

# INDIA PESTICIDES LIMITED

An ISO 9001:2015, 14001:2015, 45001:2018 and 10002:2018 Company

CIN No. L24112 UP1984PLC006894



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**Date: 29.07.2024**

**To**

The Manager, Listing Department <b>BSE Limited</b> P.J. Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 543311</b> <b>ISIN:- INE0D6701023</b>	The Manager, Listing & Compliance Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Mumbai-400051 <b>Symbol: IPL</b>
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Dear Ma'am/ Sir,

**Sub: Integrated Annual Report for the Financial Year ended 31<sup>st</sup> March, 2024.**

With reference to our letter dated 30<sup>th</sup> May, 2024 wherein the Company had informed that the 39<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 20<sup>th</sup> August, 2024 through Video Conference/Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) and in terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company including the Statutory Reports and the Notice of the 39<sup>th</sup> AGM for the Financial Year 2023-24, which is being sent through electronic mode to the Members. The Integrated Annual Report containing the Notice of the 39<sup>th</sup> Annual General Meeting is also uploaded on the Company's website at <https://www.indiapesticideslimited.com/InvestorRelations.php> and the same is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you to take the above information on your records.

Thanking you,

Yours faithfully,

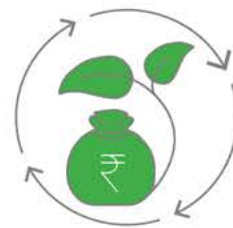
**For India Pesticides Limited**

**(AJEET PANDEY)**

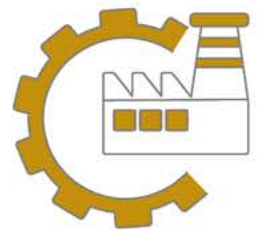
**Company Secretary and Compliance Officer**

**MembershipNo: A42500**





## **Strengthening Resilience... For Sustainable Growth**



# Navigate through the pages

## Corporate Overview

04	About us
08	Chairperson's Message
10	Founder and Promoter Director's Message
12	CEO's Message
14	Geographic Footprint
16	Sound Financials
18	Our Journey
20	Product Portfolio
22	Research & Development
24	Environment
26	Social
30	Governance
31	IPL's ESG Objective for FY: 2024-25
32	Board of Directors
33	Key Mangerial Personnel
34	Corporate Information

## Statutory Reports

36	Board's Report
57	Report on Corporate Governance
87	Management Discussion and Analysis
95	Business Responsibility and Sustainability Reporting by listed entities

## Financial Statements

132	Standalone Financial Statements
193	Consolidated Financial Statements
240	Notice



Website : [www.indiapesticideslimited.com/](http://www.indiapesticideslimited.com/)



To view the report online, log in to xxxxxxxxxxxx

### Cautionary statement

This report may contain forward-looking statements, which involve expectations and projections related to the Company's financial position, business plans and prospects. These forward-looking statements are identified by words like 'believe,' 'plan,' 'anticipate,' 'estimate,' 'expect,' 'may,' 'will,' or similar expressions. These statements are based on certain assumptions that we believe are reasonable in all material aspects. However, we want to caution readers that actual results, performances, or achievements may differ significantly from the forward-looking statements due to various factors and uncertainties. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or other circumstances.



## Strengthening Resilience... For Sustainable Growth

In an agrarian economy like India, we, at Indian Pesticides Limited (IPL) strive to be the sustainable helping hand for the farming community, protecting crops and improving yield, along with establishing ourselves as the dependable partner in the chemical industry.

With a legacy spanning four decades, we have remained resilient in face of adversity, steadfastly navigating challenges with determination and have been relentless in our pursuit to provide enhanced value to our consumers. Our commitment to deliver high-quality niche and unique products has enabled us to become the preferred supplier across multiple countries. The ability to adapt to the ever-changing market conditions while consistently meeting the diverse demands of our customers have empowered us to fortify our position and accelerate our progress towards sustainable growth.

Our innovative approaches and substantial investment in cutting-edge technology have helped us to develop a diversified portfolio of high quality of products for our valued consumers and gain a competitive edge over of our peers. The start of commercial production from the first block of our wholly-owned subsidiary, Shalvis Specialities, and our three-year contract collaboration with a leading Japanese company highlight our dedication to our guiding principles of innovation, quality, and sustainability as integral parts of our operations.

Backed by a robust pipeline of innovative products and an expanding market presence, we are confident to navigate challenges with resilience and facilitate sustainable growth. We are armed with a dedicated team whose proficiency and dedication propels our organisation towards new heights of success. As we emerge stronger than ever, we are poised to build a bright future for India Pesticides Limited.



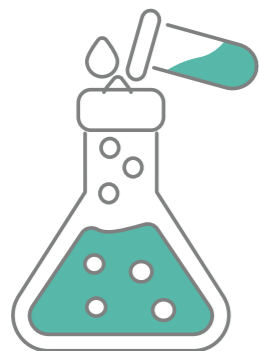
# About us

## Accelerating sustainable growth

Established in 1984, India Pesticides Limited (IPL) is a growing global chemical manufacturer, specialising in Agro-Chemicals and Active Pharma Ingredients (APIs). Backed by robust research and development initiatives, we have made a prominent mark globally on manufacturing products such as Captan, Folpet and Thiocarbamate herbicides. At IPL, we have always prioritised quality and sustainability, ensuring none of our key Technicals are classified as ‘red triangle’ or highly toxic products.

With a diverse portfolio of high-quality products and value-added services, we serve major markets including the US, Australia, Europe, Africa, South America and Asia. Our expertise in local sourcing enables us to effectively manage raw material price fluctuations, ensuring uninterrupted business operations.

As we move forward, IPL is poised for growth, expanding its customer base and strengthening capabilities. We aim to further fortify our position in the market by leveraging consistent research and development efforts, ensuring highest sustainability standards and economic viability.





### Our Credo

Where Innovation, Quality and Sustainability are ways of life.



### Our Vision

To be a sustainable helping hand for the farming community on protecting their crops and improving yield and be a dependable partner in the chemical industry.



### Our mission

To be an R&D-driven chemical manufacturing company where innovative technologies are utilised to sustainably manufacture quality agrochemicals and other industrial specialty chemicals.



### Our values

Integrity  
Long-term relations  
Fairness  
Compliance



# Chairperson's Message



We demonstrate our commitment to caring for the world we live in and operate within. As we look ahead, we are confident in our long-term prospects and are eager to seize new opportunities to drive the Company forward.

## Dear Shareholders,

Reflecting on the past year, FY 2023-24 has presented its fair share of challenges and opportunities. Throughout this period, we have consistently focused on indigenous development and worked to enhance the prospects of the domestic agrochemical industry. As a 'Make in India' company, we remain committed to offering a diversified portfolio of niche and specialized products tailored to the needs of modern farming.

## Sectoral Outlook

Despite a tumultuous global landscape, the resilience of the Indian economy has been evident. Prudent monetary policies, strong consumer demand, and a robust macroeconomic framework have helped mitigate adverse effects, maintaining a cautiously optimistic outlook for the Indian agrochemical industry. We anticipate a strong rebound in the industry, with an estimated CAGR of about 9% from FY25 to FY28, according to NITI Aayog. This growth is expected to be driven by sustained government support, technological advancements, and a growing export market. By FY28, the industry is projected to be valued at USD 14.5 billion.

**Macroeconomic Factors:** The international market has faced significant challenges, including volatility in raw material prices, decreased demand, and high channel inventory. The ongoing conflict in the Red Sea region has led to increased freight expenses and longer transit times, impacting our revenue. However, the China Plus One strategy has been advantageous for us, as India continues to gain prominence as a leading global sourcing destination.

Despite these global economic headwinds, we have maintained profitability and positioned the

company for continued growth. By leveraging our robust pipeline of innovative products, we are poised to enhance our market presence and meet the demand for superior-quality products in the agrochemical industry.

**Performance Highlights:** During FY2024, we reported a total revenue of INR 696 Cr. Our EBITDA stood at INR 102 Cr, reflecting a healthy margin of 14.6%. We achieved a profit after tax (PAT) of INR 60 Cr. With cash and bank balances amounting to INR 132 Cr, our balance sheet remains robust. Our strong cash flow further strengthens our net cash position, providing us with the resources necessary to pursue future growth opportunities. Our focus on R&D and backward integration has been instrumental in our success.

**Strengths and Strategies:** Our strengths are rooted in robust R&D and product development capabilities, a diversified portfolio of high-quality niche products, and experienced leadership steering the company toward success. With a steadfast focus on expanding our product range and enhancing manufacturing capacity, we aim to capitalize on emerging opportunities. Our strategic approach to overcoming challenges and fortifying our core has enhanced cost efficiency, reduced import dependency for raw materials, and aligned our growth strategies with the evolving needs of the agrochemicals market.

## Towards a Sustainable Future:

We are deeply committed to the well-being of the farming community. Through active engagement with farmers during exhibitions and various CSR projects, we work to empower them, foster knowledge sharing, and educate them about modern agricultural practices. These initiatives have not only improved farm yields but also significantly enhanced the

economic conditions of numerous farmers across the country.

Our approach to societal impact is guided by our motto, "Care for the World with Care." We prioritize both the environment and the communities where we operate. Our environmental initiatives include transforming unused spaces for rainwater harvesting, developing urban forests on wastelands, sustaining biodiversity in ponds, creating open gyms for social well-being, upgrading WASH facilities, conducting health camps for marginalized communities, and establishing skill development centers for village youth.

We have achieved Zero Liquid Discharge certification and used the Miyawaki technique to enhance greenery around our manufacturing sites. Additionally, we have implemented the 5Rs—Refuse, Reduce, Reuse, Repurpose, and Recycle—into our operations to minimize environmental impact.

Through these efforts, we demonstrate our commitment to caring for the world we live in and operate within.

## Acknowledgment:

In conclusion, I would like to extend my heartfelt gratitude to all our stakeholders for your unwavering support. We have faced challenges with resilience and emerged stronger, positioning ourselves for sustainable business growth. As we look ahead, we are confident in our long-term prospects and are eager to seize new opportunities to drive the Company forward.

Warm Regards,

**Dr Madhu Dikshit**  
Chairperson & Independent Director

# Founder and Promoter Director's Message



At IPL, we prioritise innovation to develop new-age products. In FY2024, we have obtained registration of 21 new products, including formulations and technical solutions.



## Dear Shareholders,

It is with immense pleasure that I bring to you our Annual Report for FY 2023-2024. Driven by our vision to be a partner for the farming community, we seek to leverage our innovative crop care solutions to improve agricultural productivity while minimising our impact on the environment.

The Indian agrochemical industry faced significant headwinds in FY2024. However, we have resiliently weathered difficulties and leveraged our core strengths to carve a sustainable growth trajectory. Despite challenges, the Indian agrochemical industry is poised for future growth owing to favourable government policies and improved capacity to sustain the demand for innovative agrochemicals.

At IPL, we prioritise innovation to develop new-age products. In FY2024, we have obtained registration of **21 new products**, including formulations and technical solutions. It continues to bolster our market position and further improve our export footprint to over **25 countries**.

Equipped with state-of-the-art equipment and technology, our manufacturing facilities in Lucknow and Hardoi districts of Uttar Pradesh supports our efforts to produce superior quality products for a global clientele. We source approximately **65% of our raw materials locally**, contributing to supply chain efficiency,

cost optimisation and the country's emphasis on driving 'Make in India' products. Besides, the strength and expertise of our experienced leadership team and approximately 950 dedicated employees are instrumental in ensuring business continuity amidst difficulties in the operating landscape.

At IPL, we prioritise a customer-centric approach. We continue to nurture relationships with our clients in different geographies and anticipate their needs to offer products specifically designed to meet their crop care requirements. Moreover, our extensive global presence has earned us the leverage to retain a competitive edge. With an emphasis on adhering to quality parameters and regulatory guidelines, we continue to improve our R&D capabilities. It continues to bolster a steady pipeline of innovative products that cater to the evolving needs of the agricultural sector.

Strong financial performance and strategic growth drivers have been imperative in guiding us towards sustainable growth. Realising the need to fulfil the emerging demands of customers, we are increasing our manufacturing capacity and have planned a substantial capex for increasing our production capacity.

As a responsible corporate, we also believe in giving back to communities and prioritise meaningful change. With a focus on education, healthcare, rural development and environmental

sustainability, we seek to strengthen the foundation for the society and the environment for an equitable and ecologically viable future.

Driven by our commitment to customer satisfaction, operational excellence and social responsibility, we will navigate uncertainties and emerge stronger, with the wholehearted support of all our stakeholders.

Thank you once again for your continued trust and support.

Sincerely,

**Anand Swarup Agarwal**

Founder and Promoter Director's



# CEO's Message



It is our endeavour to support the Government of India's vision of "Atamnirbhar Bharat" by rendering our dependence on imported intermediates by backward integration of our processes.



## Dear Shareholders,

India has predominantly been an agro-economy. Even today, millions of people depend on agriculture for their livelihood. The country's agrochemical industry has played an integral role in shaping the growth and development of the farming community as a whole. At India Pesticides, we remain at the forefront of the agrochemical market, relying on our innovative product range and a constant thrust to align ourselves with evolving customer demands.

Fiscal Year 2024 presented a unique set of challenges for the Indian agrochemical industry. Global headwinds, including decreased demand and high channel inventory levels, created significant pressure. The conflict in the Red Sea region further exacerbated these issues, leading to a surge in freight expenses and extended transit times, impacting both our revenue and profitability. These obstacles during the year boosted our agility, to strengthen our communications with relevant stakeholders and bring mitigation measures on time.

### On the path of strategic growth

As we step into a new fiscal year with renewed vigour and enthusiasm, we seek to leverage our strong pipeline of innovative and novel products to further expand our reach and presence. Our relentless pursuit of innovation, coupled with cutting-edge technology, has allowed us to develop high-quality products that sustain our competitive edge. We are a customer-centric company and it has not only enabled us to adapt to changing market conditions but also allowed us to mould our offerings in line with market & Customer demand.

During the year gone by, we have taken several important steps that are expected to carve our onward trajectory. We have commenced commercial production from the first block of our 100% subsidiary, Shalvis Specialties. Additionally, we entered into a three-year contract with a prominent Japanese company to supply an intermediate. Through this partnership, we are strengthening our presence in the global market. We have also incorporated a new subsidiary, Amona Specialties, which operates under an asset-light business model, which allows us to capitalise on new market opportunities worldwide.

As a testament to our stringent focus on regulatory compliance, we have successfully received the technical equivalence certification from the European Union for three of our advanced herbicide technical products. It not only improves our business prospects in the European Market, but also reiterates our ability to meet the stringent regulatory guidelines of various countries internationally.

We have also taken significant steps to bolster our production capabilities by increasing our present installed capacity of technical and intermediates to 24,200 metric tons. To further support our growth aspirations, we acquired land adjacent to our Sandila plant. This strategic move provides us with room for further expenses.

### Eyeing opportunities for sustainable development

Keeping our growth path intact, we have allocated a capital expenditure of Rs. 110 crores for FY25 as planned. These investments are anticipated

to strengthen our core capabilities and the infrastructure for producing speciality products.

It is our endeavour to support the Government of India's vision of "Atamnirbhar Bharat" by reducing our dependence on imported intermediates by backward integration of our processes. This initiative is also perfectly aligned to the "Make in India" Mission.

India Pesticides recognises the crucial role farmers play in our society. We actively engage with the farming community to combat the threat of emerging diseases affecting crops.

In closing, I would like to appreciate the trust and support we have received from the farmers, our valued customers, dedicated employees, trusted partners and committed shareholders. Your encouragement gives us the confidence to take the leap forward and aspire for greater achievements in the years to come.

