.42
	Discontinued Operations:					
8	Profit/(Loss) before tax for the period/year from discontinued operations (refer note no: 05)	-	-	3,304.77		2,164.83
9	Tax (expense)/credit of discontinued operations	-	-	(50.63)		387.58
10	Profit for the period/year from discontinued operations (8-9)	-	-	3,254.14	-	2,552.41
11	Net profit for the period/year (7+10)	2,659.21	1,687.98	5,790.42	18,439.18	19,371.83



12	Other comprehensive income (OCI)					
	A. Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of the defined benefit (liability)/asset	(14.80)	-	(124.99)	(14.80)	(124.99)
	B. Items that will be reclassified subsequently to profit or loss					
	Gain / (Loss) on derivative instrument (net)	0.57	20.51	(24.79)	16.59	4.83
	Total other comprehensive income (net of tax)(A+B)	(14.23)	20.51	(149.78)	1.79	(120.16)
13	Total comprehensive income for the period / year (11+12)	2,644.98	1,708.49	5,640.64	18,440.97	19,251.67
14	Paid up equity share capital (par Value Rs.1/- each, fully paid)	815.27	815.27	815.27	815.27	815.27
15	Reserves i.e Other equity				162,967.92	144,526.94
16	Earnings per equity share (par value Rs.1/- each):	(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)	(Annualised)
	Continuing Operations:					
	Basic (Rs.)	3.26	2.07	3.11	22.62	20.63
	Diluted (Rs.)	3.26	2.07	3.11	22.62	20.63
	Discontinued Operations:					
	Basic (Rs.)	-	-	3.99	-	3.13
	Diluted (Rs.)	-	-	3.99	-	3.13
	Total Operations:					
	Basic (Rs.)	3.26	2.07	7.10	22.62	23.76
	Diluted (Rs.)	3.26	2.07	7.10	22.62	23.76

For and on Behalf of Shilpa Medicare Limited


 Viśhmukant C Bhutada
 Managing Director
 DIN:01243391



Place: Raichur
Date: 31.05.2021



Innovating for
affordable healthcare

Shilpa Medicare Limited

Registered office : # 12-6-214/A-1, Hyderabad Road, Raichur -584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com, Telephone -+91-8532-238494

CIN No. - L85110KA1987PLC008739

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31,2021

(Rs. In Lakhs, except per
equity share data)

Sl No	Particulars	Quarter ended			Year ended	Previous year ended
		31.03.2021	31.12.2020	31.03.2020	31.03.2021	31.03.2020
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Income					
	Revenue from operations	20,802.52	19,124.68	21,999.10	90,113.01	90,790.98
	a) Net Sales/Income from operations	19,628.28	17,939.77	20,546.72	85,920.78	77,203.62
	b) Service Income and License fees	1,174.24	1,184.92	1,452.38	4,192.23	13,587.36
	Other Income	691.02	860.81	890.95	3,014.16	1,693.95
	Total Income	21,493.55	19,985.49	22,890.05	93,127.17	92,484.93
2	Expenses					
	a) Cost of material consumed	6,259.86	7,275.20	5,600.54	31,888.45	28,701.52
	b) Purchase of stock-in-trade	(11.01)	163.78	49.62	1,067.66	676.29
	c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(2,313.48)	(1,086.88)	1,305.11	(5,883.03)	(1,605.27)
	d) Employee benefits expense	6,671.45	5,960.79	5,201.15	23,530.71	19,659.10
	e) Finance cost	912.07	480.19	100.78	2,186.87	455.76
	f) Depreciation and amortisation expenses	1,523.09	1,372.35	1,154.59	5,397.67	4,377.68
	g) Other expenses	7,575.24	4,714.92	5,283.05	21,344.07	21,379.55
	Total Expenses	20,617.21	18,880.35	18,694.84	79,532.40	73,644.64
3	Profit before share of profit of joint venture and associates, exceptional items and tax (1)- (2)	876.34	1,105.14	4,195.21	13,594.77	18,840.29
4	Share of Profit / (loss) of Joint venture and associates, net of tax	(36.00)	(46.91)	(38.01)	(173.58)	(35.09)
5	Profit before tax and exceptional items (3-4)	840.34	1,058.23	4,157.20	13,421.19	18,805.21
6	Exceptional items- (Income)/Expenses(pl refer note no: 04)	-	-	-	(6,084.00)	-
7	Profit Before Tax (5+6)	840.34	1,058.23	4,157.20	19,505.19	18,805.21
8	Tax Expense	79.90	291.40	754.78	4,884.82	3,349.18
	-Current tax	669.52	227.46	1,122.04	4,523.00	3,987.24
	-Deferred tax (Net of MAT credit)	(589.62)	63.95	(367.26)	361.83	(638.06)
9	Profit for the Period / year before non-controlling	760.44	766.83	3,402.42	14,620.37	15,456.03
10	Share of loss / (profit) attributable to non-controlling interest	22.22	-	54.98	157.67	159.29
11	Profit after taxes attributable to owners of the Parent Company for the period / year (9-10)	782.66	766.83	3,457.40	14,778.04	15,615.32
12	Other comprehensive income (OCI)					
	A. Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of the defined benefit liability/asset Gain/(Loss) (net of tax)	(5.42)	(0.57)	(109.38)	10.48	(109.38)
	B. Items that will be reclassified subsequently to profit or loss					
	Gain / (Loss) on derivative instrument (net of tax)	0.57	20.51	(24.79)	16.59	4.83
	Total other comprehensive income(net of tax)(A+B)	(4.85)	19.94	(134.17)	27.07	(104.55)
13	Total comprehensive income for the period / year (11)+(12)	777.81	786.77	3,323.23	14,805.11	15,510.77
14	Paid up equity share capital (par Value Rs.1/- each, fully paid)	815.27	815.27	815.27	815.27	815.27
15	Reserves i.e other equity				147,051.38	132,121.00
16	Earnings per equity share (par value Rs.1/- each)	(Not	(Not annualised)	(Not	(Annualised)	(Annualised)
	Basic (Rs.)	0.96	0.94	4.24	18.13	19.15
	Diluted (Rs.)	0.96	0.94	4.24	18.13	19.15