Jai Hind

Sincerely,

**Dheeraj Kumar Jain**  
Chief Executive Officer

# Geographic Footprint

## Establishing our footprint across the borders



**17**  
State Distribution

**20**  
Company Branches

**18**  
Warehouses

**20**  
Sales Depots

**4,712**  
Dealers

**25+**  
Export Countries

## Our Market

### Domestic

Punjab  
Haryana  
Delhi  
Rajasthan  
Gujarat  
Madhya Pradesh

West Bengal  
Maharashtra  
Andhra Pradesh  
Uttar Pradesh  
Karnataka  
Chhattisgarh

Telangana  
Odisha  
Bihar  
Tamil Nadu  
Uttarakhand

### International

Israel  
Hong Kong  
Serbia  
Mexico  
Germany  
Japan  
France  
Portugal

Nepal  
Pakistan  
Spain  
Finland  
Uruguay  
China  
South Africa  
Italy

Ireland  
Turkey  
USA  
Malaysia  
Belgium  
Hungary  
Dubai  
UAE

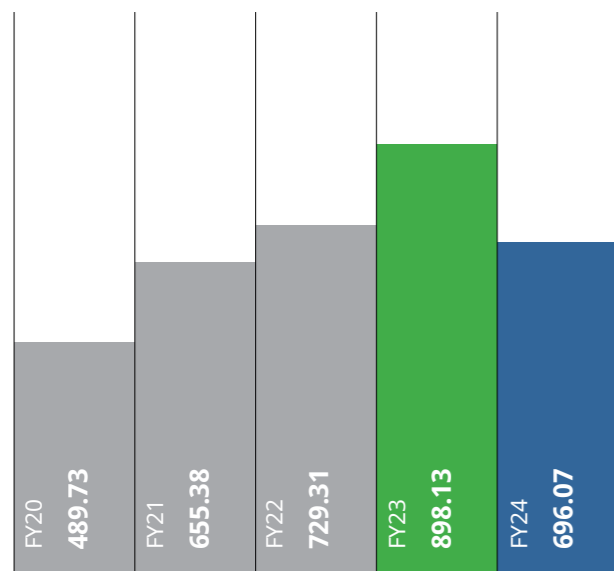
Australia  
Georgia  
Singapore  
Switzerland  
Brazil

# Sound Financials

## Our robust financial performance at a glance

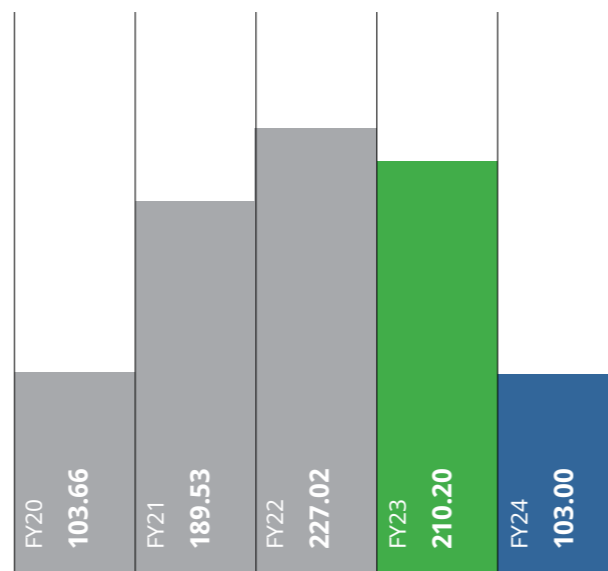
### Total Income

(INR Crore)



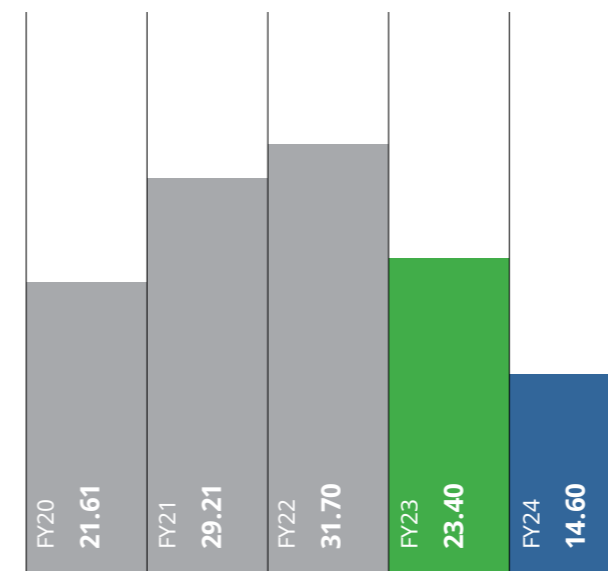
### EBITDA

(INR Crore)



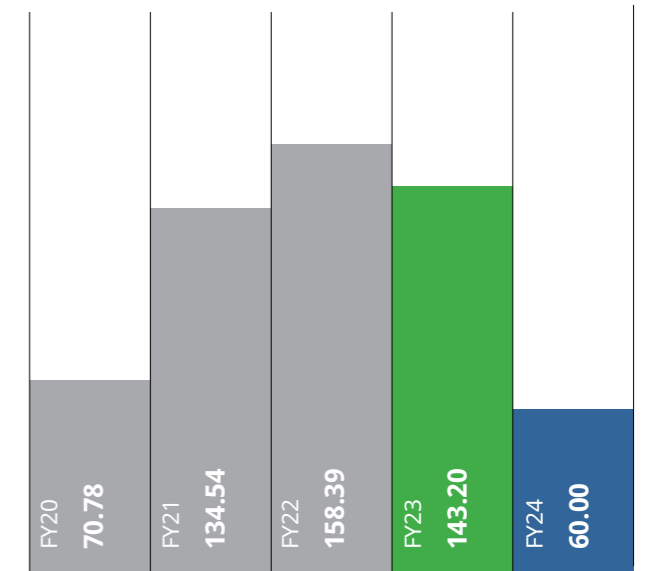
### EBITDA

(%)



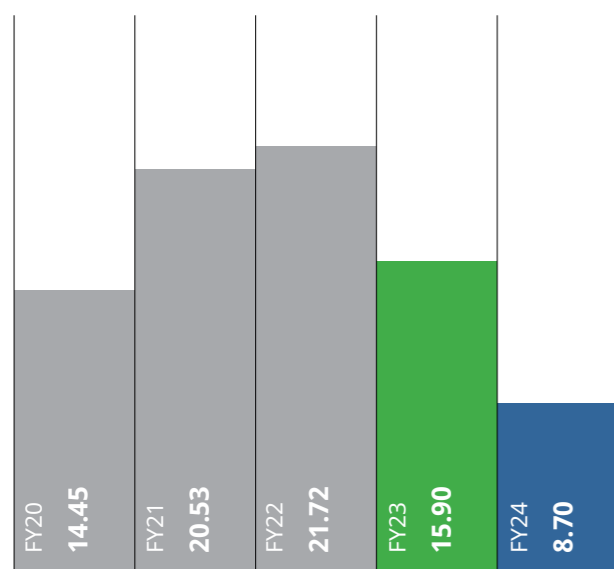
### PAT

(INR Crore)



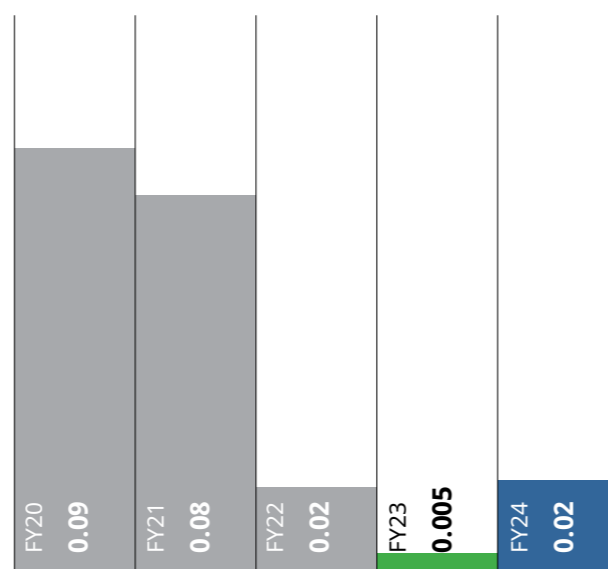
### PAT Margin

(%)



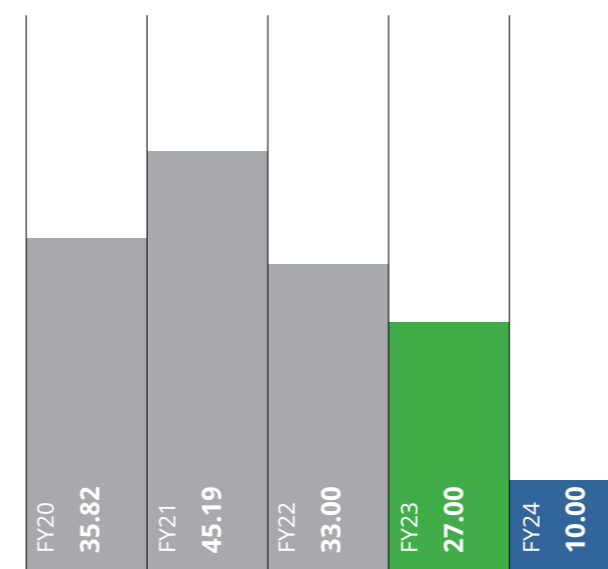
### Debt Equity Ratio

(times)



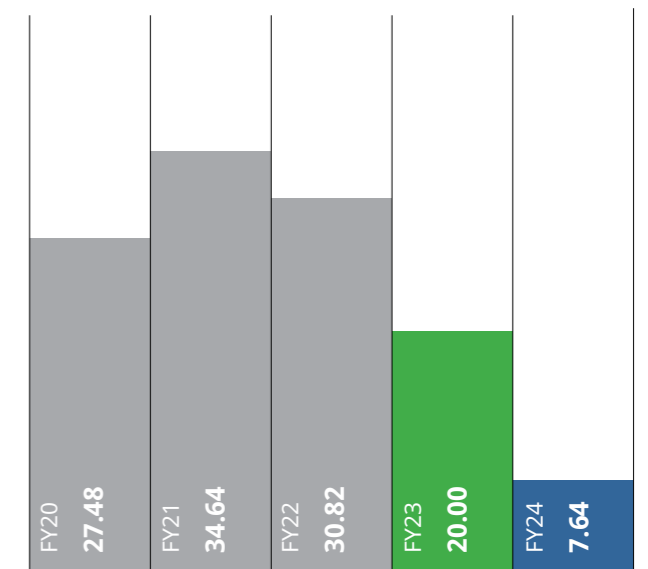
### ROCE

(%)



### ROE

(%)



# Our Journey

## Mapping our resilient performance over the years



**1984**

Incorporation of the Company as 'India Pesticides Private Limited'



Incorporated a new subsidiary "Amona Specialities Private Limited"

**2024**

**1991**

Commencement of commercial production at the manufacturing facility situated at Dewa Road, Chinhat, Uttar Pradesh



Received environmental clearance of Hamirpur expansion project

**2023**

**2003**

Conversion of our Company into a public limited company



India Pesticides Limited listed on BSE and NSE

**2021**

**2009**

Registration of the in-house research and development unit situated at Tiwariganj, Chinhat, Lucknow with the DSIR



Acquired Shalvis Specialties 100% subsidiary and Land for new manufacturing plant at Hamirpur (U.P). In-house R&D units at Tiwariganj, Lucknow, and Sandila, Hardoi registered with DSIR

**2020**

**2015**

Commencement of commercial production at the manufacturing facility situated at Sandila, Hardoi, Uttar Pradesh



Commencement of export of herbicide Technicals manufactured at the Sandila facility

**2018**

# Product Portfolio

## Delivering diverse solutions to our valued consumers

With over three decades of intensive expertise, we have developed a diverse range of products that aims to promote the growth of the agricultural sector. Our comprehensive crop protection solutions are designed to support farmers worldwide, furthering our commitment towards building a sustainable ecosystem.

At IPL, we have always delivered products that have become synonymous with excellence and value. To ensure the best quality, we have implemented several measures that guarantee our products meet the highest standards.

27

Technicals - India

190

Formulations - India

32

Technicals - Export

41

Formulations - Export

2

APIs

### Formulations

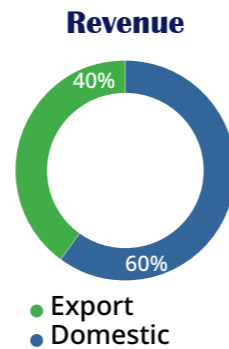
Our competent research and development team has leveraged extensive research to develop innovative formulations that boost crop yields, safeguard the environment and promote responsible farming practices. Our high-quality products, including insecticides, fungicides, herbicides, and plant growth regulators, cater to various crop-specific needs, enabling farmers to efficiently address pest and disease challenges.

- Acaricide
- Fungicides
- Growth regulators

### Revenue (INR Crore)



Category	Application
Herbicides	Grip, Pendizet, Trisol, Clogold, Midash, Safer, Eliminator, Penda, Aatish
Fungicides	Dollar, Vardhan, Vecto, Trim, Sodhit, Captax-50, Natraj, Sanjeevani, Talwar
Insecticides	Carbo, Amida, Frem, Byprten, Immidiator, Tridev, Difen, Frame, Soldier, Crotax
Others	Star, Talvar, Contanol, Guru, Shakti, Sparkle, Chakra, Namaskar



- Herbicides
- Insecticides

### Technical and APIs

We manufacture generic agrochemical Technicals, including fungicides, insecticides and herbicides, to support modern agriculture and sustainably enhance crop productivity. Our portfolio also includes Active Pharmaceutical Ingredients (APIs), which are crucial components of pharmaceutical drugs. These APIs are essential in producing medications designed to effectively treat dermatological issues, especially anti-fungal and anti-scabies treatments.

#### Technicals

- Herbicides
- Fungicides
- Insecticides
- Intermediaries

#### APIs

- Anti-fungal drugs
- Anti-scabies drugs



Key Technicals	Category	Application
PEDA	Intermediate	Used for Pretilachlor
Pyriproxyfen	Insecticides	Used infield crops
Diafenthiuron	Insecticides	Used on Cotton plants
Prosulfocarb	Herbicide	Used in field crops, such as wheat, potatoes & soyabeans
Pretilachlor	Herbicide	Widely used for protecting rice crop
Flufenacet	Herbicide	Widely used for protecting maize, wheat, potatoes & soyabeans
Cymoxanil	Fungicide	Controls downy mildews of grapes, potatoes, vegetables and several other crops
Captan	Fungicide	Used for apples, vegetables and ornamental plants & almonds
Folpet	Fungicide	Controls fungal growth at vineyards, cereals, crops and biocide in pain
Ziram	Fungicide	Used to protect apples, almonds, peaches, pears etc
Etridiazole	Fungicide	Green House
Dodine	Fungicide	Apples & Pears
Thiophanate methyl	Fungicide	Apples, Pears, Stone Fruits & Vegetables

### Revenue (INR Crore)



# Research & Development

## Synergising sustainability and innovation

Our R&D wing is supported by a highly efficient pilot plant, where we evaluate products by matching laboratory studies with real-world performance, and test for shelf life and storage stability. These pilot plants are crucial in scaling up production from gram to kilo and eventually to ton, aiding in market seeding and large-scale manufacturing parameter estimation.



**Method Development**



**Critical Quality Control**



**Stability Studies Development**



**Method Validation**



**Physio Chemical Analysis**



**Non GLPs Batch Analysis**

### Foundation of Research and Development

We believe that R&D is the foundation for all innovative research and development. We focus on absorbing and improving technologies to ensure optimal utilization of our existing infrastructure. Our in-house R&D efforts have developed technological processes that align with sustainability measures.

### Expert-Led R&D Management

Our R&D wing is managed by a team of well-qualified and experienced scientists dedicated to creating innovative, cost-effective, environmentally friendly, and sustainable products. This team is continuously supported by our panel of experts, including Senior Scientists from National Laboratories, premier research institutes, and leading universities.

**40**

R&D team members

### Our R&D Initiatives in three Modules

#### Module I

Our laboratory for gram-level operations focuses on several key areas: process development for existing products, the development of specialised formulations such as WDG, SC, and EC, quality assurance, and analytical method development.

#### Module II

Our pilot plant, capable of producing 1-10 kg batches, focuses on generating essential data for the design of commercial plants. This semi-commercial activity helps meet initial market study requirements for specific products.

#### Module III

We provide facilities for scaling up from pilot plant to commercial production and ensure smooth transfer of procedures and operations to the manufacturing team.

**2**

In house NABL and DSIR certified advanced laboratories

**1**

Sandila Unit

**1**

Lucknow Unit



# Environment

## Taking responsible steps towards a better tomorrow

At IPL, we incorporate our guiding principle, 'Care the World with Care', in every facet of our business operations. This principle, rooted in our core values, shapes our policies and optimises operational efficiencies while enhancing the economic and social conditions of our communities.

Our sustainability initiatives aim to create a positive impact on both our operating environment as well as our global environment at large. We ensure our commitment towards environmental stewardship is reverberated through our decisions and business operations. As a result, none of our technical products fall into the Red Triangle category.

- The 'Food Forestation' initiative revitalised unused lands across five designated sites, turning them into productive areas for growing fruits and vegetables.
- Attained certification for Zero Liquid Discharge
- Utilised the Miyawaki technique to enhance greenery surrounding manufacturing facilities.
- Implemented the 5Rs principle and advanced systems such as ETP and RO
  - Reduce
  - Reuse
  - Repair
  - Recycle
  - Recover

### Protecting Ecosystems

Our laboratory for gram-level operations focuses on several key areas: process development for existing products, the development of specialised formulations such as WDG, SC, and EC, quality assurance, and analytical method development.

### Waste Management

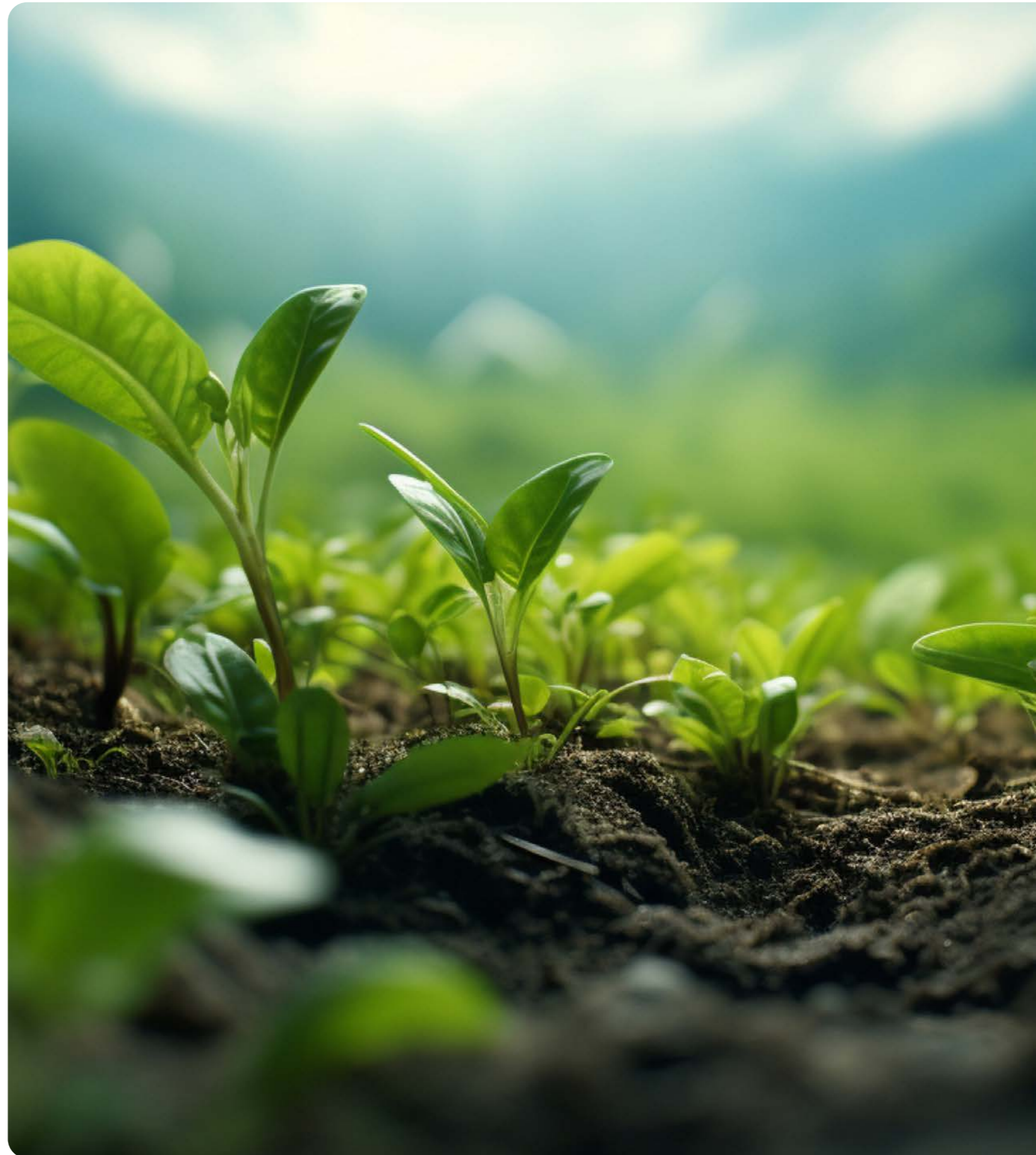
Our waste management strategy focuses on prevention through Sustainable Material Management and the 5Rs principle. In our production facilities, we have implemented advanced systems like ETP, MEE, RO, and Spray Driers to filter, recycle, and dry industrial wastewater. This has earned us the Zero Liquid Discharge certification. We have expanded and improved these systems to enhance recycling and re-use practices.



**Certified  
ISO 14001:2015**

### Integrating Energy Conversation Practices

We consider energy efficiency as a crucial strategy in combating climate change and global warming. Therefore, we have implemented various initiatives across multiple locations. A significant measure involves conducting thorough energy assessments by external experts to identify areas for improvement. By transitioning to biomass for heat and steam generation and expanding our use of solar power, we ensure a sustainable energy supply. Looking forward, we are also exploring further expansion of our solar energy projects, conducting necessary feasibility studies for their implementation.



# Social

## Empowering communities through holistic initiatives

With four decades of experience, we, at IPL, have always followed a customer-centric approach, fostering healthy relationships and contributing towards societal evolution. We acknowledge our role as a responsible corporate citizen and ensure our actions are aimed at promoting the well-being of our communities. IPL is committed to creating a positive impact on society by empowering society through mindful actions.



Education



Rural Development



Environmental Sustainability



Health Care



Sports



### Samagra Sudhar

We adopted four villages in Sandila, and Hardoi, focusing on instilling sustainability in the youth. Our Chairperson, Dr Madhu Dikshit, inaugurated the "Swarup Kaushal Vikas Kendra," a skill development centre, inspiring children and youth to think of a better tomorrow.

This centre, offers various skill development opportunities, nurturing the youth's talents and interests. By engaging with the community, we aim to empower the future generation to act with sustainability in mind, fostering a brighter and more sustainable future for all.



4

Villages

9,199

Benefitted





### Rainwater Harvesting

We developed rainwater harvesting systems on unused rooftops of two government schools in Sandila, Hardoi. Students were taught how the system works and its benefits. We also conducted WASH hygiene awareness programs and constructed washing facilities at these schools.



### Chuppi Tod; Halla Bol

We address the pressing issue of child sexual abuse, a taboo often shrouded in silence. We support initiatives by the Indian Government, UNICEF, the Ministry of Women & Child Development, NCPCR, and various NGOs aimed at preventing this crime and aiding survivors.

Our project focuses on spreading awareness of the POCSO Act, strengthening children's approachability to authorities, teaching self-defence, and ensuring selected police stations become safe havens for children. Through these efforts, we empower children with knowledge of their rights and enhance their security and confidence.



105,084

Children benefitted

16,102

Adult benefitted

616

Workshops

### Community Wellness initiatives

We installed open gyms in five parks in Lucknow, with cooperation from local authorities, to promote fitness. We regularly support society through nutritional supply for poor children in government hospitals, financial aid for critical illness treatments, providing medicines, installing water coolers, and distributing blankets during winter.



### Health and Safety

At IPL, maintaining the health and safety of our employees are of paramount importance. Our employees have access to comprehensive health facilities, including an on-site Occupational Health Center for immediate treatment, round-the-clock availability of a qualified male nurse, regular visits from a doctor and essential medical equipment and antidotes. We also partner with nearby hospitals to prompt emergency medical attention.

We believe that accidents and occupational health hazards can be prevented through awareness, good practices and responsible behaviour. Our manufacturing plants are equipped with advanced safety control measures and early detection systems, chosen through analytical studies such as HAZOP and HIRA. We further strengthen our commitment to safety through scheduled training and refresher programmes by qualified professionals, periodic safety mock drills with external safety experts and intermittent inspections.



ISO 45001:2018



# Governance

## Upholding our strong ethics

Our commitment towards responsible growth lies on the solid foundation of a robust corporate governance framework. Upholding the core values of integrity and fairness, we emphasise upon internal transparency and accountability. At the helm of our organisation lies a visionary leadership that guides IPL towards new heights of success. We ensure strong corporate governance principles are ingrained in every facet of our business operations.

### Board Diversity

At IPL, we strive to maintain board diversity to ensure a competitive edge over our peers. As our board members come from different backgrounds, it enables us to leverage varied regional and industry insights, streamlines our decision-making processes and empowers us to adapt to a dynamic environment.

Backed by a competent Board, we are confident to seize the opportunities that lie ahead of us, accelerating the growth of our organisation exponentially.

### Fraud risk management

As we expand our operations and grow steadily, it becomes imperative to protect our organisation from both internal and external risks. We have a dedicated Risk Management Committee in place that helps in identifying risks, implementing proper mitigation measures, and ensuring proper compliance. We ensure our risk management policies promote sustainability for the long term.



# IPL's ESG Objective for FY: 2024-25

Integration of ESG into IPL's Business by 31<sup>st</sup> March 2025 through encompassing:

1. Corporate Governance, 2. Risk Management, and 3. Business Strategies

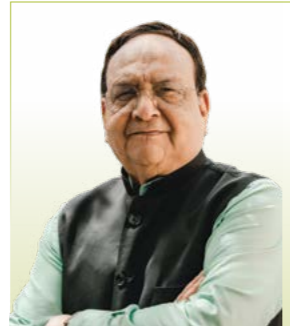
### Business actions

GETTING BASICS RIGHT	STRENGTHENING ELEMENTS	COMMUNICATING THE EFFORTS
<p><b>Level Setting</b></p> <ul style="list-style-type: none"> <li>Setting common ground among key stakeholders on understanding ESG</li> <li>Awareness of the purpose and value of integrating ESG into IPL's business</li> <li>Driving ESG practices</li> </ul>	<p><b>Corporate Governance</b></p> <p>Establishing the connect of board/ senior executives on ESG topics through constant dialogue</p> <p><b>Risk Management</b></p> <p>Adopt a systematic approach to identify, assess and respond to ESG related risks in business operations</p> <p><b>Business Strategy</b></p> <p>Developing ESG strategy that is guided by a primary vision and mission of the IPL, and incorporate ESG into strategic planning</p>	<p><b>Reporting and Assuring</b></p> <ul style="list-style-type: none"> <li>Disclose the company's ESG vision, strategy and year end status in different channels of communications such as Annual Report and Website</li> <li>Engage a third party to perform independent assurance on ESG to give confidence for stakeholders on the credibility of the report that IPL will publish from 2024-25 onwards</li> </ul>
<p><b>Materiality Assessment</b></p> <p>Identify, prioritise and validate the most material ESG issues that IPL should focus on so as to optimise the use of resources</p>		
<p><b>Monitoring</b></p> <ul style="list-style-type: none"> <li>Assessment of Key Stakeholders on understanding</li> <li>Prioritised Report</li> </ul>	<p><b>Monitoring</b></p> <ul style="list-style-type: none"> <li>Define ESG Goals (short-medium-long) to measure ESG performance</li> </ul>	<p><b>Monitoring</b></p> <ul style="list-style-type: none"> <li>Year-end Status Report on Annual Report and IPL Website</li> </ul>
<p><b>Timeline</b></p> <p>By 30<sup>th</sup> September 2024</p>	<p><b>Timeline</b></p> <p>By 25<sup>th</sup> December 2024</p>	<p><b>Timeline</b></p> <p>By 31<sup>st</sup> March 2025</p>

## Board of Directors



**Dr. Madhu Dikshit**  
Chairperson & Independent Director



**Mr. Anand Agarwal**  
Non-Executive Director



**Mr. Mohan Vasant Tanksale**  
Independent Director



**Mr. Rajendra Singh Sharma**  
Whole-Time-Director



**Mr. Adesh Kumar Gupta**  
Independent Director



**Mr. Rahul Arun Bagaria**  
Non-Executive Director



**Mr. Vishal Swarup Agarwal**  
Non-Executive Director



**Mr. Vishwas Swaroop Agarwal**  
Non-Executive Director

## Key Managerial Personnel



**Dheeraj Kumar Jain**  
Chief Executive Officer



**Satya Prakash Gupta**  
Chief Financial Officer



**Ajeet Pandey**  
Company Secretary & Compliance Officer

# Corporate Information

## Board of Directors

Chairperson and Independent Director

**Dr. Madhu Dikshit**

Whole-Time Director

**Mr. Rajendra Singh Sharma**

Non-Executive Directors

**Mr. Mohan Vasant Tanksale**

(Independent)

**Mr. Adesh Kumar Gupta**

(Independent)

**Mr. Anand Swarup Agarwal**

**Mr. Rahul Arun Bagaria**

**Mr. Vishal Swarup Agarwal**

**Mr. Vishwas Swaroop Agarwal**

## Chief Executive Officer

Mr. Dheeraj Kumar Jain

## Chief Financial Officer

Mr. Satya Prakash Gupta

## Company Secretary & Compliance Officer

Mr. Ajeet Pandey

## Committees of the Board

### Audit Committee

Mr. Mohan Vasant Tanksale, Chairman;  
Mr. Adesh Kumar Gupta; and  
Mr. Rahul Arun Bagaria.

### Nomination and Remuneration Committee

Mr. Adesh Kumar Gupta, Chairman;  
Dr. Madhu Dikshit; and  
Mr. Rahul Arun Bagaria

### Stakeholders' Relationship Committee

Mr. Anand Swarup Agarwal, Chairman  
Mr. Rajendra Singh Sharma  
Mr. Adesh Kumar Gupta  
Mr. Vishwas Swarup Agarwal

### Corporate Social Responsibility Committee

Mr. Mohan Vasant Tanksale, Chairman;  
Mr. Anand Swarup Agarwal,  
Mr. Rajendra Singh Sharma; and  
Mr. Vishal Swarup Agarwal

### Risk Management Committee

Dr. Madhu Dikshit, Chairman  
Mr. Anand Swarup Agarwal  
Mr. Adesh Kumar Gupta,  
Mr. Mohan Vasant Tanksale,  
Mr. Dheeraj Kumar Jain; and  
Mr. Satya Prakash Gupta

## Registered Office

35-A, Civil Lines,  
Bareilly – 243 001,  
Uttar Pradesh, India.  
Tel:+91 05812567459

## Corporate Office

Water Works Road,  
Swarup Cold Storage Compound,  
Aishbagh, Lucknow – 226 004,  
Uttar Pradesh, India.  
Tel: +91 0522 2653602  
Website: www.indiapesticideslimited.com  
Email Id: info@indiapesticideslimited.com  
investor@indiapesticideslimited.com

## Manufacturing Facilities

Unit 1:  
UPSIDC Industrial Area,  
Dewa Road, Chinhat District Lucknow  
Uttar Pradesh, India-226019  
Unit 2:  
UPSIDC Industrial Area,  
Sandila, District Hardoi,  
Uttar Pradesh, India- 241127

## Statutory Auditors

Lodha & Co.  
Mumbai, Maharashtra, India

## Cost Auditors

Honey Singh & Associates Cost  
Accountants, Lucknow  
Uttar Pradesh, India

## Secretarial Auditors

GSK & Associates, Company Secretaries,  
Kanpur, Uttar Pradesh, India

## Internal Auditors

Adroit & Ardent Associates Private  
Limited  
Lucknow, Uttar Pradesh, India

## Bankers

Bank of India  
State Bank of India

## Registrar and Share Transfer Agent

KFin Technologies Limited  
(formerly known KFin Technologies  
Pvt. Ltd);  
Selenium Tower B, Plot 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Mandal,  
Hyderabad-500 032,Telangana.  
einward.ris@kfintech.com  
www.kfintech.com



# Board's Report

To,  
The Members,  
**India Pesticides Limited**

The directors have pleasure in presenting their Annual Report of the Company together with the Audited Accounts for the Financial Year ended on 31<sup>st</sup> March 2024.

## Summary of Financial Information:

(All amount in Indian rupees crores, unless otherwise stated)

Particulars	Standalone		Consolidated	
	Current Year (for the Period 2023-24)	Previous Year (for the Period 2022-23)	Current Year (for the Period 2023-24)	Previous Year (for the Period 2022-23)
Revenue from Operations	680.62	884.94	680.41	884.94
Other Income	15.45	13.19	15.14	13.23
<b>Total Income</b>	<b>696.07</b>	<b>898.13</b>	<b>695.55</b>	<b>898.17</b>
Less- Expenditure before Depreciation, Finance Costs, Exceptional items and Tax Expense	593.55	687.39	593.8	688
<b>Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense</b>	<b>102.52</b>	<b>210.74</b>	<b>101.75</b>	<b>210.17</b>
Less- Depreciation	14.93	11.25	15.07	11.38
Less- Finance Cost	3.80	6.45	4.38	7.15
Less: Exceptional Items	0	0	0	0
<b>Profit/(Loss) after Depreciation, interest &amp; Before Tax</b>	<b>83.79</b>	<b>193.04</b>	<b>82.30</b>	<b>191.64</b>
Less- Provision For Tax & Adjustments	22.59	48.57	22.13	48.40
<b>Profit for the Year</b>	<b>61.20</b>	<b>144.47</b>	<b>60.17</b>	<b>143.24</b>
Other comprehensive income	0.20	0.28	0.20	0.28
Total Comprehensive Income for the Year	61.40	144.75	60.37	143.52
<b>Earnings per Equity Share of ₹ 1 Each</b>				
<b>Basic (in ₹)</b>	<b>5.33</b>	<b>12.57</b>	<b>5.24</b>	<b>12.46</b>
<b>Diluted (in ₹)</b>	<b>5.33</b>	<b>12.57</b>	<b>5.24</b>	<b>12.46</b>

## State of Company's Affairs

During the Financial year, the Company has earned a net profit of ₹ 61.20 crores as compared with the previous year's profit of ₹ 144.47 crores.

During the year, the Company has earned a consolidated net profit of ₹ 60.17 crores as compared with the previous year's profit of ₹ 143.24 crores.

During the year, the Company's NABL Analytical R&D Lab has been accredited by the Department of Agriculture and Farmers Welfare, Ministry of Agriculture and Farmers Welfare, Government of India. The name of our NABL is currently included on the 17<sup>th</sup> position of the GLP/NABL accredited laboratories list on the CIB RC Portal.

During the year the Company has been awarded the Technical Equivalence (TEQ) certification by the European Union (EU) for our advanced herbicide technical product.

Our expertise in advanced process chemistry, manufacturing process efficiency and backward integration strategies has

positioned our company at the forefront of the industry. Our R&D competencies have enabled us to enhance our existing products and explore new areas with significant growth potential. We remained committed to improving our product mix while increasing and improving our production capabilities.

During the year, the Company has received the allotment letter of the area of the plot is 11,461.00 square meters of land adjacent to its existing Sandila Plant for setting up a manufacturing unit of "Pesticides"

## Capacity Expansion

During the year under review, the technical capacity of our Sandila Plant was raised by 2,700 MT, and we intend to utilize two more manufacturing blocks at the current Sandila plant for herbicide technicals and intermediates. This increase in production capacity will boost process efficiency and bring about economies of scale. After launch of 2,700 MT technical capacity during FY24, as on 31.03.2024, the installed capacity of Technicals increased to 24,200 MT from 21,500 MT.

A brief description of our Technicals & Formulations in our both plants are as follows:

Plants as on 31.03.2024	Technicals (MTPA)	Formulations (MTPA)
Dewa Road, Lucknow	2,100	3,000
Sandila, Hardoi	22,100	3,500
<b>Total Capacity</b>	<b>24,200</b>	<b>6,500</b>

### Changes in the Structure of Share Capital, if any:

The Authorized Share Capital of the Company as on 31.03.2024 was ₹ 15,00,00,000 divided into 15,00,00,000 Equity Shares of ₹ 1 each and the Paid-Up Equity Share Capital as on 31.03.2024 was ₹ 11,51,63,508 divided into 11,51,63,508 Equity Shares of ₹ 1 each. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights or sweat equity shares.