Notes:

- 1 The above Audited standalone and consolidated financial results for the quarter and year ended March 31, 2021 in respect of Shilpa Medicare Limited ("the Company") have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 31, 2021. The above results have been audited by the statutory auditors of the Company. The reports of the statutory auditors are unqualified.
- 2 These financial results have been prepared in accordance with Indian Accounting Standards('Ind-AS') notified under section 133 of the Companies Act, 2013 read with the relevant rules there under and in terms of Regulation 33 of SEBI (Listing Obligation and Other Disclosure Requirements) Regulations,2015 and SEBI Circular dated July 5, 2016.
- 3 On 30th March, 2021, the Company through its wholly owned subsidiary Zatortia Holding Limited, entered into Share Sale Agreement to dispose off its entire holding in Loba Feinchemie GmbH (Loba) at a consideration of €3.3 million. The related Assets and Liabilities of Loba are presented in the Balance sheet as "Assets classified as held for sale " and "Liabilities directly associated with assets classified as held for sale" respectively in Consolidated Audited Balance Sheet.
- 4 During the year the Company disposed off its balance 26% shareholding in Raichem Medicare Private Limited ("RMPL") at a consideration of Rs. 6,084.00 Lakhs . Consequently, the company has recognised an exceptional gain of Rs.5,294.81 lakhs and Rs. 6,084.00 lakhs in the above standalone and consolidated results of year ended Mar 31,2021 respectively and taxes on such gain is
- 5 **Discontinued/Discountinuing Operations:**
Consequent to the approvals received from the Board of Directors on Feb 24, 2020 and from the shareholders on March 30, 2020, the Company had transferred the business undertaking related to Biological on a going concern basis by way of a slump sale to Shilpa Biologics Private Limited effective March 30, 2020, for a consideration of Rs 33,660.00 Lakhs. Gain on disposal of assets/liabilities Accordingly, results of Biological unit for the last quarter and year ended March 31, 2020 have been disclosed as discontinued operations in the standalone results.
The above slump sale of Biologics division to Shilpa Biologics Private Limited (Wholly Owned Subsidiary) did not have any material impact on the consolidated results.
- 6 Service Income and License fees includes an amount of Rs. 2,680 lakhs and Rs 9,937 Lakhs with regard to one time sale of product licences during the previous year ended March, 31,2020 in standalone and consolidated financials respectively,further other expenses includes an amount of Rs.3,368.89 Lakhs related to the said product licence in consolidated financials for the year ended
- 7 Decrease in formulation revenue for the year ended March 31, 2021, due to planed remediation measures and upgradation of facility.
- 8 The Operating segment of the Company is " Pharmaceuticals", as the Chief Operating Decision Maker review business performance at an overall Company level as one segment . Therefore, segment reporting as per Ind-AS 108 is not applicable to the Company.
- 9 In relation to the import alert issued by the USFDA for our Jadcherla unit, the Company has initiated extensive remedial measures. The costs towards these measures amounted to Rs.529.44 Lakhs . (in Q4-FY2020-21) and Rs. 862.51 Lakhs. (for FY2020-21).
- 10 The figures for the quarters ended March 31, 2021 and March 31, 2020 are the balancing figures between audited figures in respect to full financial years and the published unaudited year to date figures upto the period end of the third quarter of the relevant financial year, which were subject to limited review
- 11 Prior period/year figures have been reclassified wherever required to conform to the classification of the current period/year. Also refer note 5 above.

Place: Raichur
Date: 31.05.2021

For and On Behalf of Shilpa Medicare Limited


Vishnukant C Bhutada
Managing Director
DIN:01243391



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

(Rs. In Lakhs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
	Audited	Audited
A. Cash Flow From Operating Activities		
<u>Profit/ (Loss) before tax from</u>		
- Continuing Operations	25,553.89	21,233.99
- Discontinued Operations	-	2,164.83
Adjustment for:		
Depreciation and amortization expense	4,084.80	3,846.33
Interest income	-1,991.43	-701.80
Liabilities/ Provision Written back	-680.67	-31.94
Finance Cost	1,746.84	437.43
Dividend Income	-311.97	-263.50
(Profit)/Loss on sale of Asset	40.34	5.63
Bad Debts Written Off	35.97	13.73
Provision for gratuity and compensated absence	387.99	271.02
Corporate Guarantee Fees	-105.80	-6.02
Capital Subsidy(Grants)	-11.06	-20.70
Unrealised foreign exchange (gain)/loss	-446.60	-858.43
Gain on Disposal of Discontinued Operation	-	-3,685.04
Net gain recognized on sale of stake in Associate Company	-5,294.81	-
Provision for Diminution in the value of Investment	-	454.20
Operating Profit before working capital Changes Movement in working capital	23,007.48	22,859.73
Decrease/(increase) in inventories	-9,284.51	-3,522.32
Decrease/(increase) in trade receivables	954.57	-3,741.35
Increase / (decrease) Trade payables	-1,297.71	378.91
Decrease / (Increase) in Financial and non financial assets	-3,350.00	-3,693.09
Increase / (decrease) in financial Liabilities and other liabilities	2,375.23	4,782.97
Cash Generated from Operations	12,405.07	17,064.82
Taxes Paid	4,334.07	4,085.44
Net Cash flow from Operating Activities (A)	8,071.00	12,979.38
B. Cash Flow From Investing Activities		
Purchase of Property plant and equipment and intangible assets	-16,725.68	-7,996.81
Expenditure on CWIP	-10,953.98	-25,624.03
Proceeds from sale of assets	211.08	254.87
Loan Given to Subsidiaries and Others	-28,338.23	-2,259.96
Recovery of Loans from Subsidiaries and Others	2,500.00	513.29
Purchase of Investments	-12,083.36	-898.50
Proceeds from Sale of Business on slump sale	33,660.00	-
Proceeds from sale of stake in Associate Company	6,084.00	-
Movement in other bank balances	-1.22	6,001.80
Interest Received	677.63	499.39
Dividend Received	48.47	0.40
Net cash flow generated from investing activities (B)	-24,921.29	-29,509.55



C. Cash flows from financing activities		
Proceeds from/(repayment of) long-term loans and borrowings, net	18,767.00	11,714.74
Proceeds from/(repayment of) short-term loans and borrowings, net	8,501.97	7,768.50
Payment of Lease Liabilities	-27.99	-13.31
Dividend paid including DDT	-	-2,063.98
Interest paid	-1,683.12	-395.50
Net cash (used in) financing activities (C)	25,557.85	17,010.45
Net increase in cash and cash equivalents (A+B+C)	8,707.56	480.28
Cash and cash equivalents at the beginning of the period/year	2,793.66	3,052.95
Cash balance transferred to Discontinued operations	-	-739.56
Cash and cash equivalents at the end of the period/year	11,501.22	2,793.66

for and on behalf of Shilpa Medicare Limited



Vishnukant C. Bhutada
Managing Director
DIN:01243391




Place: Raichur
Date: 31.05.2021

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

(Rs. In Lakhs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
	Audited	Audited
A. Cash Flow From Operating Activities		
Profit before tax	19,505.19	18,805.21
Adjustments for:		
Depreciation and amortization expense	5,397.67	4,377.68
Interest income	-353.17	-149.57
Liabilites/ Provision Written back	-701.64	-158.49
Finance Cost	2,186.87	455.76
(Profit)/Loss on sale of Asset	57.68	-1.37
Share of (profit)/loss of associates and joint ventures	173.58	35.09
Bad Debts/ Advances written off	53.04	32.81
Unrealised foreign exchange (gain)/loss	-93.91	-387.00
Net gain recognized on sale of stake in Associate Company	-6,084.00	-
Corporate Gaurantee fees	-	-6.02
Government Grant	-45.57	-31.68
Operating Profit before working capital Changes	20,095.73	22,972.42
Movment in Working Capital		
Decrease/(increase) in inventories	-10,634.32	-4,116.07
Decrease/(increase) in trade receivables	1,304.82	-3,256.68
Increase / (decrease) Trade payables	-630.22	540.81
Decrease / (Increase) in Financial and non financial assets	-3,395.81	-929.40
Increase / (decrease) in financial Liabilities and other liabilities	2,726.91	1,446.39
Cash Generated from Operations	9,467.10	16,657.45
Taxes Paid	4,760.00	4,219.63
Net Cash flow from Operating Activities (A)	4,707.11	12,437.82
B. Cash Flow From Investing Activities		
Purchase of Property plant and equipment and intangible assets (including CWIP)	-35,424.21	-34,927.97
Proceeds from sale of Property plant and equipment	480.94	473.50
Acquisition of Subsidiaries, net of cash acquired	-6,243.93	-
(Increase)/ Decrease in Investment	-1,416.70	-896.50
Investment in Fixed Deposit held as margin money	-4,151.61	-65.35
Movment in other bank balances	-1.22	6,001.80
Proceeds from sale of stake in Associate	6,084.00	-
Interest Received	196.66	462.73
Dividend Reieved from equity accounted investees	48.47	-
Net cash flow (used in) investing activities (B)	-40,427.61	-28,951.79



C. Cash flows from financing activities		
Proceeds from/(repayment of) long-term loans and borrowings, net	38,052.39	8,167.20
Proceeds from/(repayment of) short-term loans and borrowings, net	7,813.05	11,191.80
Proceeds from Goernment Grant/Capital subsidy	-	695.00
Payment of lease libailities	-41.16	-13.31
Dividend paid including DDT	-	-2,063.98
Interest paid	-2,186.87	-426.47
Net cash (used in) financing activities (C)	43,637.41	17,550.24
Net increase in cash and cash equivalentents (A+B+C)	7,916.90	1,036.27
Effect of exchange rate changes on cash and cash equivalentents	-14.32	-17.87
Cash and cash equivalentents at the beginning of the period/year	4,431.43	3,413.02
Cash and cash equivalentents at the end of the year	12,334.01	4,431.43
<p>For and on behalf of the Board of Directors</p>  <p>Vishnukant C. Bhutada Managing Director</p>		
<p>Date: 31.05.2021 Place: Raichur</p>		



Independent Auditor's Report on Quarterly and Year to Date Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended

To
Board of Directors of **SHILPA MEDICARE LIMITED.**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date standalone financial results of **SHILPA MEDICARE LIMITED** (the "Company") for the quarter and the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter and year ended March 31, 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" 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 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.

Management's Responsibilities for the Standalone Financial Results

The statement has been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the statement that give a true and fair view of the net profit and other comprehensive income



and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the statement, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the statement.

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 statement, 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 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 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the statement, including the disclosures, and whether the statement represents 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.

Other Matter

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

Place : Hyderabad
Date : 31.05.2021

for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 000513S



K. Shraavan
(K.SHRAVAN)
Partner

Membership No. 215798
UDIN: 21215798AAAAHY8218



Shilpa Medicare Limited

Registered office : # 12-6-214/A-1, Hyderabad Road, Raichur -584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com. , Telephone -+91-8532-238494

CIN No. - L85110KA1987PLC008739

Standalone Balance Sheet as at March 31, 2021

(RS. IN LAKHS)