### Subsidiaries, Joint Ventures or Associate Companies

Our Company has two Subsidiaries one is a Wholly Owned Subsidiary named Shalvis Specialities Limited the other one is a Subsidiary named Amona Specialities Private Limited incorporated on 04.01.2024. The Statement containing salient features of the Financial Statement of Subsidiaries/ Associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is attached AOC-1 as **Annexure 1**.

Details of Subsidiaries are as under:-

#### I. Shalvis Specialities Limited (“SSL”)

SSL was incorporated on January 18, 2021 as a public company limited by shares under the Companies Act, 2013. Having corporate identification number is U24290UP2021PLC140490. It has its registered Office at 35-A, Civil Lines, Bareilly 243001 and it's Corporate Office at Water Works Road, Swarup Cold Storage, Aishbagh, Lucknow.

SSL is authorized to engage in the business of Manufacturing Agrochemicals, Intermediates, API and Fine Chemicals for Export & Indigenous use among other things, manufacture, production, formulation, sale and trade of all types of agricultural chemicals and pesticides under the objects clause of its memorandum of association.

During the year SSL successfully commenced its first phase of commercial production on 28.03.2024 in the First Block situated at Plot No. TM-1, UPSIDC, Industrial Area, Sumerpur, Dist. Hamirpur, Uttar Pradesh-210502, (India).

### Capital Structure of SSL Subsidiary (Wholly Owned Subsidiary)

As on 31<sup>st</sup> March, 2024 the Authorized Share Capital of the Company is ₹ 30,00,00,000/- divided into 3,00,00,000 equity shares of ₹ 10 each and the issued, subscribed and paid-up share capital is ₹ 27,90,00,000/- divided 27,90,000 equity shares of ₹ 10 each.

During the year the Company's paid-up capital increased from 4,65,00,000/- divided into 46,50,000 equity shares of ₹ 10 each to ₹ 27,90,00,000/- divided 27,90,000 equity shares of ₹ 10 each.

#### II. Amona Specialities Private Limited (“ASPL”)

ASPL was incorporated on January 04, 2024 as a Private Limited Company, Limited by shares under the Companies Act, 2013. Its CIN is U20210UP2024PTC195286. It has its Registered Office at 7-Way Lane, Corporation no. 27/12 Hazratganj, Gokhley Marg, Lucknow, 226001 and its Corporate Office at Water Works Road, Swarup Cold Storage, Aishbagh, Lucknow, 226004.

ASPL is authorized to engage in the business of asset-light business model whereby it will focus on identifying generic molecules preparing dossiers, seeking registrations, marketing, and distributing formulations/technical through third-party distributors or its own sales force.

### Capital Structure of ASPL Subsidiary

The Authorised Share Capital of ASPL is ₹ 1,00,00,000/- divided into 10,00,000 equity shares of ₹ 10 each.

The issued, subscribed, and paid-up share capital of ASPL is ₹ 1,00,00,000/- divided into 10,00,000 equity shares of ₹ 10 each.

The annual accounts of both the subsidiaries company are available for inspection by any shareholder at the Company's registered office and interested shareholders may obtain it by writing to the Company Secretary of the Company. The same are also placed on the website at <https://www.indiapesticideslimited.com/InvestorRelations.php>

The Company does not have any material subsidiary. The policy for determining material subsidiaries can be downloaded from the website of the Company at Policy for Determining Material Subsidiaries

The Company has no Joint Venture or Associate Company.

### Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'). The Audited Consolidated Financial Statements together with

the Auditor's Report thereon forms part of this Annual Report. The Annual Financial Statements of the subsidiaries i.e Shalvis Specialities Limited(SSL) and Amona Specialities Private Limited(ASPL) and related detailed information will be made available to Members seeking information till the date of the AGM. They are also available on the website of the Company at <https://www.indiapesticideslimited.com/InvestorRelations.php>

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website at the weblink: <https://www.indiapesticideslimited.com/InvestorRelations.php>

### Material Changes and Commitments during the Year

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year 2023-24 of the company to which the financial statements relate and the date of the report during the year under review, as required under Section 134(3)(l) of the Companies Act, 2013.

### Internal Financial Controls

The Company has laid down Internal Financial Controls that include a risk-based framework to ensure orderly and efficient conduct of its business, safeguarding of its assets, accuracy and completeness of the accounting records and assurance on the reliability of financial information. The Company maintains adequate and effective internal control systems commensurate with its size and complexity. An independent internal audit function is an important element of the Company's internal control systems. This is executed through an extensive internal audit programme and periodic review by the management and the Audit Committee. Independence of the Internal Auditor is ensured by way of direct reporting and presentation to the Audit Committee. The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting. Further, details of the internal control systems are given in the Management Discussion and Analysis which forms part of this Annual Report.

### Adequacy of Internal Financial Controls - Rule 8(5)(viii) of The Companies (Accounts) Rules, 2014

The Company has, in all material respects, an adequate system of Internal Controls over Financial Reporting and

Such Internal Controls over Financial Reporting Were Operating Effectively as at 31<sup>st</sup> March, 2024.

### Change in the Nature of Business

During the year, there was no material change in nature of the business of the Company.

### ESOP

The Company has approved ESOP 2023 in its Meeting of Nomination & Remuneration Committee and the same is also approved in its Board Meeting held on 30.05.2023.

Pursuant to the Provisions of Section 62(1)(b) and all other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder and SEBI Regulations(including any statutory modification(s) or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company, permissions and sanctions as may be necessary and prescribed or imposed while granting such approvals, consent of the Shareholders of the Company ("Shareholders") be and is hereby approved in its Annual General Meeting held on 24-08-2023 for grant of "India Pesticides Employees Stock Option Plan, 2023 (hereinafter inferred to as the "ESOP 2023"/ "Plan") up to 28,79,088 (Twenty Eight Lakh Seventy Nine Thousand Eighty Eight only) Employee Stock Options ("ESOPs") to the permanent employees including Directors of the company (other than promoter(s) or Directors not belonging to the promoter group of the company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the Plan, exercisable into not more than 28,79,088 (Twenty Eight Lakh Seventy Nine Thousand Eighty Eight) equity shares of the Company in aggregate of face value of Rs.1/- (Rupee One) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with all applicable laws and regulations.

Details of options vested, exercised and cancelled will be provided.

### Dividend

On 30<sup>th</sup> May, 2024, the Board of Directors in its meeting recommended a dividend of ₹ 0.75 per share (i.e.@75% of the face value of ₹,1/- each on the Equity Shares of the Company for the year ended 31 March, 2024). In the previous year 2022-23 also, the dividend paid to the shareholders was ₹

0.75 per share (i.e. @75% of face value of ₹ 1/-) on the Equity Shares of the Company. If the dividend, as recommended above, is approved by the Members at the ensuing Annual General Meeting ('AGM'), the total outflow towards dividend on Equity Shares for the year would be ₹ 8,63,72,631.

In view of the changes made under the Income tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Members, your Company shall, accordingly, make the payment of the Dividend after deduction of tax at source.

The Dividend Distribution Policy as approved by the Board is uploaded on the Company's website under the head 'Policies' at **Dividend Distribution Policy**

### Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

The Company does not have any funds as contemplated under Section 125 of the Act lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF). Mr. Ajeet Pandey, Company Secretary and Compliance Officer has been appointed as a Nodal Officer of the Company and other details are available on the website of the Company.

In terms of the provisions of the Income Tax Act, 1961, the dividend, if declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. For further details on taxability, please refer to Notice of annual general meeting.

The dividend recommended is in accordance with the principles and criteria as set out in the dividend distribution policy.

### Management Discussion & Analysis

The Management Discussion and Analysis for the year under review, as stipulated under regulation 34 of the Listing Regulations, is presented in a separate Section, and forms an integral part of this Report. It, inter-alia, provides details about the Indian economy, business performance review of the Company's various businesses, risks and concerns and other material developments during FY 2023-24, on businesses of the Company.

### Transfer to Reserves & Surplus

During the year under review, the Company has not transferred any amount to the General Reserve. However, the Current Year's profit of ₹ 61.40 crore has been included under the head Retained Earnings during the year under review and the closing balance of the retained earnings of the Company for Financial Year 2023-2024, after all adjustments were ₹ 816.24 crores.

### Directors & Key Managerial Personnel

During the Year, Mr. Anand Swarup Agarwal Non-Executive Director has resigned from the position of the Chairpersonship and Dr. Madhu Dikshit Independent Director of the Company appointed as the Chairperson of the Company on 14.12.2023 by the Board of Directors via Resolution by circulation.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are Mr. Rajendra Singh Sharma, Whole-time Director, Mr. Dheeraj Kumar Jain, Chief Executive Officer, Mr. Satya Prakash Gupta, Chief Financial Officer and Mr. Ajeet Pandey, Company Secretary and Compliance Officer.

During the year under review, the composition of the Board has been expanded from 6 Directors to 8 Directors by the induction of Mr. Vishal Swarup Agarwal & Mr. Vishwas Swarup Agarwal as a Non-Executive Director. As on the date of the report, the Board comprises, 3 Independent, 4 Non-Executive Non Independent and 1 Executive Directors, details thereof have been provided in the Corporate Governance Report

However there is no change in Key Managerial Personnel during the Financial Year 2023-24.

### Appointment /Re-Appointment:

The following appointments/reappointments took place during the year 2023-24:

Mr. Rajendra Singh Sharma, Whole-time Director (Executive Director) was reappointed for the further period of 5 years w.e.f 1st October, 2023 by the Board of Directors at their meeting 30th May, 2023, subject to the approval of shareholders and the same has been obtained at the Annual General Meeting held on 24th August, 2023

During the year, Mr. Satya Prakash Gupta has been re-appointed as Chief Financial Officer of the Company for a period of 2 years i.e. w.e.f. 28.09.2023, based on the recommendation of the Nomination and Remuneration Committee.

Mr. Vishal Swarup Agarwal and Mr. Vishwas Swarup Agarwal has been appointed by the Board of Directors as an Additional Directors (Non-Executive Directors), with effect from 06-11-2023. Their appointment has been regularized by obtaining, Shareholder's approval through Postal ballot dated 19th January, 2024.

Pursuant to Regulation 36 (3) of the SEBI (LODR) 2015, Mr. Rajendra Singh Sharma has not resigned in the past three years from any of the listed entities.



### Retirement by Rotation:-

In accordance with the provisions of Section 152 of the Act and in terms of Article 112(2) of the Articles of Association of the Company, Mr. Anand Swarup Agarwal, Non-Executive Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The Brief profile of Director being re-appointed is given in the Notice convening the ensuing Annual General Meeting of the Company.

### Board Diversity

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender, that will help us retain our competitive advantage. The Board Diversity Policy adopted by the Board sets out its approach to diversity. The weblink for the Policy is Board Diversity Policy. Additional details on Board diversity are available in the Corporate Governance Report that forms part of this Annual Report.

### Board and Committee Meetings

Board and Committees Meeting details are as under:-

#### a. Details of the Board Meetings

During the year under review, 5 (five) Board Meetings were held, details of which are provided in the Corporate Governance Report.

#### b. Composition of the Audit Committee

As on March 31, 2024, the Audit Committee comprised 3 (three) Members out of which 2 (two) are Independent Directors, Mr. Mohan Vasant Tanksale (Chairperson) and Mr. Adesh Kumar Gupta (Member) and 1 (one) is a Non-Independent & Non-Executive Director, Mr. Rahul Arun Bagaria (Member). During the year, 5 (Five) Audit Committee Meetings were held, details of which are provided in the Corporate Governance Report.

There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

#### c. Composition of the Nomination & Remuneration Committee

As on March 31, 2024, the Nomination & Remuneration Committee comprised 3 (three) Members out of which 2 (two) are Independent Directors, Mr. Adesh Kumar Gupta, (Chairperson) and Dr. Madhu Dikshit (Member) and 1 (one) is a Non-Independent & Non-Executive Director, Mr. Rahul Arun Bagaria (Member). During the year, 5 (Five) Nomination & Remuneration Committee Meetings were held, details of which are provided in the Corporate Governance Report.

There have been no instances during the year when recommendations of the Nomination & Remuneration Committee were not accepted by the Board.

#### d. Composition of the Corporate Social Responsibility ('CSR') Committee

During the year, the Committee comprised 4 (Four) Members out of which 1 (one) is Independent Director, Mr. Mohan Vasant Tanksale (Chairperson), 1 (one) is Non-Independent & Non-Executive Director, Mr. Anand Swarup Agarwal, and 1 (one) is Executive Director, Mr. Rajendra Singh Sharma, Mr. Vishal Swarup Agarwal\* Non-Independent & Non-Executive Director as its members.

During the year under review, 1 (one) CSR Committee Meetings were held, details of which are provided in the Corporate Governance Report.

Mr. Vishal Swarup Agarwal has been appointed as Member of the Committee by the Board of Directors in it's Board Meeting dated 07-02-2024

#### e. Composition of Stakeholder Relationship Committee ('SRC')

During the year, the Committee comprised 4 (Four) Members out of which 1 (one) is Non-Executive and Non-Independent Director, Mr. Anand Swarup Agarwal (Chairperson), 1 (one) is Independent Director, Mr. Adesh Kumar Gupta, and 1 (one) is Executive Director, Mr. Rajendra Singh Sharma, Mr. Vishwas Swarup Agarwal\* Non-Independent & Non-Executive Director as its members.

During the year under review, 4 (four) Stakeholder Relationship Committee Meetings were held, details of which are provided in the Corporate Governance Report.

Details on other committees including their composition, number of meetings held and terms of reference are included in the Corporate Governance Report.

Mr. Vishwas Swarup Agarwal has been appointed as Member of the Committee by the Board of Directors in it's Board Meeting dated 07-02-2024.

#### f. Composition of the Risk Management Committee ('RMC')

During the year, the Committee comprised 6 (six) Members out of which 3 (three) are Non-Executive and Independent Director, 1 (one) Non-Executive Director, Dr. Madhu Dikshit is (Chairperson) and Independent Director, Mr. Mohan Vasant Tanksale Independent Director, Mr. Adesh Kumar Gupta Independent Director, Mr. Dheeraj Kumar Jain Chief Executive Officer and Mr. Satya Prakash Gupta Chief Financial Officer as its members.

During the year under review, 2 (Two) Risk Management Committee Meetings were held, details of which are provided in the Corporate Governance Report.

Details on other committees including their composition, number of meetings held and terms of reference are included in the Corporate Governance Report.

#### g. Resolution by circulation

During the year Resolution by circulation was conducted with the prior approval of the Board. Circular was circulated on 13-12-2023 and Board of Directors of the Company has approved and passed following resolutions by circulation dated 14-12-2023. Details of which are disclosed in the Corporate Governance Report.

### Management Committee

The day-to-day management of the Company is vested with the Management Committee, which is subjected to the overall superintendence and control of the Board. The Management Committee is headed by the Mr. Anand Swarup Agarwal Promoter of Company and Non-Executive Director.

### Auditors and Report thereon

Under Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of Companies Act, 2013. In line with the requirements of the Companies Act, 2013,

During the year, no change in the appointment of the Statutory Auditor of the company, however, Lodha & Co., Chartered Accountants (Firm registration number 301051E) was appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of the 35<sup>th</sup> AGM of the Company held on December 21, 2020, till the conclusion of the 40<sup>th</sup> AGM to be held in 2025.

During the year under review, the statutory auditors have not reported to the Audit Committee under section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, therefore, no detail is required to be disclosed in the Board Report under Section 134(3)(ca) of the Companies Act, 2013.

During the year under review, the Auditors had not reported any matter under Section 143(12) of the Companies Act 2013.

### Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of Section 204 of Companies Act, 2013 and rules made there under, the Company has appointed M/s. GSK & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2023-24. The Secretarial Audit Report is annexed as **Annexure 2** and forms an integral part of this report.

There is no secretarial audit qualification for the year under review.

Further, the Board of Directors at their meeting held on 30<sup>th</sup> May, 2024 has reappointed M/s. GSK & Associates, as the Secretarial Auditor of the Company for the Financial Year 2024-25.

### Cost Audit

The Company is required to maintain cost records pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder and the same have been maintained in compliance with the provisions.

M/s Honey Singh & Associates, Cost Accountants (FRN: 101134), Lucknow was appointed as cost auditor to conduct the cost audit of books and accounts of the Company for the Financial Year 2023-24.

Further the Board of Directors at their meeting held on 30<sup>th</sup> May, 2024 has reappointed M/s Honey Singh & Associates, Cost Accountants (FRN: 101134), Lucknow as Cost Auditor of the Company for the Financial Year 2024-25. The remuneration payable to Cost Auditor is subject to ratification by the shareholders of the Company, accordingly a resolution shall be placed at the ensuing Annual General Meeting for approval.

### Internal Auditor

The Board of Directors have appointed Adroit & Ardent Private Limited, as the Internal Auditor of the Company for conducting the internal audit for the FY 2023-24.

Further the Board of Directors at their meeting held on 30<sup>th</sup> May, 2024 has reappointed Adroit & Ardent Private Limited, as the Internal Auditor of the Company for the Financial Year 2024-25.

### Comments by Board on Auditors' Report:

The Auditors' report read along with notes to accounts is self-explanatory and therefore does not call for any further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

### Compliance under Secretarial Standards:

The Company is in compliance of all Secretarial Standards issued by The Institute of Company Secretary of India from time to time.

### Particulars of Loans, Guarantees and Investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 form part of the notes to Financial Statements.

## Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. No material related party transactions were entered into during the financial year by the Company. Therefore, the disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form No. AOC-2 is not applicable to the Company and hence the same is not provided. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are planned/repetitive in nature and omnibus approvals are taken as per the policy laid down for unforeseen transactions. Related party transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. All the related party transactions under Ind AS-24 have been disclosed at note no. 37 to the standalone financial statements forming part of this Annual Report. An assessment by an independent firm is carried out from time to time on all the related party transactions entered into by the Company.

The Company has a Policy on Related Party Transactions in place which is in line with the Act and the SEBI Listing Regulations and the same is also available on the Company's website at Related Party transaction

## Risk Management

The Company is exposed to various potential risks that can disrupt the operations of the Organization. Company follows robust risk management practices to mitigate any potential risks and ensure efficient operations.

Company's comprehensive risk management framework identifies, assesses, mitigates and monitors both internal and external threats. The Company undergoes the process of conducting a thorough Probability & Impact Analysis after identifying the risk factors, ensuring timely application of mitigation strategies to curtail the risks faced by the Company. The Company has a committee comprising the Chairman, CEO, CFO and other Independent Directors, which supervises the risk management framework.

In addition to this, the Company also has a Risk Management Committee of Executives, which is a Sub-Committee of Executives. The Sub-Committee of Executives is responsible for identifying risks and implementing effective practices. The target of this committee is to ensure the efficiency and functionality of the risk management framework of Company.

## Risk Management Policy

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact

on the business objectives and enhance the Company's competitive advantage. The Risk Management Policy as approved by the Board is uploaded on the Company's website at Risk Management Policy

## Deposits

1. Accepted during the year: **NIL**
2. Remained unpaid or unclaimed as at the end of the year: **NIL**
3. If there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:
  - a. At the beginning of the year: **NIL**
  - b. Maximum during the year: **NIL**
  - c. At the end of the year: **NIL**

## Deposits not in compliance with Chapter V of the Act

The Company has not accepted any amount covered under the provisions of Section 73 of Companies Act, 2013 and Rules made there under.

## Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors, had devised proper systems to ensure compliance with the provisions of all applicable

laws and that such systems were adequate and operating effectively.

### Declaration by Independent Directors

The Company has received declaration from all independent directors (within the prescribed time limit) in accordance with the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015.

### Policy on directors' appointment and remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2024, the Board has Eight members, one of whom is Executive Director, Four Non-Executive and Non-Independent Director and three Independent Directors. One of the Independent Director on the Board is women. The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the Corporate Governance report that forms part of this Annual Report. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at Policy on directors' appointment and remuneration.

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

### Formal Annual Evaluation of the performance of the board, its committees, chairperson and individual directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors has carried out an annual evaluation of its own performance, its Committees, Independent Directors, Non-Executive Directors, Executive Director and the Chairperson of the Board.

The Nomination and Remuneration Committee of the Board has laid down the manner in which formal annual evaluation of the performance of the Board, its Committees and Individual Directors has to be made. It includes circulation of evaluation forms separately for evaluation of the Board and its Committees, Independent Directors/Non-Executive Directors/Executive Director and the Chairman of your Company.

The performance of Non-Independent Directors, the Board as a whole, and the Committees of the Board has been evaluated by Independent Directors in a separate meeting. At

the same meeting, the Independent Directors also evaluated the performance of the Chairperson of your Company, after taking into account the views of Executive Director and Non-Executive Directors. Evaluation as done by the Independent Directors was submitted to the Nomination and Remuneration Committee and subsequently to the Board.

The performance of the Board and its Committees was evaluated by the Nomination and Remuneration Committee after seeking inputs from all the Directors, on the basis of criteria such as the Board/Committee composition and structure, effectiveness of the Board/Committee process, information and functioning, etc.

The performance evaluation of all the Directors of your Company (including Independent Directors, Executive Director and Non-Executive Directors and Chairperson), is done at the Nomination and Remuneration Committee meeting and the Board meeting by all the Board members, excluding the Director being evaluated on the basis of criteria, such as contribution at the meetings, strategic perspective or inputs regarding the growth and performance of your Company, among others. Following the meetings of Independent Directors and of Nomination and Remuneration Committee, the Board at its meeting discussed the performance of the Board, as a whole, its Committees and Individual Directors. All the Independent Directors of the Company have duly complied with the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013. The details of familiarization programmes attended by the Independent Directors during the Financial Year 2023-24 are available on the website of the Company at <https://www.indiapesticideslimited.com/#>

### Business Responsibility and Sustainability Report

As per regulation 34(2)(f) of the Listing Regulations, a separate section on Business Responsibility and Sustainability Report, describing the initiatives taken by your Company from environmental, social and governance perspective, forms an integral part of this Annual Report.

### Research and Development (R&D)

The R&D projects portfolio is focused on improving the relative market position of your Company's businesses in the face of increasingly volatile and competitive business environment. The focus is on developing and commercializing premium differentiated products, improving our competitive cost position, product quality and environmental sustainability. To support these goals, the businesses are managing a pipeline of projects that are addressing near and mid-term needs, as well as the exploration of future opportunities.

## Corporate Social Responsibility

India Pesticides Limited ("IPL"/ "Company") believes that the contribution towards socio-economic development as environmental and social steward is a key factor required for holistic professional growth.

Collaborating with teams of expert social organisations when we went public listing, focusing more on environmental and sustainability factors in line with circular economy in 2022-23 and aligning CSR activities with UN-SDG in 2023-24 is the evolvement IPL has brought in social engagement with responsibility. Our approach is well guided by the Directors in CSR Committee. Quarterly review by the Directors and monthly review on progress of activities by the CSR Core team are governing factors. Now, is time to focus on impact on all activities so far done. 2024-25 would be dedicated on Impact Studies and further expand our scope of work.

As a socially responsible Company, India Pesticides Limited (IPL) is committed to increasing its Corporate Social Responsibility (CSR) impact with an aim of playing a bigger role in sustainable development of our society. IPL as a corporate is committed to uphold its social responsibility with reverberating belief 'Care the World with Care'. Our aim is to uplift standard of environment for society within & outside the organization, while preserving company's profitability. Corporate Social Responsibility ("CSR") at India Pesticides Limited ("Company") portrays the synergetic connection between the Company and the community in which it operates. The objective is bringing about a difference and adding value in the area where there is a need of support for development in our society.

The projects undertaken by the Company are within the broad framework of Schedule VII of the Companies Act, 2013. In line with the same the Company in addition to all other activities is spending a major portion on identified projects such as: i.e. Shuchita, Unnati & Oorjarakshan.

**CSR Initiative: SAMAGRA SUDHAR** in which IPL has adopted 4 villages in Sandila, Hardoi where we sow the "seed of sustainability" in future generation - Children and Youth in villages, with a hope that every act of their, would be by keeping a better tomorrow in their mind.

In 2023-24, the highlight of the project is that our Chairperson - Dr Madhu Dikshit through her gracious presence and interactions with children & youths of villages, opened gates of "Swarup Kaushal Vikas Kendra" - a skill development centre developed by IPL, where the latter can nurture skills of their interest

**CSR initiative "Chuppi Tod - Halla Bol"** enkindles all those sufferers who undergo Child Sexual Abuse. There is a need in society to bring in change on the intensity of taboo on Child Sexual Abuse, which is shrouded in silence. "More we hide and less we act on the crime, more the numbers will be". Our Indian Government along with UNICEF, Ministry of Women & Child Development, NCPDR, and various Non-profit organisations works to prevent child sexual abuse by taking several measures. We responsibly support those initiatives in this front.

Spreading the Awareness on POCSO Act in the society, Strengthen the approachability for children with governing authorities, law makers and law maintainers without hesitation, Make the children aware of their security and child rights, Teach them few tricks of self-defense, To evolve selected police stations as a place where children can fearlessly walk-in and confide etc are few of the objectives of the project.

**CSR Initiative: Rain Water Harvesting**, aimed at developing Rain Water Harvesting systems on unused roof tops in Government Schools. Two Government Schools in Sandila, Hardoi have Roof Top Rain Water Harvesting, students were taught on how the system works and its benefits. In addition to that through this CSR project, awareness program was conducted WASH hygiene system, constructed washing facilities at schools.

Sensitization on importance of required **Health Fitness** in the society is the mission that was carried out through installing **Open Gyms in Parks**. Initially parks in Lucknow city were identified through a survey where people in the surrounding community visit in large numbers. Requisition to the Mayor and Municipal Commissioner of Lucknow Nagar Nigam (Municipal Corporation) was taken. Authorities' cooperation and collaboration helped us to develop Open Gyms in the Five parks as part of first phase.

During the year under review, Your Company has total obligation for the Financial Year 2023-24 ₹ 39431865.10/- towards CSR Activities in terms of the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Your Company has actually spent ₹ 10510575.00/- in the Financial Year 2023-24, towards CSR Activities. The unspent amount of ₹ 2,89,21,290.00/- in the amount of CSR spending is attributable to ongoing projects which will be completed by the Company in due course and the same had been duly transferred to the Unspent CSR Account on April 30, 2024. In compliance of the above, the Board took note of transfer of unspent amount of CSR of ₹ 2,89,21,290.00/- on 30<sup>th</sup> April, 2024.

The initiatives undertaken by your Company during the year have been detailed in CSR Section of the Annual Report. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, is set out herewith as **Annexure 3** to this Report.

## Corporate Governance Report

Your Directors reaffirm their continued commitment to the best practices of Corporate Governance. Corporate Governance principles form an integral part of the core values of your Company. Your Company was compliant with the provisions relating to Corporate Governance. The Corporate Governance Report for the year under review, as stipulated under regulation 34 of the Listing Regulations, is presented in a separate section, and forms an integral part of this Report.

## Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

### (A) Conservation of energy:

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Power and Fuel Consumption		
<b>1. Electricity</b>		
Purchased Units (kwh)	3,27,86,709 Units	4,38,98,840 units
Total Amount (in ₹)	27,67,01,577.74	35,33,25,069
<b>Unit Rate (in ₹)</b>	<b>8.44</b>	<b>8.05</b>
<b>2. Own Generation (on Diesel)</b>		
Units Generated	10,90,808.40 Units	17,56,660 units
Total Amount (₹)	3,05,77,689.56	5,08,37,995.79
<b>Unit Cost (₹)</b>	<b>28.03</b>	<b>28.94</b>

- (i) The steps taken or impact on conservation of energy:
- The products manufactured by the company are material intensive. However, consistent efforts are being made for identifying the potential for energy saving.
- (ii) The steps taken by the company for utilizing alternate sources of energy:
- Company is exploring possibility of roof top Solar Energy System.
- (iii) The Capital investment on energy conservation equipment is ₹ 0.043 cr.
- ii. The benefits derived:
- Reduction in cost of manufacturing
  - Commercialization of new product
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): No technology has been imported by the Company.
- iv. The expenditure incurred on Research and Development: ₹ 1.73 crore.

### (C) Foreign exchange earnings and Outgo:

- Foreign Exchange earned in terms of actual inflows during the year: ₹ 204.13 crore.; and
- Foreign Exchange outgo during the year in terms of actual outflows: ₹ 112.93 crore.

### (B) Technology absorption:

- i. The efforts made towards technology absorption:

All process technologies are developed in-house at the R&D.

The R&D is equipped with instruments and equipment to generate products from gram scale to kilo scale. After completely studying the process in pilot plant, standard operating procedures are developed for implementation in the plant.

## Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status and Company's Operations in future

The Company has not received any order passed by Regulators or Courts or Tribunals impacting the Going Concern Status and the Company's operations in future.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2023-24.

No. of complaints received	NIL
No. of complaints disposed off	NIL

### Application made or any Proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016)

There is no such application made or proceedings pending during the year under review.

### Difference between amount of the Valuation done at the time of One Time Settlement and the valuation done while taking loan from the Banks or Financial Institutions

There is no such valuation done during the year under review.

### Particulars of employees

The Company had 949 permanent employees as on March 31, 2024. The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Companies Act, 2013) to the median of employees' remuneration, and the list of top 10 employees in terms of remuneration drawn, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014, form part of **Annexure 4** to this Board's report.

### Insurance

The Company continues to carry adequate insurance cover for all its assets against foreseeable perils like fire, flood, earthquake, etc. and continues to maintain the Liability Policy as per the provisions of the Public Liability Insurance Act.

### Credit Ratings

During the year under review, the Company had a short-term credit rating of CARE A1+ and a long-term rating of CARE A+; Stable / CARE A1+ (Single A Plus; Outlook:Stable / A One Plus) by CRISIL Limited for bank loan facilities aggregating to ₹ 160 crore.

### Vigil Mechanism:

In accordance with the provisions of the Act and listing regulations, Vigil Mechanism for directors and employees to report genuine concerns has been established.

The Vigil Mechanism Policy has been uploaded on the website of the Company under investor relations/ listing compliances tab at Policy on Vigil Mechanism.

### Annual Return

The Annual Return as provided under Section 92 of the Act is available on the website of the Company at <https://www.indiapesticideslimited.com>

### Acknowledgement

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

By the order of the Board.  
For **India Pesticides Limited**

**Anand Swarup Agarwal**  
Non- Executive Director  
DIN:00777581  
Address: Water works road,  
Swarup Cold Storage  
Aishbagh-Lucknow 226004

**Rajendra Singh Sharma**  
Whole-time Director  
DIN:02487797  
Address: Rajajipuram, Awas Vikas  
Colony, Lucknow-226017

**Date: 30.05.2024**  
**Place: Lucknow**

# Annexure -1

## FORM AOC-1

Statement containing salient features of the Financial Statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts ₹ In Crores)

S. No.	Particulars	Subsidiary
1.	Name of the subsidiary	Shalvis Specialities Limited
2.	The reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as the Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable
4.	Share Capital	27.90
5.	Reserves & Surplus	(2.69)
6.	Total assets	38.50
7.	Total Liabilities	13.29
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit/ (Loss) before Taxation	(1.29)
11.	Provision for Taxation	(0.46)
12.	Profit/ (Loss) after Taxation	(0.83)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

The following information shall be furnished at the end of the statement:-

- Names of subsidiaries which are yet to commence operations** – Nil
- Names of subsidiaries which have been liquidated or sold during the year**- Nil

### Part "B": Associates and Joint Ventures – Not Applicable



## FORM AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts ₹ In Crore)

S. No.	Particulars	Subsidiary
1.	Name of the subsidiary	Amona Specialities Private Limited
2.	The reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as the Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	Not Applicable
4.	Share Capital	1.00
5.	Reserves & surplus	(0.0192)
6.	Total assets	1.0048
7..	Total Liabilities	0.0240
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit/ (Loss) before Taxation	(0.0240)
11.	Provision for Taxation	(0.0048)
12.	Profit/ (Loss) after Taxation	(0.0192)
13.	Proposed Dividend	Nil
14.	% of shareholding	51%

The following information shall be furnished at the end of the statement:-

- Names of subsidiaries which are yet to commence operations** - Nil
- Names of subsidiaries which have been liquidated or sold during the year**- Nil

### Part "B": Associates and Joint Ventures - Not Applicable

# Annexure -2

## SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**India Pesticides Limited**  
35-A Civil Lines, Bareilly -243001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by INDIA PESTICIDES LIMITED (CIN: L24112UP1984PLC006894) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

### I.

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

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, etc. as amended from time to time, mentioned above.

- II.**
- Insecticides Act, 1968
  - Industrial Employment Standing Order Act, 1946
  - Industrial Disputes Act, 1947
  - Factories Act, 1948
  - The Code on Wages, 2019
  - Workmen's Compensation Act, 1923
  - Employees' State Insurance Act, 1947
  - Employees' Provident Fund & Miscellaneous Provisions Act, 1952
  - Payment of Gratuity Act, 1972
  - The Boilers Act, 1923
  - The Standards of Weight & Measurement Act, 1985
  - The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - Goods and Services Tax Act, 2017
  - The Pesticides Management Bill, 2020
  - Drugs and Cosmetics Act, 1940
  - The Petroleum Act, 1934
  - The Explosives Act, 1884
  - The Environment Protection Act, 1986
  - Air (Prevention and Control of Pollution) Act, 1981
  - The Water (Prevention and Control of Pollution) Act, 1974
  - Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
  - The Public Liability Insurance Act, 1991
  - Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
  - Uttar Pradesh Shops and Commercial Establishments Act, 1962
  - The Foreign Trade (Regulation and Development) Act, 1992
  - Consumer Protection Act, 2019
  - The Bureau of Indian Standards Act, 2016
  - The Legal Metrology Act, 2009
  - Intellectual Property Laws
  - The Equal Remuneration Act, 1976
  - The Child Labour (Protection Regulation) Act, 1986
  - The Maternity Benefit Act, 1961
  - The Apprentices Act, 1961
  - The Interstate Migrant Workmen Act, 1979
  - The Trade Unions Act, 1926
  - Indian Stamp Act, 1899
  - Income Tax Act, 1961
  - Occupational Safety, Health and Working Conditions Code, 2020
  - The Code on Social Security, 2020
  - Contract Labour (Regulation and Abolition) Act, 1970
  - The Export (Quality Control And Inspection) Act, 1963
  - The MSME Act
  - The Legal Metrology (Packaged Commodities) Rules, 2011;
  - The Poisons Act, 1919;
  - Water (Control of Pollution) Cess Rules, 1978
  - The Chemical Accident (Emergency Planning, Preparedness And Response) rules, 1996
  - Industrial ( Development and Regulation) Act, 1951
  - Professional tax Act
  - Labour Welfare Fund
  - National and festival holidays Act
  - The Child and Adolescent Labour (Prohibition & Regulation) Act, 1986
  - Labour Laws (simplification of procedure for furnishing returns & maintaining registers by certain establishments) Act, 1988.
- During the year under review the Company has filed periodical returns and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as amended from time to time, mentioned above.
- We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under the Act, Laws and Regulations to the Company.
- We have also examined compliance with the applicable clauses of the following: -
- a. Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Central Government.
  - b. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

**We further report that:**

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

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

Majority decision is carried through while there has been no member dissenting from the decisions arrived.