Particulars	As at	As at
	31.03.2021	31.03.2020
	Audited	Audited
ASSETS		
NON- CURRENT ASSETS		
(a) Property , plant & equipment	60,258.84	47,831.47
(b) Right of use asset	2,170.11	2,207.88
(c) Capital work -in-progress	29,718.62	24,417.71
(d) Goodwill	-	-
(e) Intangible assets	1,660.66	1,660.80
(f) Intangible assets under development	18,515.97	12,862.89
(g) Financial assets		
i) Investments	21,931.77	9,348.41
ii) Loans	35,793.95	9,617.66
iii) Other financial assets	675.37	1,047.63
(h) Other non- current assets	2,990.17	2,364.68
Total Non-Current Assets	173,715.47	111,359.13
CURRENT ASSETS		
(a) Inventories	29,907.90	20,623.40
(b) Financial assets		
i) Investments	-	-
ii) Trade receivables	21,826.57	22,654.41
iii) Cash and cash equivalents	11,501.22	2,793.66
iv) Other bank balances	26.08	24.85
v) Loans	1.29	1.25
vi) Other financial assets	6,617.38	35,757.26
(c) Other current assets	7,415.22	7,261.28
(d) Current tax assets (net)	728.23	864.02
(e) Assets held for sale	-	789.19
Total Current Assets	78,023.90	90,769.33
TOTAL ASSETS	251,739.37	202,128.46
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity share capital	815.27	815.27
(b) Other equity	162,967.92	144,526.94
Total Equity	163,783.18	145,342.21
LIABILITIES		
NON- CURRENT LIABILITIES		
(a) Financial liabilities		
i) Borrowings	33,076.56	16,448.35
ii) Others	500.00	
(b) Provisions	1,376.26	872.49
(c) Deferred tax liabilities (net)	5,683.68	3,038.84
(d) Other non-current financial liabilities	574.47	440.41
Total Non-Current Liabilities	41,210.97	20,800.09



CURRENT LIABILITIES		
(a) Financial liabilities		
i) Borrowings	24,190.39	15,640.10
ii) Trade payables		
-due to micro enterprises & small enterprises	760.65	547.98
-due to other than micro enterprises & small enterprises	4,930.31	7,115.47
iii) Other financial liabilities	14,253.65	10,112.07
(b) Other current liabilities	1,692.42	1,873.39
(c) Provisions	917.79	697.14
Total Current Liabilities	46,745.21	35,986.16
TOTAL EQUITY & LIABILITIES	251,739.37	202,128.46

For and on behalf of the Board
of Directors



Vishnukant C. Bhutada
Managing Director



Date: 31.05.2021
Place: Raichur



Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
Board of Directors of **SHILPA MEDICARE LIMITED.**

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date consolidated financial results of **SHILPA MEDICARE LIMITED** ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures for the quarter and year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiaries, associates and joint ventures, the Statement:

- a. include the annual financial results of the following entities:
1. Koanaa Healthcare Limited, UK (Wholly Owned Subsidiary Company)
 2. Koanaa Healthcare Limited, Austria (Wholly Owned Subsidiary Company)
 3. Zatortia Holdings Limited (Wholly Owned Subsidiary Company)
 4. Shilpa Therapeutics Private Limited (Wholly Owned Subsidiary Company)
 5. INM Technologies Private Limited (Wholly Owned Subsidiary Company)
 6. INM Nuvent Paints Private Limited (Step down Subsidiary Company)
 7. Loba Feinchemie, Gmbh (Step down Subsidiary Company)
 8. Makindus, Inc (Subsidiary Company)
 9. MAIA Pharmaceuticals, Inc (Associate Company)
 10. Reva Medicare Private Limited (Joint Venture Company)
 11. Reva Pharmachem Private Limited (Associate Company)
 12. Shilpa Pharma Inc (Wholly Owned Subsidiary Company)
 13. Sravathi Advance Process Technologies Private Limited (Joint Venture Company)
 14. Shilpa Biologicals Private Limited (Wholly Owned Subsidiary Company)
 15. Shilpa Biocare Private Limited (Formerly known as "Shilpa Albumin Private Limited" - Wholly Owned Subsidiary Company)
 16. Koanna Healthcare Canada Inc (Wholly owned subsidiary Company)
 17. Shilpa Corporate Holdings Private Limited (Wholly owned subsidiary Company)
 18. FTF Pharma Private Limited (Wholly owned Subsidiary Company w.e.f 2nd November, 2020)





CHARTERED ACCOUNTANTS

VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KAKINADA, TANUKU, ALSO AT CHENNAI, BANGALORE AND ADONI.

19. Auxilla Pharmaceuticals and Research LLP (Joint Venture)
20. Sravathi AI Technologies Private Limited (Joint Venture Company)
21. Indo Biotech SDN.BHD (Wholly Owned Subsidiary Company)
22. Koanna International FZ-LLC (Wholly Owned Subsidiary Company)

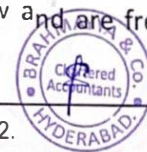
- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, its associates and joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India 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 obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive loss and other financial information of the Group including its associates and joint ventures in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free





from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group, its associates and joint ventures are responsible for assessing the ability of the Group, its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group, its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group, its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

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 Statement, 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 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 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty





exists related to events or conditions that may cast significant doubt on the ability of the Group, its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the statement, including the disclosures, and whether the statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and jointly ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) and (b) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CTR/CFD/CMD 1/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matter

- a) The Statement includes the audited financial results of Nine subsidiaries, whose financial statements /results reflect Group's share of total assets of Rs. 59347.06 lakhs as at March 31, 2021, Group's share of total revenue of Rs. 884.37 lakhs and Rs. 1750.41 lakhs, Group's share of total net (loss) after tax of Rs. (926.50) lakhs and Rs. (1913.04) lakhs for the quarter and year ended on that date respectively, and Group's share of net cash outflows of Rs. (537.11) lakhs for the year ended on that date, as considered in the Statement, which have been audited by their respective independent auditors. The Statement also



CHARTERED ACCOUNTANTS

VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KAKINADA, TANUKU, ALSO AT CHENNAI, BANGALORE AND ADONI.

include the Group's share of net loss after tax of Rs. (173.58) lakhs for the year ended March 31, 2021 in respect of two associates and four joint ventures, whose financial statements/financial information have been audited by their respective independent auditors. The independent auditors' reports on financial statements and on the financial information of these entities have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

- b) The Statement include the unaudited financial results of Five subsidiaries, whose financial statements/results reflect Group's share of total assets of Rs. 1527.48 lakhs as at March 31, 2021, Group's share of total revenue of Rs.30.85 lakhs and Rs. 466.81 lakhs, Group's share of total net (loss) after tax of Rs. (414.38) lakhs and Rs. (758.00) lakhs for the quarter and year ended on that date respectively, and Group's share of net cash inflows of Rs 139.84 lakhs for the year ended on that date, as considered in the Statement. The Statement also include the Group's share of net loss after tax of Rs. Nil for the year ended March 31, 2021, in respect of one associate, whose financial statements and other financial information have not been audited by us. These unaudited financial statements and other financial information have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associate, is based solely on such unaudited financial statements and financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements and financial information are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial results / financial information certified by the Board of Directors.

- c) The Statement includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 0005135



K. Shraavan
(K.SHRAVAN)

Partner

Membership No. 215798

UDIN: 21215798AAAAHZ5093

Place : Hyderabad
Date : 31.05.2021



Shilpa Medicare Limited

Registered office : # 12-6-214/A-1, Hyderabad Road, Raichur -584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com. ,Telephone - +91-8532-238494

CIN No. - L85110KA1987PLC008739

Consolidated Balance Sheet as at March 31, 2021

(Rs. In Lakhs)

Particulars	As at	As at
	31.03.2021	31.03.2020
	Audited	Audited
ASSETS		
NON- CURRENT ASSETS		
(a) Property , plant & equipment	96,663.57	55,737.28
(b) Right of use assets	2,582.16	2,639.19
(c) Capital work -in-progress	30,213.50	48,208.23
(d) Goodwill	4,419.78	3,700.08
(e) Intangible assets	7,387.76	2,967.72
(f) Intangible assets under development	23,915.57	18,417.23
(g) Financial assets		
i) Investments	2,121.81	1,045.11
ii) Others financial assets	771.45	1,147.37
(h) Other non- current assets	3,874.51	2,672.83
Total Non-Current Assets	171,950.10	136,535.04
CURRENT ASSETS		
(a) Inventories	31,683.74	22,643.36
(b) Financial assets		
i) Investments	-	-
ii) Trade receivables	22,268.70	24,679.47
iii) Cash and cash equivalents	12,284.57	4,431.43
iv) Other bank balances	26.08	24.85
v) Loans	122.22	(0.00)
vi) Other financial assets	5,095.10	644.79
(c) Other current assets	11,085.49	9,337.17
(d) Current tax assets (net)	861.17	624.17
(e) Assets classified as held for sale	8,378.30	-
Total Current Assets	91,805.37	62,385.24
TOTAL ASSETS	263,755.47	198,920.28
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity share capital	815.27	815.27
(b) Other equity	147,051.38	132,121.01
Equity attributable to owners of the Company	147,866.65	132,936.28
(c) Non-controlling interest	(1,117.00)	(791.13)
Total equity	146,749.65	132,145.15



LIABILITIES		
NON- CURRENT LIABILITIES		
(a) Financial liabilities		
i) Borrowings	48,047.30	16,501.84
ii) Others	500.00	-
(b) Provisions	1,547.57	2,616.88
(c) Deferred tax liabilities (net)	4,728.24	4,198.46
(d) Other non-current financial liabilities	1,966.70	2,376.38
Total Non-Current Liabilities	56,789.81	25,693.56
CURRENT LIABILITIES		
(a) Financial liabilities		
i) Borrowings	24,340.39	16,527.34
ii) Trade payables		
-due to micro enterprises & small enterprises	1,355.27	1,078.38
-due to other than micro enterprises & small enterprises	5,859.37	8,176.46
iii) Other financial liabilities	19,478.52	11,974.34
(b) Other current liabilities	2,030.25	2,235.72
(c) Provisions	1,131.22	1,089.33
(d) Liabilities directly associated with assets classified as held for sale	6,020.99	-
Total Current Liabilities	60,216.01	41,081.58
TOTAL EQUITY & LIABILITIES	263,755.47	198,920.28

For and on behalf of the Board
of Directors



Vishnukant C. Bhutada
Managing Director



Date: 31.05.2021
Place: Raichur



VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KADAPA, TANUKU ALSO AT CHENNAI, BENGALURU AND ADONI

Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended

To the Board of Directors of Shilpa Medicare Limited,

1. We have reviewed the accompanying statement of unaudited standalone financial results of SHILPA MEDICARE LIMITED ("the Company") for the quarter ended December 31, 2021 and year-to-date results for the period from April 01, 2021 to December 31, 2021 ("the statement") attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial information performed by the Independent Auditor of the Entity", issued by Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 000513S



K. Shraavan.
(K.SHRAVAN)
Partner

Membership No. 215798

UDIN: 2 2 215798AARXN2773

Place : Hyderabad
Date : 08.02.2022

Shilpa Medicare Limited

Registered office: # 12-6-214/A-1, Hyderabad Road, Raichur- 584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com., Telephone -+91-8532-238494

CIN No. - L85110KA1987PLC008739

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

(Rs. In Lakhs, except per equity share data)