**We further report that during the year under review:**

- Mr. Rajendra Singh Sharma (DIN-02487797) was re-appointed as Whole-Time Director by the Board of Directors in their meeting held on 30<sup>th</sup> May, 2023 w.e.f 1<sup>st</sup> October, 2023 for a further period of five years, subject to the approval of shareholders, which was obtained at the Annual General Meeting held on 24<sup>th</sup> August, 2023.
- The Board of Directors at their meeting held on 30<sup>th</sup> May, 2023 approved the grant of 28,79,088 (Twenty Eight Lakh Seventy Nine Thousand Eighty Eight) Stock Options i.e. India Pesticides Employees Stock Option Plan 2023 ("ESOP 2023"/ "Plan") to the eligible employees of the Company, subject to the approval of shareholders, which was obtained at the Annual General Meeting held on 24<sup>th</sup> August, 2023.
- Mr. Satya Prakash Gupta was re-appointed as Chief Financial Officer (KMP) of the company for a period of two years w.e.f. 28.09.2023 by the Board of Directors in their meeting held on 31<sup>st</sup> July, 2023.
- Mr. Vishal Swarup Agarwal (DIN: 00723099) and Mr. Vishwas Swarup Agarwal (DIN: 07388919) were appointed as Additional Director (Non-Executive under Promoter Category) of the Company by the Board of directors in their meeting held on 6<sup>th</sup> November, 2023, for a term of five years. Later they were regularized as Directors of the Company by obtaining Shareholder's approval through Postal ballot dated 19<sup>th</sup> January, 2024.

- Mr. Anand Swarup Agarwal (DIN: 00777581) resigned as Chairman of the Company w.e.f 14<sup>th</sup> December, 2023, but continued to be Director of the Company.
- Mrs. Madhu Dikshit (DIN: 08495360), Independent Director was appointed as Chairperson of the Company by the Board of Directors through resolution passed by circulation dated 14<sup>th</sup> December, 2023.
- A subsidiary of the Company with a holding of 51% named **Amona Specialities Private Limited** has been incorporated on 4<sup>th</sup> January, 2024.

**We further report that during the year under review:**

- The Company has delayed in submission of the Related Party Transactions under Regulation 23 (9) of SEBI (LODR) Regulations, 2015 for the half year ended 30<sup>th</sup> September, 2023 to National Stock Exchange of India Limited (NSE) and BSE Limited, and for such delay fine of ₹ 5,000 each was imposed by both the stock exchanges. The Company has duly paid ₹ 5,900 each (including GST) to both the Stock Exchanges on 27<sup>th</sup> December, 2023.
- The Company has delayed in submitting the proceedings of the Annual General Meeting of the Company held on 24<sup>th</sup> August, 2023 under Regulation 30(6) read with Schedule III of SEBI (LODR) Regulations, 2015 to both the stock exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited.

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

For GSK & Associates  
(Company Secretaries)  
FRN: P2014UP036000

**Khushboo Gupta**

Partner

(M. No.: F7243)

(CP No.: 7886)

PR No: 2072/2022

UDIN: F007243F000508667

Date: 30.05.2024

Place: Lucknow

# Annexure -3

## FORMAT FOR THE ANNUAL REPORT ON CSR INITIATIVES TO BE INCLUDED IN THE BOARD REPORT BY QUALIFYING COMPANIES

### 1. Brief outline of the Company's CSR policy:

- i. Health care: supporting various medical initiatives aiming at reducing mortality rate of children, regular health checkups for poor including children in schools of neighboring regions, promoting preventive health care, etc.
- ii. Skill Development and Women Empowerment and vocational training programmes for differently abled persons.
- iii. Promoting Education.
- iv. Promoting Sports through various events.
- v. Good Agricultural Practices.
- vi. Model Village/Habitation Development- Co Community Development.
- vii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the weaker sections of the society and women.
- viii. Rural Development Projects.
- ix. Protection of flora and fauna.

### 2. The composition of the CSR Committee:

Sr. No.	Name Of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Mohan Vasant Tanksale	Independent Director	1	1
2.	Mr. Anand Swarup Agarwal	Non-Executive Director	1	1
3.	Mr. Rajendra Singh Sharma	Wholetime Director	1	1
4.	Mr. Vishal Swarup Agarwal	Non-Executive Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.indiapesticideslimited.com>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **NA**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **NA**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)

### 6. Average net profit of the Company as per section 135(5): ₹ 1,97,15,93,254

- (a) Two percent of average net profit of the Company as per section 135(5): ₹ 3,94,31,865
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.: NIL
- (c) Amount required to be set off for the Financial Year, if any: NIL
- (d) Total CSR obligation for the Financial Year (7a+7b-7c): ₹ 3,94,31,865

**7. (a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date	Name of the fund	Amount	Date of transfer
₹ 1,05,10,575	₹ 2,89,21,290	30.04.2024	-	-	-

**(b) Details of CSR amount spent against ongoing projects for the Financial Year:**

(1) S. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No)	(5) Location of the project.		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/ No)	(11) Mode of Implementation - Through Implementing Agency
				State	District						
1.	Health Care	Clause I of Schedule VII	Yes	U.P.	Lucknow	36	1,88,00,000	59,88,046.00	46,27,406	Yes	Directly
2.	Education	Clause II of Schedule VII	Yes	U.P.	Hardoi	36	1,03,00,000	10,86,590.00	63,62,684	Yes	Directly
3.	Rural Development	Clause X of Schedule VII	Yes	U.P.	Lucknow	36	1,81,00,000	9,14,950	66,51,897	Yes	Directly
4.	training to promote rural sports, national	Clause VII of Schedule VII	Yes	U.P.	Hardoi	36	1,83,00,000	24,20,989.00	11,56,852	Yes	Directly
5.	ensuring environmental sustainability, ecological balance	Clause IV of Schedule VII	Yes	U.P.	Lucknow	36	2,47,00,000	1,00,000.00	1,01,22,452	Yes	Directly
							<b>902,00,000</b>	<b>1,05,10,575</b>	<b>2,89,21,290</b>		

**(a) Details of CSR amount spent against other than ongoing projects for the financial year: NA**

(1) S. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No)	(5) Location of the project.		(6) Amount spent for the project (in ₹).	(7) Mode of implementation - Direct (Yes No)	(8) Mode of implementation - Through implementing agency:	
				State	District			Name	CSR registration number

**(b) Amount spent in Administrative Overheads:** Not Applicable**(c) Amount spent on Impact Assessment, if applicable:** Not Applicable**(d) Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹ 1,05,10,575**(e) Excess amount for set off, if any:** Not applicable

Sr. No.	Particulars	Amount (₹)
1.	Two percent of average net profit of the company as per section 135(5)	
2.	Total amount spent for the Financial Year	
3.	Excess amount spent for the financial year [(ii)-(i)]	
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	

**9 (a) Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in ₹)			Amount remaining to be spent in succeeding financial years. (in ₹)
					Amount (in ₹)	Date of transfer	
1	20-21	3,10,37,351.00	0.00	75,48,149		2021-03-31	2,34,89,202
2	21-22	1,89,93,934.00	97,42,948.67	1,78,43,369		2022-04-30	2,46,39,767
3	22-23	2,58,60,817	2,11,12,712.85	1,88,23,345		2023-04-29	3,16,77,239

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

Report for FY:					2020-21			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year. (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project Completed / Ongoing
1	1	Health Care	FY-1 (31-03-2021)	In Continuation	1,12,49,000.00	39,73,339.00	1,02,52,446.00	On Going Project
2	2	Education	FY-1 (31-03-2021)	In Continuation	75,00,000.00	5,30,598.00	11,65,362.00	On Going Project
3	3	Rural Development	FY-1 (31-03-2021)	In Continuation	72,00,000.00	39,06,568.00	41,10,717.00	On Going Project
4	4	Sports	FY-1 (31-03-2021)	In Continuation	75,00,000.00	11,57,500.00	14,57,500.00	On Going Project
5	5	Environmental	FY-1 (31-03-2021)	In Continuation	50,65,871.00	17,52,942.00	18,12,442.00	On Going Project
<b>TOTAL</b>					<b>3,85,14,871.00</b>	<b>74,77,520.00</b>	<b>3,10,37,351.00</b>	

Report for FY:					2021-22			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year. (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project Completed / Ongoing
1	1	Health Care	FY-1 (31-03-2022)	In Continuation	11,500,000	54,72,375.00	78,36,740.00	On Going Project
2	2	Education	FY-1 (31-03-2022)	In Continuation	77,00,000	8,76,244.00	1,58,4691.00	On Going Project
3	3	Rural Development	FY-1 (31-03-2022)	In Continuation	74,00,000	1,00,000.00	5,35,942.00	On Going Project
4	4	Sports	FY-1 (31-03-2022)	In Continuation	75,00,000	4,45,000.00	4,45,000.00	On Going Project
5	5	Environmental	FY-1 (31-03-2022)	In Continuation	60,00,000	85,469.00	85,469.00	On Going Project
<b>TOTAL</b>					<b>4,01,00,000.00</b>	<b>35,08,754.00</b>	<b>1,89,93,934.00</b>	

Report for FY:					2022-23			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year. (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project Completed / Ongoing
1	1	Health Care	FY-1 (31-03-2021)	In Continuation	80,00,000	54,72,375	12,90,373	On Going Project
2	2	Education	FY-1 (31-03-2021)	In Continuation	75,00,000	8,76,244	54,35,654	On Going Project
3	3	Rural Development	FY-1 (31-03-2021)	In Continuation	80,00,000	1,00,000	71,13,598	On Going Project
4	4	Sports	FY-1 (31-03-2021)	In Continuation	55,00,000	4,45,000	45,14,349	On Going Project
5	5	Environmental	FY-1 (31-03-2021)	In Continuation	88,00,000	85,469	75,06,843	On Going Project
<b>TOTAL</b>					<b>3,78,00,000</b>	<b>69,79,088</b>	<b>2,58,60,817</b>	

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). NOT APPLICABLE**

Sr. No.	Particulars	Amount (₹)
a.	Date of creation or acquisition of the capital asset(s)	
b.	Amount of CSR spent for creation or acquisition of capital asset.	
c.	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
d.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	

- 11.** Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): The Company didn't find suitable areas for spending the amount for well-being of society.

**On behalf of the CSR Committee**

**Mohan Vasant Tanksale**  
(Chairman of CSR committee of the Com



# Annexure -4

## Annexure to the Report of Board of Directors Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### I. A) Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2023-24.

Sr. No.	Name of Director(s)/KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Rajendra Singh Sharma	Whole- time Director	2.06

### B) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2023-24:

Sr. No.	Name of the Director / CFO / CEO / CS	Designation	Percentage (%) increase in Remuneration
1	Mr. Rajendra Singh Sharma	Wholetime Director	10%
2.	Mr. Dheeraj Kumar Jain	Chief Executive Officer	10%
3.	Mr. Satya Prakash Gupta	Chief Financial Officer	10%
4.	Mr. Ajeet Pandey	Company Secretary & Compliance Officer	10%

- The percentage increase in the median remuneration of Employees for the financial year was 10 %.
- The Company has 949 permanent Employees on the rolls of Company as on 31<sup>st</sup> March 2024.
- Average increase made in the salaries of employees other than the managerial personnel in the financial year was 10%.
- It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

### II. Information as per Rule 5(2) of Chapter XIII, of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

- Details of employee Employed throughout the financial year was in receipt of remuneration for that year which in the aggregate, was not less than One Crore and Two lakh rupees: **NIL**.
- Details of employees Employed for a part of the financial year who were in receipt of remuneration for any part of that year at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty Thousand rupees per month: **NIL**.

#### Note:

- a) The above list does not include Non-Executive Directors who were paid only sitting fee for attending the meetings of the Board/Committees at the fees of ₹ 100000 and ₹ 50,000/- per meeting respectively. Therefore, their median of remuneration being not applicable and hence not given. The remuneration of Non-Executive Directors, details of which are provided in the Corporate Governance Report and is governed by the Nomination & Remuneration Policy, as detailed in the said Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

For India Pesticides Limited

**Anand Swarup Agarwal**

Non-Executive Director

DIN: 00777581

Address: Swarup Bhawan,  
Water Works Road, Aishbagh,  
Lucknow -226004

**Rajendra Singh Sharma**

Wholetime Director

DIN: 02487797

Address:-E-2866, RajajiPuram  
Awass Vikas Colony  
Lucknow -226017

Date: 30.05.2024

Place: Lucknow

# Report on Corporate Governance

The Board of Directors (“the Board”) of India Pesticides Limited (“IPL”/“the Company”) present the Company’s Report on Corporate Governance for the year ended March 31, 2024 in terms of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time.

## 1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes in sustainable & effective corporate governance. The company always focuses toward continuous performance improvement at all levels by adhering to practices of corporate governance, such as managing its affairs with responsibility, accountability, diligence and transparency. We have therefore deliberated policies, processes, procedures and plans to enhance performance and stakeholders’ value in the long run.

The Company’s visionary founder, promoter & Non-Executive Director, Mr. Anand Swarup Agarwal and the Chairperson of the Company, Dr. Madhu Dikshit (Independent Director) established a culture which ensures that all its activities are for the mutual benefit of the Company and stakeholders comprising customers, regulators, employees, shareholders and the community at large.

The Company has adopted practices to sustain the culture of good governance that comprise of fair representation of professionally qualified Directors on the Board, disclosure of information on performance, constitution of Board Committees as a part of the internal control system, adequate and timely compliance, payment of statutory dues, ownership, governance and accountability at all levels, and overall effective management control.

The organizational and governance structure enables an environment for value creation through sustainable and profitable growth. The governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibilities.

Governance structure of the Company comprises of the Board of Directors at the top level and the internal governance structure at the operational level. The Chairperson, Promoter Directors and Chief Executive Officer are in overall control and responsible for the working of the Company, gives strategic directions, lays down the policy guidelines and ensures the implementation of the decisions of the Board and

its committees. The primary role of the Board is to protect the interest and enhance the value for all the stakeholders. It conducts the overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision making process to be followed.

Executives of the Company, one level below the Board, on quarterly basis reviews certain parameters such as health of the organization, regulatory management, risks management strategy, HSE (Health, Safety & Environment), succession planning and leadership development. Apart from reviews, Executives and leaders discuss the most important business issues and challenges and takes decisions within the framework of the Board.

The Company has fortified itself from any unwanted incidents through effective Vigil Mechanism & Whistle Blower Procedure, Anti-Bribery and Anti-Corruption Policy, Risk Management Policy, Anti Sexual Harassment Policy. Employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct under this policy in good faith. All these policies ensure that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern

## 2. BOARD OF DIRECTORS:

The Board of Directors comprises Eight (8) Directors, three (3) of whom are Non-Executive and Independent Directors, out of which One (1) is an Independent Woman Director and Chairperson of the Company, constituting 1/3<sup>rd</sup> of the total strength of the Board. Four (4) out of remaining Five (5) members of the Board are Non-Executive & Non-Independent Directors & rest one (1) is Executive Director (Whole time Director). The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Act.

As the Chairperson of the Board is an Independent Director of the Company the provisions of Regulation 17(1)(b) of the Listing Regulations stipulate that if the Chairperson of a Company is a Non-Executive Director and Independent Director therefore, at least One Third of the Board should consist of Independent Directors, have been complied with. In the opinion of the Board, the Independent Directors of the Company fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Schedule IV thereto and also Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

The Board comprises Directors of repute, who are experienced business persons, professionals, and executives. The Executive Director command respect in the industry for their valuable experience and contribution. They look after the areas of responsibilities independently and seek directions/ guidance from the Chairperson on all important matters. IPL's management team endeavors to adhere to the directions of the Board.

In line with the Nomination, Remuneration Policy of the Company, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc.

### 3. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF:

#### 3.1 The composition of the Company's Board and other requisite details, which is in conformity with Regulation 17 of the Listing Regulations and other applicable requirements, and other requisite details are given in the table below:

Sr. No.	Name of the Director	Category of Director	Relationship with other Directors	Shareholding in the Company as at March 31, 2024 (in Number and Percentage)
1.	Dr. Madhu Dikshit	Chairperson & Non-Executive / Independent Director	-	Nil
2.	Mr. Anand Swarup Agarwal	Promoter, Non-Executive, Non-Independent Director	Father of Mr. Vishal Swarup Agarwal and Mr. Vishwas Swarup Agarwal	35848092; 31.13%
3.	Mr. Rajendra Singh Sharma	Executive / Whole-time Director	-	Nil
4.	Mr. Mohan Vasant Tanksale	Non-Executive / Independent Director	-	Nil
5.	Mr. Adesh Kumar Gupta	Non-Executive / Independent Director	-	Nil
6.	Mr. Rahul Arun Bagaria	Non-Executive / Non-Independent Director	-	Nil
7.	Mr. Vishal Swarup Agarwal	Non-Executive, Non-Independent Director	Son of Mr. Anand Swarup Agarwal and Brother of Mr. Vishwas Swarup Agarwal	278892; 0.24%
8.	Mr. Vishwas Swarup Agarwal	Non-Executive, Non-Independent Director	Son of Mr. Anand Swarup Agarwal and Brother of Mr. Vishal Swarup Agarwal	221486; 0.19%

#### 3.2 Attendance of Directors at Board Meetings and Annual General Meeting (AGM):

Sr. No.	Name of the Directors	No. of Board Meetings attended during Financial Year 2023-24	Whether attended last AGM held on 24 <sup>th</sup> August, 2023
1.	Mr. Anand Swarup Agarwal	5	Yes
2.	Mr. Rajendra Singh Sharma	5	Yes
3.	Mr. Mohan Vasant Tanksale	5	Yes
4.	Mr. Adesh Kumar Gupta	5	Yes
5.	Dr. Madhu Dikshit	5	Yes
6.	Mr. Rahul Arun Bagaria	5	Yes
7.	Mr. Vishal Swarup Agarwal*	3	No
8.	Mr. Vishwas Swarup Agarwal**	2	No

\*Mr. Vishal Swarup Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a director by obtaining Shareholders approval through Postal ballot dated 19th January, 2024.