Sl. No.	Particulars	Quarter ended			Nine months ended		Previous year ended
		31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	Revenue from operations	27,664.09	28,587.06	17,130.01	80,283.87	65,061.38	83,031.59
	a) Net Sales/income from operations	27,280.90	28,009.53	16,628.41	78,796.74	63,008.45	80,412.88
	b) Service Income and License fees	383.19	577.53	501.60	1,487.13	2,052.93	2,618.71
	Other Income	1,300.35	910.62	860.61	3,192.50	1,876.21	3,390.02
	Total Income	28,964.44	29,497.68	17,990.62	83,476.38	66,937.59	86,421.61
2	Expenses	9,875.54	9,819.08	5,845.15	28,234.97	22,060.06	25,659.52
	a) Cost of material consumed	11,629.21	9,979.41	6,562.06	28,281.16	24,466.50	30,357.21
	b) Purchase of stock-in-trade	99.60	197.06	119.95	711.51	383.63	781.16
	c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(1,853.27)	(357.39)	(836.86)	(757.70)	(2,790.06)	(5,478.85)
	d) Employee benefits expense	5,956.15	5,742.95	4,449.95	16,782.79	12,775.84	17,562.36
	e) Finance cost	659.65	784.76	394.74	2,143.34	1,082.72	1,746.84
	f) Depreciation and amortisation expenses	1,460.68	1,312.53	1,048.03	3,941.81	3,022.87	4,084.80
	g) Other expenses	6,177.98	6,631.56	3,765.47	19,186.36	11,259.40	17,109.02
	Total Expenses	24,130.00	24,290.88	15,503.34	70,289.26	50,200.90	66,162.54
3	Profit before tax and exceptional items (1-2)	4,834.43	5,206.80	2,487.28	13,187.12	16,736.70	20,259.07
4	Exceptional items-Income/(Expenses) (Pl refer note no:03 & 05)	-	890.90	-	890.90	5,294.81	5,294.81
5	Profit Before Tax (3+4)	4,834.43	6,097.71	2,487.28	14,078.02	22,031.50	25,553.88
6	Tax Expense	1,157.92	1,735.54	799.29	3,524.69	6,251.54	7,114.70
	-Current tax	844.67	1,065.39	452.20	2,459.71	3,853.16	4,469.86
	-Deferred tax (Net of MAT credit)	313.25	670.15	347.09	1,064.97	2,398.38	2,644.84
7	Net profit for the Period/year (5-6)	3,676.51	4,362.17	1,687.99	10,553.34	15,779.97	18,439.18
8	Other comprehensive income (OCI)						
	A. Items that will not be reclassified subsequently to profit or loss						
	Remeasurement of the defined benefit (liability)/asset	-	-	-	141.30	-	(14.80)
	B. Items that will be reclassified subsequently to profit or loss						
	Gain / (Loss) on derivative instrument (net)	1.14	4.79	20.51	22.73	16.02	16.59
	Total other comprehensive income (net of tax)(A+B)	1.14	4.79	20.51	164.04	16.02	1.79
9	Total comprehensive income for the period / year (7+8)	3,677.66	4,366.96	1,708.50	10,717.37	15,795.99	18,440.97
10	Paid up equity share capital (par Value Rs.1/- each, fully paid)	868.02	815.27	815.27	868.02	815.27	815.27
11	Reserves i.e Other equity						162,967.92
12	Earnings per equity share (par value Rs.1/- each)						
	Basic (Rs.)(Weighted Average)	4.36	5.35	2.07	12.79	19.36	22.62
	Diluted (Rs.)	4.36	5.35	2.07	12.79	19.36	22.62

Date: 08.02.2022
Place: Raichur

For and on behalf of the Board of Directors




Omprakash Inhani
Chairman



Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Shilpa Medicare Limited,

1. We have reviewed the accompanying statement of unaudited consolidated financial results of SHILPA MEDICARE LIMITED (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its share of the net loss after tax and total comprehensive loss of its associates and joint Ventures for the quarter ended December 31, 2021 and year-to-date results for the period from April 01, 2021 to December 31, 2021 (the "statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial information performed by the Independent Auditor of the Entity*, issued by Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the result of the following Subsidiaries/ Associates/Joint Ventures:
 - a. Koanaa Healthcare Limited, UK (Wholly owned subsidiary Company)
 - b. Koanaa Healthcare Limited, Austria (Wholly owned subsidiary Company)
 - c. Zatortia Holdings Limited (Wholly Owned Subsidiary Company)
 - d. Shilpa Therapeutics Private Limited (Wholly Owned Subsidiary Company)
 - e. INM Technologies Private Limited (Wholly Owned Subsidiary Company)
 - f. INM Nuvent Paints Private Limited (Step down Subsidiary Company)
 - g. Makindus, Inc (Subsidiary Company)
 - h. MAIA Pharmaceuticals, Inc (Associate Company)
 - i. Reva Medicare Private Limited (Joint Venture Company)
 - j. Reva Pharmachem Private Limited (Associate Company)





CHARTERED ACCOUNTANTS

VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KADAPA, TANUKU ALSO AT CHENNAI, BENGALURU AND ADONI

- k. Shilpa Pharma Inc (Wholly owned subsidiary Company)
 - l. Sravathi Advance Process Technologies Private Limited (Joint Venture Company)
 - m. Shilpa Biologicals Private Limited (Wholly Owned Subsidiary Company)
 - n. Shilpa Biocare Private Limited (Formerly known as "Shilpa Albumin Private Limited" - Wholly Owned Subsidiary Company)
 - o. Koanna Healthcare Canada Inc (Wholly owned subsidiary Company)
 - p. Shilpa Corporate Holdings Private Limited (Wholly owned subsidiary Company)
 - q. FTF Pharma Private Limited (Wholly owned subsidiary Company)
 - r. Auxilla Pharmaceuticals and Research LLP (Joint Venture)
 - s. Sravathi AI Technologies Private Limited (Joint Venture Company)
 - t. Indo Biotech SDN.BHD, Malaysia (Wholly Owned Subsidiary Company)
 - u. Koanna International FZ-LLC, Dubai (Wholly Owned Subsidiary Company)
 - v. Koanna Healthcare, Spain S.L (Wholly Owned Subsidiary Company)
 - w. Vegil Labs Private Limited (Wholly Owned Subsidiary Company)
 - x. Shilpa Lifesciences Private Ltd (Wholly Owned Subsidiary Company)
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard (Ind AS) specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial statements of eight subsidiaries included in the consolidated unaudited financial results, whose interim financial statements reflects total revenue of Rs. 594.78 lakhs and Rs. 2209.82 lakhs, total net loss after tax of Rs (2188.30) lakhs and Rs. (5972.46) lakhs, and total comprehensive loss of Rs. (2190.34) lakhs and Rs. (5978.58) lakhs, for the quarter ended December 31, 2021 and for the period from April 01, 2021 to December 31, 2021, respectively, as considered in the consolidated unaudited financial results. The statement also includes the Group's share of net loss after tax of Rs. (75.84) lakhs and Rs. (265.18) lakhs and total comprehensive loss of Rs. (75.84) lakhs and Rs. (265.18) lakhs for the quarter ended December 31, 2021 and for the period from April 01, 2021 to December 31, 2021, as considered in the consolidated unaudited financial results, in respect of four joint ventures and one associate, whose interim financial statements have not been reviewed by us. These interim financial statements have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate and joint ventures is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matters.
7. The Statement includes the interim financial statements of nine subsidiaries which have not been reviewed, whose interim financial statements reflect total revenue of Rs. 967.96 lakhs and Rs. 4389.99 lakhs, total net loss after tax of Rs. (314.01) lakhs and Rs. (762.27) lakhs, and total comprehensive loss of Rs. (314.01) lakhs and Rs. (762.27) lakhs, for the quarter ended December 31, 2021, for the period from





CHARTERED ACCOUNTANTS

VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KADAPA, TANUKU ALSO AT CHENNAI, BENGALURU AND ADONI

April 01, 2021 to December 31, 2021, respectively, as considered in the consolidated unaudited financial results. These interim financial statements have been approved and furnished to us by the Management and our conclusion on the statement, in so far as it relates to the affairs of these subsidiaries, is based solely on such interim financial statements. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group. Our conclusion on the statement is not modified in respect of the above matter.

8. In case of one foreign associate interim financial statements for the quarter ended December 31, 2021 are not concluded and have not been furnished to us by the Management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts included in respect of this associate is based solely on the information available for the year ended 31st March, 2021. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group. Our conclusion on the statement is not modified in respect of the above matter.

for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 000513S



K. Shraavan.

(K.SHRAVAN)

Partner

Membership No. 215798

UDIN: 22215798AAUSYI6352

Place : Hyderabad
Date : 08.02.2022

Shilpa Medicare Limited

Registered office : # 12-6-214/A-1, Hyderabad Road, Raichur -584135

Website - www.vbshilpa.com, Email - info@vbshilpa.com., Telephone --+91-8532-238494

CIN No. - L85110KA1987PLC008739

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

(Rs. In Lakhs, except per equity share data)

Sl No.	Particulars	Quarter ended			Nine months ended		Previous year ended
		31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	Revenue from operations	27,229.99	29,527.11	19,124.69	80,492.77	69,304.76	90,113.01
	a) Net Sales/income from operations	26,519.32	28,382.65	17,939.77	77,616.75	66,292.49	85,920.78
	b) Service Income and License fees	710.67	1,144.47	1,184.92	2,876.02	3,012.27	4,192.23
	Other Income	548.19	128.22	860.81	875.37	2,329.02	3,014.16
	Total Income	27,778.18	29,655.33	19,985.50	81,368.14	71,633.78	93,127.17
2	Expenses						
	a) Cost of material consumed	11,716.89	10,221.34	7,275.20	28,736.63	25,628.60	31,888.45
	b) Purchase of stock-in-trade	174.84	34.15	163.78	927.80	1,078.67	1,067.66
	c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(2,749.23)	(28.52)	(1,086.88)	(2,698.79)	(3,569.55)	(5,883.03)
	d) Employee benefits expense	6,762.52	6,558.05	5,960.79	19,106.03	16,859.56	23,530.71
	e) Finance cost	992.25	1,158.03	480.19	3,181.94	1,275.84	2,186.87
	f) Depreciation and amortisation expenses	2,064.81	1,917.78	1,372.35	5,745.91	3,874.58	5,397.67
	g) Other expenses	6,816.27	7,426.23	4,714.92	21,408.37	13,767.50	21,344.07
	Total Expenses	25,778.36	27,287.07	18,880.35	76,407.88	58,915.20	79,532.40
3	Profit before share of profit of joint venture and associates, exceptional items and tax (1-2)	1,999.82	2,368.26	1,105.15	4,960.27	12,718.58	13,594.77
4	Share of Profit / (loss) of Joint venture and associates, net of tax	(75.84)	(114.36)	(46.91)	(265.18)	(137.58)	(173.58)
5	Profit before tax and exceptional items (3-4)	1,923.98	2,253.90	1,058.24	4,695.08	12,581.00	13,421.19
6	Exceptional items- (Income)/Expenses/(pl refer note no: 03 & 05)	-	(890.90)	-	(890.90)	(6,084.00)	(6,084.00)
7	Profit Before Tax (5+6)	1,923.98	3,144.80	1,058.24	5,585.99	18,665.00	19,505.19
8	Tax Expense	970.49	1,156.05	291.41	2,482.32	4,804.92	4,884.83
	-Current tax	837.55	1,065.03	227.46	2,459.71	3,853.48	4,523.00
	-Deferred tax (Net of MAT credit)	132.94	91.02	63.95	22.61	951.44	361.83
9	Profit for the Period / year before non-controlling interest (7-8)	953.49	1,988.75	766.83	3,103.66	13,860.08	14,620.37
10	Share of loss/(profit) attributable to non-controlling interest	(3.01)	(7.27)	-	(7.66)	(75.70)	157.67
11	Profit after taxes attributable to owners of the Parent Company for the period / year (9-10)	956.50	1,996.02	766.83	3,111.32	13,935.78	14,778.04
12	Other comprehensive income (OCI)						
	A. Items that will not be reclassified subsequently to profit or loss						
	Remeasurement of the defined benefit liability/asset Gain/(Loss) (net of tax)	(2.04)	(2.04)	(0.57)	135.19	15.90	10.48
	B. Items that will be reclassified subsequently to profit or loss						
	Gain / (Loss) on derivative instrument (net of tax)	1.14	4.79	20.51	22.73	16.02	16.59
	Total other comprehensive income(net of tax)(A+B)	(0.90)	2.75	19.94	157.92	31.92	27.07
13	Total comprehensive income for the period / year (11+12)	955.61	1,998.76	786.77	3,269.25	13,967.70	14,805.11
14	Paid up equity share capital (par Value Rs.1/- each, fully paid)	868.02	815.27	815.27	868.02	815.27	815.27
15	Reserves i.e other equity						147,051.38
16	Earnings per equity share (par value Rs.1/- each)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)
	Basic (Rs.)(Weighted Average)	1.13	2.45	0.94	3.77	17.09	18.13
	Diluted (Rs.)	1.13	2.45	0.94	3.77	17.09	18.13