\*\*Mr. Vishwas Swarup Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a director by obtaining Shareholders approval through Postal ballot dated 19th January, 2024.

**NOTES:**

1. Relationship with other Director(s) means 'Relative' of other Director(s) as defined under section 2(77) of the Act.
2. Company has not issued any convertible instrument.

The details of Directors seeking appointment / re-appointment, and changes in the Board are mentioned in the Board's Report read with the Notice convening the 39<sup>th</sup> Annual General Meeting, forming part of the Annual Report.

#### 4. NUMBER OF DIRECTORSHIP(S) AND CHAIRPERSONSHIP(S)/MEMBERSHIP(S) IN BOARD COMMITTEES OF OTHER COMPANIES AS AT MARCH 31, 2024:

Sr. No.	Name of the Director	Number of directorships in IPL & other public companies (including listed and unlisted)	Details of Directorship in other listed entities	Number of committee positions held in other companies including IPL	
				Chairpersonship(s)	Membership(+) (including chairpersonship)
1	Mr. Anand Swarup Agarwal	1	Nil	1	1
2	Mr. Rajendra Singh Sharma	3	Nil	0	1
3	Mr. Mohan Vasant Tanksale	9	1. Raja Bahadur International Limited Non-Executive – Independent director  2. Ladderup Finance Limited Non-Executive – Independent director  3. Anand Rathi Wealth Limited Non-Executive – Independent director	5	8
4	Mr. Adesh Kumar Gupta	7	1. Grasim Industries Ltd. Non-Executive – Independent Director  2. Vinati Organics Limited Non-Executive – Independent director  3. Care Ratings Limited Non-Executive – Independent director  4. Krsnaa Diagnostics Ltd. Non-Executive –Independent director	2	7
5	Dr. Madhu Dikshit	2	1. Bharat Immunologicals And Biologicals Corporation Limited- Non-Executive –Independent director	0	0
6	Mr. Rahul Arun Bagaria	3	1. Authum Investment & Infrastructure Ltd.- Non-Executive –Independent director	2	5
7	Mr. Vishal Swarup Agarwal	2	Nil	0	0
8	Mr. Vishwas Swarup Agarwal	2	Nil	0	1

**NOTES:**

1. This excludes directorships in private limited companies, foreign companies and companies licensed under Section 8 of the Act, if any.
2. This relates to chairpersonship / membership in the Audit Committees and Stakeholders Relationship Committees of the board of public limited companies in compliance with Regulation 26(1) of the Listing Regulations.

3. The Directorships and Committee memberships / chairpersonships of all Directors are in accordance with the provisions of the Act and the Listing Regulations.

As mandated by Regulation 17A and 26 (1) (b) of the Listing Regulations, None of the Directors on the Board holds directorships in more than ten public companies and not more than Seven listed entities. None of the Independent Directors serves as an Independent Director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies have been made by the Directors.

## 5. BRIEF PROFILE OF THE DIRECTORS:

### Dr. Madhu Dikshit

Dr Madhu Dikshit (66 years) is an Independent Director of the Company. Dr. Dikshit has been a Director of the Company since December 21, 2020.

Dr. Madhu Dikshit, former Director of the esteemed CSIR – Central Drug Research Institute in Lucknow, is a leading bioscience researcher in India, boasting over 200 research publications and patents. Renowned for her pioneering work in cardiovascular pharmacology and nitric oxide biology, she has made substantial contributions to understanding cardiovascular diseases, with a particular focus on the mechanisms and therapeutic potential of nitric oxide.

Dr. Dikshit is an elected Fellow of several prestigious institutions, including the Indian Academy of Sciences (IAS) in Bengaluru, the Indian National Science Academy (INSA) in Delhi, the National Academy of Science (NASI) in Prayagraj, the National Academy of Medical Sciences (NAMS) in Delhi, and The World Academy of Sciences (TWAS) in Trieste, Italy. She currently serves as the vice president of both INSA and NASI.

In her post-retirement career, she has held significant positions such as Head of the Bioscience and Bioengineering Department at the Indian Institute of Technology (IIT) Jodhpur, and National Chair at the Transitional Health Science and Technological Institute in Faridabad. Currently, Dr. Dikshit is a JC Bose National Fellow at CSIR-CDRI in Lucknow and holds the Distinguished Scientist Chair of the Ministry of AYUSH, Government of India.

Dr. Madhu Dikshit has been appointed the Chairperson of the Company, effective December 15, 2023.

### Mr. Anand Swarup Agarwal

Mr. Anand Swarup Agarwal (79 years) is the Promoter, Chairman\* and non-executive Director of our Company.

He holds a bachelor's degree in law from the University of Lucknow. He has over 38 years of experience in agrochemical manufacturing. He is one of the Promoters and one of the founders of our Company. In the year 2003, the Government of India, Ministry of Finance (Department of Economic Affairs – Banking Division) nominated him as a part time non-official director on the board of directors of Punjab National Bank for a period of three years from November 25, 2003. He has also been a director on the board of directors of PNB Gilts Limited. He has been awarded with the UP Ratan award in the year 2013 by the 'All India Conference of Intellectuals'.

\*Mr. Agarwal hold the Chairpersonship till 14.12.2023.

### Mr. Rajendra Singh Sharma

Mr. Rajendra Singh Sharma (79 years) is a Whole-time Director of our Company. He holds a bachelor's degree of science in agriculture from the University of Meerut. He has been associated with the Company since last 25 years and was initially appointed as a director of our Company on June 10, 1998. He has experience in marketing, administration & Agro-Chemical manufacturing.

### Mr. Mohan Vasant Tanksale

Mr. Mohan Vasant Tanksale (70 years) is an Independent Director of the Company. Mr. Tanksale has been a Director of the Company since December 21, 2020.

Mr. Tanksale is one of the most senior and respected bankers in India, having been the Chairman & Managing Director of Central Bank of India and the CEO of the Indian Banks Association (IBA). He is a Fellow member of Management Accountants of India (FCMA) and Indian Institute of Banking and Finance (CAIIB) and has spent over 4 decades in the Indian banking industry, during which he led three major Indian Public Sector banks. Mr. Tanksale has been conferred with several prestigious awards and recognitions and served on important committees of the Reserve Bank of India (RBI) and the Government of India. Besides serving on Company Boards, Mr. Tanksale is also an Advisor to SWIFT India (SWIFT India Domestic Services Private Limited, a majority owned subsidiary of Society of Worldwide Interbank Financial Telecommunication, Belgium) which supports high quality financial messaging services globally.

**Mr. Adesh Kumar Gupta**

Mr. Adesh Kumar Gupta (67 years) is an Independent Director of the Company. Mr. Gupta has been as an Independent Director of the Company since January 23, 2021.

Mr. Adesh Kumar Gupta, Chartered Accountant, Company Secretary and AMP from Harvard is a professional with rich experience of over 40 years in Corporate Strategy, M&A, Business restructuring, Fund raising, Taxation etc. During his distinguished career of over 3 decades in Aditya Birla Group, Mr Adesh Gupta held various senior positions (including Board positions) in companies in various fields including Indian Rayon, Birla Global Finance, Aditya Birla Nuvo Ltd and Grasim Industries Ltd. Post his retirement as Whole-Time Director & CFO of Grasim Industries Ltd. Mr Adesh Gupta is working as insolvency professional and currently service on the board of various boards which includes Grasim Industries Ltd, India Pesticides Ltd., Krsnaa Diagnostics Limited.

Mr. Adesh Gupta was awarded with Best CFO award by ICAI, IMA and Business Today. He had also represented FICCI as a Member of NACAS (National Accounting and Auditing Standards) which was instrumental in setting up Accounting Standards in India.

**Mr. Rahul Arun Bagaria**

Mr. Rahul Arun Bagaria (51 years) is a Non-Executive Director of the Company. Mr. Bagaria has been a Director of the Company since January 23, 2021.

Mr. Bagaria is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce from the University of Mumbai and is a Qualified Chartered Accountant. He has more than seven years of professional experience and expertise in the fields of strategy, M&A, taxation, business restructuring.

**Mr. Vishal Swarup Agarwal**

Mr. Vishal Swarup Agarwal (51 years) is a Non-Executive Director of the Company. Mr. Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a director by obtaining Shareholders approval through Postal ballot dated 19<sup>th</sup> January, 2024.

Mr. Agarwal is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce and Master of Business Administration (MBA). He has been an active member of our organization for more than a quarter of a century. Presently, he is also providing services to the company in technical products as well as the administration department.

**Mr. Vishwas Swarup Agarwal**

Mr. Vishwas Swarup Agarwal (49 years) is a Non-Executive Director of the Company. Mr. Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a director by obtaining Shareholders approval through Postal ballot dated 19<sup>th</sup> January, 2024.

Mr. Agarwal is the Non-Executive Director of our Company. He holds Master of Business Administration (MBA) degree. He is providing services to the company in Procurement Division and marketing of technical and formulated products, pharma intermediates and bulk drugs. He has been associated with Company since last more than 20 years.

**The core skills/expertise/competencies identified by the Board as required in the context of the Company's business and sector for it to function effectively and actually available with the Board and the names of directors who possess such skills/expertise/competence is as under:**

Sr. No.	Name & Category of the Director	Expertise/ Skills	Experience	Qualification and Competencies
1.	Mr. Anand Swarup Agarwal  Promoter, Non-Executive, Non-Independent Director	<ul style="list-style-type: none"> <li>Leadership / Operational experience</li> <li>Strategic Planning</li> <li>Industry Experience, Research &amp; Development and Innovation</li> <li>Global Business</li> <li>Financial, Regulatory / Legal &amp; Risk Management</li> <li>Corporate Governance</li> </ul>	over 38 years	He holds a bachelor's degree in law from the University of Lucknow. He has over 38 years of experience in agrochemical manufacturing. He is one of the Promoters and one of the founders of our Company. In the year 2003, the Government of India, Ministry of Finance (Department of Economic Affairs – Banking Division) nominated him as a part time non-official director on the board of directors of Punjab National Bank for a period of three years from November 25, 2003. He has also been a director on the board of directors of PNB Gilts Limited. He has been awarded with the UP Ratan award in the year 2013 by the All-India Conference of Intellectuals.
2.	Mr. Rajendra Singh Sharma  Whole-time Director	<ul style="list-style-type: none"> <li>Leadership / Operational experience</li> <li>Strategic Planning</li> <li>Industry Experience &amp; Research</li> <li>Corporate Governance</li> </ul>	33 years	He holds a bachelor's degree of science in agriculture from the University of Meerut. He has been associated with the Company since last 25 years and was initially appointed as a director of our Company on June 10, 1998. He has experience in marketing, administration & agro-chemical manufacturing.
3.	Mr. Mohan Vasant Tanksale  Independent Director	<ul style="list-style-type: none"> <li>Leadership / Operational experience</li> <li>Strategic Planning</li> <li>Industry Experience, Research &amp; Development and Innovation</li> <li>Regulatory / Legal &amp; Risk Management</li> <li>Corporate Governance</li> </ul>	42 years	Mr. Tanksale is one of the most senior and respected bankers in India, having been the Chairman & Managing Director of Central Bank of India and the CEO of the Indian Banks Association (IBA). He is a Fellow member of Management Accountants of India (FCMA) and Indian Institute of Banking and Finance (CAIIB) and has spent over 4 decades in the Indian banking industry, during which he led three major Indian Public Sector banks. Mr. Tanksale has been conferred with several prestigious awards and recognitions and served on important committees of the Reserve Bank of India (RBI) and the Government of India. Besides serving on Company Boards, Mr. Tanksale is also an Advisor to SWIFT India (SWIFT India Domestic Services Private Limited, a majority owned subsidiary of Society of Worldwide Interbank Financial Telecommunication, Belgium) which supports high quality financial messaging services globally
4.	Mr. Adesh Kumar Gupta  Independent Director	<ul style="list-style-type: none"> <li>Leadership / Operational experience</li> <li>Strategic Planning</li> <li>Industry Experience, Global Business</li> <li>Financial, Regulatory / Legal &amp; Risk Management</li> <li>Corporate Governance</li> </ul>	43 years	Mr. Gupta is a qualified Chartered Accountant, Company Secretary and AMP from Harvard is a professional with rich experience of over 40 years in Corporate Strategy, M&A, Business restructuring, Fund raising, Taxation etc. During his distinguished career of over 3 decades in Aditya Birla Group, Mr. Adesh Gupta held various senior positions (including Board positions) in companies in various fields including Indian Rayon, Birla Global

Sr. No.	Name & Category of the Director	Expertise/ Skills	Experience	Qualification and Competencies
5.	Dr. Madhu Dikshit  Independent Director, Chairperson of Company	<ul style="list-style-type: none"> <li>● Strategic Planning</li> <li>● Industry Experience,</li> <li>● Research &amp; Development</li> <li>● Innovation, Regulatory / Legal &amp; Risk Management</li> <li>● Corporate Governance</li> </ul>	42 years	<p>Mr. Adesh Gupta was awarded with Best CFO award by ICAI, IMA and Business Today. He had also represented FICCI as a Member of NACAS (National Accounting and Auditing Standards) which was instrumental in setting up Accounting Standards in India Finance, Aditya Birla Nuvo Ltd and Grasim Industries Ltd. Post his retirement as Whole-Time Director &amp; CFO of Grasim Industries Ltd. Mr. Adesh Gupta is working as insolvency professional and currently service on the board of various boards which includes Care Ratings Ltd, Vinati Organics Ltd.</p> <p>He had also represented FICCI as a Member of NACAS (National Accounting and Auditing Standards) which was instrumental in setting up Accounting Standards in India.</p> <p>Dr. Madhu Dikshit, former Director of the esteemed CSIR – Central Drug Research Institute in Lucknow, is a leading bioscience researcher in India, boasting over 200 research publications and patents. Renowned for her pioneering work in cardiovascular pharmacology and nitric oxide biology, she has made substantial contributions to understanding cardiovascular diseases, with a particular focus on the mechanisms and therapeutic potential of nitric oxide. Dr. Dikshit is an elected Fellow of several prestigious institutions, including the Indian Academy of Sciences (IAS) in Bengaluru, the Indian National Science Academy (INSA) in Delhi, the National Academy of Science (NASI) in Prayagraj, the National Academy of Medical Sciences (NAMS) in Delhi, and The World Academy of Sciences (TWAS) in Trieste, Italy. She currently serves as the vice president of both INSA and NASI. In her post-retirement career, she has held significant positions such as Head of the Bioscience and Bioengineering Department at the Indian Institute of Technology (IIT) Jodhpur, and National Chair at the Transitional Health Science and Technological Institute in Faridabad. Currently, Dr. Dikshit is a JC Bose National Fellow at CSIR-CDRI in Lucknow and holds the Distinguished Scientist Chair of the Ministry of AYUSH, Government of India.</p>



Sr. No.	Name & Category of the Director	Expertise/ Skills	Experience	Qualification and Competencies
6.	Mr. Rahul Arun Bagaria Non-Executive Director	<ul style="list-style-type: none"> <li>• Leadership / Operational experience</li> <li>• Strategic Planning</li> <li>• Industry Experience,</li> <li>• Financial,Regulatory/ Legal &amp; Risk Management</li> <li>• Corporate Governance</li> </ul>	8 years	He holds a bachelor's degree in commerce from the University of Mumbai and is a Qualified Chartered Accountant. He has more than seven years of professional experience and expertise in the fields of strategy, M&A, taxation, business restructuring.
7.	Mr. Vishal Swarup Agarwal	<ul style="list-style-type: none"> <li>• technical products</li> <li>• Strategic Planning</li> <li>• Industry Experience &amp;Research</li> <li>• Corporate Governance</li> </ul>	22 years	He Hold Bachelor degree of Commerce & Master of Business Administration (MBA). He has been an active member of our organization for more than a quarter of a century. Presently, he is also providing services to the company in technical products as well as the administration department.
8.	Mr. Vishwas Swarup Agarwal	<ul style="list-style-type: none"> <li>• Technical</li> <li>• Formulated products</li> <li>• Marketing</li> <li>• Strategic Planning</li> <li>• pharma intermediates</li> <li>• Industry Experience &amp;Research</li> <li>• Corporate Governance</li> </ul>	20 years	He Hold Master Degree of Business Administration (MBA) and he is providing services to the company in Procurement Division and marketing of technical and formulated products, pharma intermediates and bulk drugs. He has been associated with Company since last more than 20 years.

## 6. BOARD MEETINGS AND PROCEDURES:

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company, management policies and their effectiveness and ensuring that the long-term interest of the shareholders is served. The internal guidelines of the Board and Committee Meetings facilitate the decision - making process at the meetings in an informed and efficient manner.