For and on behalf of the Board of Directors




Omprakash Inani
Chairman

Date: 08.02.2022

Place: Raichur

Notes:

- 1 The above unaudited standalone and consolidated financial results for the quarter and nine months ended December 31, 2021 in respect of Shilpa Medicare Limited ("the Company") have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on February 8, 2022. The above results have been subjected to limited review by the statutory auditors of the Company. The reports of the statutory auditors are unqualified.
- 2 These financial results have been prepared in accordance with Indian Accounting Standards('Ind-AS') notified under section 133 of the Companies Act, 2013 read with the relevant rules there under and in terms of Regulation 33 of SEBI (Listing Obligation and Other Disclosure Requirements) Regulations,2015 and SEBI Circular dated July 5, 2016.
- 3 During the previous year quarter ended December 31, 2020, the Company disposed off its balance 26% shareholding in Raichem Medicare Private Limited -JV ("RMPL") at a consideration of Rs.6,084.00 Lakhs. Consequently, the Company has recognised an exceptional gain of Rs.5,294.81 Lakhs and Rs.6,084.00 Lakhs in the above standalone and consolidated results for nine months ended December 31,2020 respectively and taxes on such gain is included within tax expense.
- 4 In relation to import alert issued by the USFDA for our Jadcherla Unit, the Company has initiated extensive remedial measures. The incremental costs incurred on account of the USFDA import alert are Rs 473.56 Lakhs (in Q3 FY 2021-22), Rs.2,760.18 Lakhs (in 9 months ended December 31, 2021).
- 5 During the previous quarter ended September 30, 2021, the Company has recognised an exceptional income of Rs.890.90 Lakhs, realised on account of reduction of investment in one of the foreign subsidiaries.
- 6 During the current quarter ended December 31, 2021, Seven investors infused Rs.29,751.00 Lakhs against preferential issue of equity shares of the Company which represents 6.08% % shareholding of the company. The consideration was received and equity shares were allotted on November 12, 2021.
- 7 The Operating segment of the Company is " Pharmaceuticals", as the Chief Operating Decision Maker review business performance at an overall Company level as one segment . Therefore, segment reporting as per Ind-AS 108 is not applicable to the Company.
- 8 The figures of the previous year/period have been reclassified wherever required to conform to the classification of the current period/year.

Date: 08.02.2022
Place: Raichur



For and on behalf of the Board of Directors


Omprakash Innani
Chairman

ANNEXURE VII



VIJAYAWADA, HYDERABAD, VISAKHAPATNAM, GUNTUR, KAKINADA, TANUKU, ALSO AT CHENNAI, BANGALORE AND ADONI.

To,

The Board of Directors,
Shilpa Medicare Limited,
#12-6-214/A1, Shilpa House, Hyderabad Road,
Raichur – 584 135, Karnataka.

We, the statutory auditors of Shilpa Medicare Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Amalgamation between Shilpa Medicare Limited (*Transferee Company*) and INM Technologies Limited (*Transferor Company*), the wholly owned subsidiary of the Company as approved by the Board of Directors in their meeting held on September 9, 2020 in terms of the provisions of section 233 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange and National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.



Place : Hyderabad
Date : 09-09-2020

" ATTESTED "



for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 0005135

K. Shraavan
(K.SHRAVAN)
Partner

Membership No. 215798
UDIN: 20215798AAAADW5107

403 & 404, Golden Green Apartments, Irrum Manzil Colony, Hyderabad - 500 082.
Phones : (040) - 2337 0002/4, Fax : 2337 9905, E-mail : hydbrahmayya@gmail.com

For: Shilpa Medicare Limited
V.V. Chaitanya
Authorized Signatory

ANNEXURE VI

Bohara Bhandari Bung And Associates LLP
Chartered Accountant

#12-10-89/1, Anagha Complex,
2nd Floor, Above Canara Bank, Sath Kacheri Road,
Raichur - 584101

AUDITORS CERTIFICATE

To,
The Board of Directors,
INM Technologies Private Limited
#13-E/13, 1st Phase, Kumbalgodu Industrial Area,
Kengeri (H), Mysore Road,
Bangalore-560059 Karnataka State, India.

We, the statutory auditors of INM Technologies Private Limited, (hereinafter referred to as "the Company"), have examined the accounting treatment in the Books of Accounts for the purpose of Amalgamation between Shilpa Medicare Limited (Transferee Company) and INM Technologies Private Limited (Transferor Company) in terms of the provisions of section(s) 230 read with section 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the books of accounts is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.



For: **Shilpa Medicare Ltd.**
V.V.K. Charit
Authorized Signatory



" ATTESTED "
[Signature]

Page 1 of 2

Bohara Bhandari Bung And Associates LLP
Chartered Accountant

#12-10-89/1, Anagha Complex,
2nd Floor, Above Canara Bank, Sath Kacheri Road,
Raichur - 584101

This Certificate is issued at the request of the INM Technologies Private Limited pursuant to the requirements of filing an application under the provisions of the Companies Act, 2013 to the National Company Law Tribunal, Bengaluru.

This Certificate should not be used for any other purpose without our prior written consent.

For Bohara Bhandari Bung & Associates LLP
Chartered Accountants
Firm Registration No.: 008127S/S200013



CA. Pankaj Kumar Bohara
Partner
Membership Number: 215471

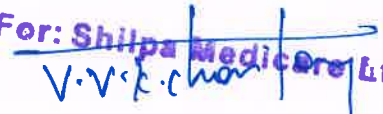


Place: Raichur
Date: 14.05.2021

UDIN: 21215471AAAACG3850



" ATTESTED "


For: 
Shilpa Medicare Ltd.,
V.V.K. Chowdary
Authorised Signatory



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