### 6.1 Scheduling and selection of Agenda Items for Board Meetings:

- i) Minimum four (4) Board Meetings are held in each calendar year in accordance with the Act and Secretarial Standard-1 on Meetings of the Board of Directors ("SS-1"). Additional Board Meetings are convened to address the specific needs of the Company, as and when they arise. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
  - ii) The Board has complete access to any information within the Company and with the employees of the Company. The minimum information placed before the Board includes:
    - 1) Annual operating plans and quarterly updates.
    - 2) Capital budgets and any updates.
    - 3) Quarterly results for the Company, its businesses and subsidiaries.
    - 4) Minutes of meetings of Audit Committee and other committees of the Board, and also resolutions passed by way of circulation.
    - 5) The information on recruitment, remuneration and resignation of senior management personnel just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
    - 6) Show cause, demand, prosecution notices and penalty notices, which are materially important.
    - 7) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
    - 8) Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
    - 9) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- 10) Details of any joint venture or collaboration agreement.
  - 11) Minutes of Board Meetings of Subsidiaries.
  - 12) Statement of all significant transactions and arrangements entered into by the unlisted subsidiary.
  - 13) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
  - 14) Significant labour problems and their proposed solutions and any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
  - 15) Sale of material nature of investments, subsidiaries and assets, which is not in normal course of business.
  - 16) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
  - 17) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
  - 18) Dividend recommendation and / or declaration.
  - 19) Quarterly summary of the borrowings, loans and investments.
  - 20) Internal audit findings and statutory audit report.
  - 21) Company's Annual Financial Results, Financial Statements, Auditor's Report and Board's Report and annexures thereto.
  - 22) Formation / reconstitution of Board Committees.
  - 23) Terms of reference of Board Committees.
  - 24) Declaration of Independence by Independent Directors at the time of appointment and thereafter annually and as and when there is any change in the circumstances which may affect their status as an Independent Director.
  - 25) Disclosure of Director's interest and their shareholding.

- 26) Appointment of Internal Auditors and Secretarial Auditors.
  - 27) Annual Secretarial Audit Reports submitted by Secretarial Auditors.
  - 28) Recommending the appointment of and fixing of remuneration of the Statutory Auditors as recommended by the Audit Committee.
  - 29) Reconciliation of Share Capital Audit Report under Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
  - 30) Quarterly Investor Grievance Redressal Report under Regulation 13(3) of the Listing Regulations.
- iii) The Chairman of the Board and the Company Secretary of IPL finalize the Agenda Papers for the Board and Committee Meetings.

#### 6.2 Board material distributed in advance:

- i) Notices, Agendas and Notes on Agendas are circulated to the Directors in advance. All material information is incorporated in the Agenda Papers for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the Agenda, the same is placed at the meeting with specific reference to this effect in the Agenda, in accordance with SS-1.
- ii) In special and exceptional circumstances, additional or supplementary item(s) on the Agenda is (are) permitted. Sensitive subject matters may be discussed at the meetings without written material being circulated in advance, in accordance with SS-1.
- iii) General consent for giving Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information at a shorter Notice are taken in the first Meeting of the Board held in each Financial Year, in accordance with SS-1.

#### 6.3 Recording Minutes of proceedings at Board and Committee Meetings:

The Company Secretary records the minutes of the proceedings of each Board and Committee Meeting. Draft minutes are circulated to all the members of the Board / Committee for their comments in accordance with Section 118 of the Act and SS-1.

#### 6.4 Post Meeting follow-up mechanism:

Follow up in the form of an Action Taken Report on the decisions/minutes of the previous meeting(s) is placed at the succeeding meeting for noting by the Board / Committee respectively.

#### 6.5 Compliance:

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including, inter-alia, the Act read with the Rules made thereunder and Schedules thereto and the Secretarial Standards issued by the Institute of Company Secretaries of India, each as amended from time to time.

#### 6.6 Board Meetings held during the year:

Five (5) Board Meetings were held during the Financial Year 2023-24 on May 30, 2023; July 31, 2023, November 06, 2023, February 07, 2024 & March 21, 2024. The gap between any two Board Meetings did not exceed 120 days.

As all the directors were present in all the Board Meetings except Mr. Vishwas Swarup Agarwal on 07.02.2024. and leave of absence was granted to him.

#### 6.7 Familiarization Programme:

During Financial Year 2023-2024, one meeting of the Independent Directors was held on March 31, 2024. All the directors were present in the meeting. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors, Non-Executive Directors. A familiarization programme for all, including Independent Directors is uploaded on the Company's website at: <https://www.indiapesticideslimited.com/InvestorRelations.php>

#### 6.8 Quorum:

The quorum of the Board has been adopted pursuant to Regulation 17(2A) of the Listing Regulations, i.e. the quorum of a Meeting of the Board of Directors shall be one-third of total strength of the Board or three directors, whichever is higher, including at least one independent director. Further, the participation of Directors through video conferencing or by other audio-visual means is counted for the purpose of quorum.

### 7. BOARD COMMITTEES:

In terms of the Act and Listing Regulations, as amended from time to time, the Board has constituted the following Committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee. The Board has also constituted a Sub-Committee/Management Committee to open/close bank accounts and give all such power of attorney/authorizations as may be needed by the Whole-Time Directors and employees to represent the Company before the Governmental authorities and any other matter as delegated by the board etc., and authorizations, as may be required.

## 7.1 Audit Committee:

In compliance with Regulation 18 of the Listing Regulations read with Section 177 of the Act and Rules made thereunder, the Audit Committee ("AC") has been constituted to monitor and supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and financial reporting.

According to Section 177 of the Companies Act, 2013, the company's Audit Committee comprised of three directors as on 31.03.2024. The Board accepted the recommendations of the Audit Committee. The composition of the Audit Committee as on 31.03.2024 is as under:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Mohan Vasant Tanksale	Chairman	Non-Executive /Independent Director
Mr. Adesh Kumar Gupta	Member	Non-Executive/Independent Director
Mr. Rahul Arun Bagaria	Member	Non-Executive/ Non- Independent Director

The Audit Committee was last reconstituted by the Board of Directors at their meeting held on February 08, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the Listing Regulations.

### i) The terms of reference of the Audit Committee include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the director's responsibility statement to be included in the Board's report, in terms of the Companies Act, 2013, as amended;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Examination of the financial statement and auditor's report thereon;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice and making appropriate recommendations to the Board to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the Company with related parties;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  16. Discussion with internal auditors of any significant findings and follow up thereon;
  17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  18. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  20. To review the functioning of the whistle blower mechanism;
  21. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  22. Carrying out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;
  23. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
  24. Consider and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- The Audit Committee shall mandatorily review the following information:
1. management discussion and analysis of financial condition and results of operations;
  2. management letters / letters of internal control weaknesses issued by the statutory auditors;
  3. internal audit reports relating to internal control weaknesses;
  4. the appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and
  5. statement of deviations as and when becomes applicable:
    - (a) quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."
- The Audit Committee is required to meet at least four times in a year and not more than 120 days are permitted to elapse between two meetings under the terms of the Listing Regulations.

## ii) Composition and attendance in AC Meetings held during the year:

The Committee met five (5) times on May 30, 2023; July 31, 2023, November 06, 2023, February 07, 2024 & March 21, 2024. The gap between two AC meetings did not exceed 120 days.

The Composition of the AC along with the number of meetings attended by the members during the year is as follows:

Names of Committee Members	Position	Meetings held	Meetings attended
Mohan Vasant Tanksale	Chairman (Non-Executive and Independent)	5	5
Adesh Kumar Gupta	Member (Non-Executive and Independent)	5	5
Mr. Rahul Arun Bagaria	Member (Non-Executive and Non-Independent)	5	5

Ajeet Pandey, Company Secretary of the Company, is Secretary to the Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on August 24, 2023.

The Chief Executive Officer and Chief Financial Officer are regular invitees to the meetings of the Committee. Representatives of the Statutory Auditors, Internal Auditors and Secretarial Auditors are invited to attend the Committee Meetings and share their findings and address queries, if any.

## 7.2 Nomination and Remuneration Committee:

In compliance with Regulation 19 of the Listing Regulations, and Section 178 of the Act read with the Rules made thereunder, the Nomination and Remuneration Committee ("NRC") of the Board has been constituted to primarily assist the Board in fulfilling its responsibilities by, inter-alia, recommending the criteria for Board membership and senior management, recommend the appointment (including re-appointment), remuneration and removal of Board members and senior management, and specify the manner for effective evaluation of Chairman, individual directors, Committees and the Board.

The terms of reference of the Nomination and Remuneration Committee include:

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

- c. consider the time commitments of the candidates
2. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;
3. Devising a policy on diversity of Board;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommending to the Board, all remuneration, in whatever form, payable to senior management.
7. Carrying out any other function as may be required/ mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and
8. Performing such other functions as may be necessary or appropriate for the performance of its duties.

The Nomination, Remuneration and Evaluation Policy of the Company is annexed as an annexure to the Board's Report, forming part of the Annual Report, and is also uploaded on the Company's website at <https://www.indiapesticideslimited.com/InvestorRelations.php>.

The Chairman of the NRC or any other Member of the Committee, so authorized, shall be present at the Annual General Meeting to answer the shareholders' queries.

All recommendations made by the Committee during the Financial Year were accepted by the Board.

### i) Composition and attendance in NRC Meetings held during the year:

The Committee met five (5) times on May 30, 2023; July 31, 2023, November 06, 2023, December 10, 2024 & March 21, 2024.

The composition, along with the number of meetings attended by the members during the year is as follows:

Names of Committee Members	Position	Meetings held	Meetings attended
Mr. Adesh Kumar Gupta	Chairman (Non-Executive and Independent)	5	5
Dr. Madhu Dikshit	Member (Non-Executive and Independent)	5	5
Mr. Rahul Arun Bagaria	Member (Non-Executive and Non- Independent)	5	5

Ajeet Pandey, Company Secretary of the Company, is Secretary to the Committee.

Pursuant to Regulation 19(2A) of the Listing Regulations, the quorum for the meeting of the Nomination and Remuneration Committee shall be one-third of the members of the committee or two members, whichever is higher, and shall include at least one independent director.

**ii) Performance Evaluation criteria for the Board, its Committees and Individual Directors including Independent Directors and Chairman of the Company:**

Pursuant to Sections 134 and 178 of the Act read with Regulations 17 and 19 of the Listing Regulations, a formal evaluation of the performance of the Board, its Committees, the Chairman and Individual Directors was carried out in the Financial Year 2023-24, details of which are provided in the Board's Report forming part of the Annual Report. Parameters for evaluation of Independent Directors include, inter-alia, constructive participation in meetings, intellectual independence, engagement with colleagues on the Board. All Directors were subjected to peer evaluation.

**iii) Remuneration of Directors**

**1) Non-Executive Directors' Compensation and Disclosures:**

The sitting fees for the Board Meeting and Committee Meetings is ₹ 100,000/- and ₹ 50,000/- respectively. The sitting fees paid to Non-Executive Directors during the year are as under:

(Amounts in ₹ Crore)

Sr. No.	Name	Sitting Fees
1.	Mr. Anand Swarup Agarwal	0.075
2.	Mr. Mohan Vasant Tanksale	0.095
3.	Dr. Madhu Dikshit	0.09
4.	Mr. Adesh Kumar Gupta	0.135
5.	Mr. Rahul Arun Bagaria	0.1
6.	Mr. Vishal Swarup Agarwal	0.035
7.	Mr. Vishaws Swarup Agarwal	0.020

**2) Executive Directors:**

Managerial Remuneration to Executive Directors during the Financial Year 2023-24 was as under:-

(Amounts in ₹ Crore)

Sr. No.	Name of Directors	Salary, Perquisites
1.	Mr. Rajendra Singh Sharma	0.09

**NOTES:**

- No bonus, stock option and pension were paid to the Directors.
- No incentives linked with performance are paid to the Directors.
- The term of Executive Directors is for a maximum period of 5 years from the date of appointment. The Company does not have any service contract with any Director.
- Besides the above remuneration, all Executive Directors are also entitled to Company's contribution to Provident Fund, Gratuity and Encashment of Leave as per the Rules of the Company.

**7.3 Stakeholders Relationship Committee:**

In compliance with Regulation 20 of the Listing Regulations read with Section 178 of the Act and the Rules made thereunder, the Stakeholders Relationship Committee ("SRC") has been constituted by the Board for speedy disposal of grievances/complaints relating to stakeholders/investors

**i) Terms of Reference of the Stakeholders' Relationship Committee are as follows:**

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review measures taken for effective exercise of voting rights by shareholders;
3. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company; and
5. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

All recommendations made by the Committee during the Financial Year were accepted by the Board.

## ii) Composition and attendance in SRC Meetings held during the year:

During the year, the SRC met Four (4) times on May 30, 2023; July 31, 2023, November 03, 2023, & February 05, 2024.

The composition of the SRC along with the number of meetings attended by the members during the year is as follows:

Names of Committee Members	Position	Meetings held	Meetings attended
Mr. Anand Swarup Agarwal	Chairman (Non-Executive and Independent)	4	4
Mr. Adesh Kumar Gupta	Member (Non-Executive and Independent)	4	4
Mr. Rajendra Singh Sharma	Member (Executive and Non-Independent)	4	4
Mr. Vishwas Swarup Agarwal	Member (Non-Executive and Non-Independent)	1	0

\*Mr. Vishwas Swarup Agarwal has been appointed as the Member of the Committee on 07-02-2024.

## iii) Compliance Officer:

Ajeet Pandey, Company Secretary of the Company, is designated as the Compliance Officer for complying with the requirements of the Securities Law and the Listing Regulations.

No Complaints were received during the Financial Year 2023-24.

## iv) Investor Grievance Redressal:

The Committee specifically looks into the shareholder redressal and investor complaints on matters relating to refund orders transfer of shares, dematerialization/rematerialization, subdivision, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. In addition, the Committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by the Registrar and Share Transfer Agents, KFin Technologies Private Limited ("the RTA" / "KFinTech"), during the year under review, Fifteen (15) complaints were received from shareholders / investors and all of them were replied / resolved to the satisfaction of the shareholders / investors.

## 7.4 Corporate Social Responsibility Committee:

In compliance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. Statutory disclosures with respect to the CSR Committee and CSR activities form part of the Board's Report.

All recommendations made by the Committee during the Financial Year were accepted by the Board.

### i) Terms of Reference:

The role of CSR includes the following:

- 1) To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder;



- 2) To recommend the amount of expenditure to be incurred on the CSR activities;
- 3) To institute the transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company and perform any function as stipulated in Companies Act, 2013 and any applicable laws, as may be prescribed from time to time.

The updated CSR Policy of the Company is uploaded on the website of the Company at CSR Policy

**ii) Composition of and attendance in CSR Committee meeting during the year:**

During the year, the CSR Committee met only once on March 21, 2024.

The composition of the CSR Committee along with the number of meetings attended by the members during the year is as follows:

Name of Committee Members	Position	Meetings held	Meetings attended
Mr. Mohan Vasant Tanksale	Chairman (Non-Executive and Independent Director)	1	1
Mr. Anand Swarup Agarwal	Member (Non-Executive and Non-Independent Director)	1	1
Mr. Rajendra Singh Sharma	Member (Executive Director)	1	1
Mr. Vishal Swarup Agarwal*	Member (Non-Executive and Non-Independent)	1	1

\*Mr. Vishal Swarup Agarwal has been appointed as the Member of the Committee on 07-02-2024.

**7.5 Risk Management Committee:**

Pursuant to Regulation 21 of the Listing Regulations, IPL has constituted the Risk Management Committee ("RMC") for monitoring and reviewing of the risk management plan and specifically, cyber security.

The role of the RMC, is, inter-alia, to approve the strategic risk management framework of the Company, and review the risk mitigation strategies and results of risk identification, prioritization and mitigation plans for all business units / corporate functions, as also the measures taken for cyber security.

**i) Terms of reference:**

The role of RMC includes the following:

- 1) Discuss with senior management, the Company's Risk Management System ("RMS") and provide oversight as may be needed.
- 2) Ensure it is apprised of the most significant risks along with the action management which is taking and how it is ensuring effective RMS.
- 3) Review and recommend changes to Risk Management Policy and / or associated frameworks / plans including cyber security, processes and practices of the Company.
- 4) Be aware and concur with the Company's risk appetite including risk levels, if any, set for financial and operational risks.
- 5) Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- 6) Being apprised of significant risk exposures of the Company.
- 7) Report periodically to the Board of Directors.
- 8) The RMC shall have access to any internal information necessary to fulfill its oversight role.
- 9) Perform such other activities related to this Policy as requested by the Board of Directors or as may be stipulated in any applicable provisions as amended from time to time or to address issues related to any significant subject within its term of reference.
- 10) To formulate a detailed risk management policy which shall include:
  - i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - iii. Business continuity plan.
- 11) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 12) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 13) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 14) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

- 15) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Policy of the Company is uploaded on the website of the Company at Risk Management Policy.

During the year, the RMC met on September 21, 2023, March 08, 2024.

The Composition of the RMC along with the number of meetings attended by the members during the year is as follows:

Name of Committee Members	Position	Meetings held	Meetings attended
Dr. Madhu Dikshit	Chairperson (Independent Director)	2	2
Mr. Anand Swarup Agarwal	Member (Non-Executive Director)	2	1
Mr. Mohan Vasant Tanksale	Member (Independent Director)	2	2
Mr. Adesh Kumar Gupta	Member (Independent Director)	2	2
Mr. Dheeraj Kumar Jain	Member (Chief Executive Director)	2	2
Mr. Satya Prakash Gupta	Member (Chief Financial Officer)	2	2

## 7.6 Meeting of Independent Directors:

Pursuant to the provisions of the Act and Regulation 25 of the Listing Regulations, the Independent Directors of the Board of the Company met on March 31, 2024, without the presence of Executive Directors or management personnel, except partial presence of Company Secretary to perform the duties of Secretary to the Meeting.

The terms of reference are aligned with Section 149 of the Act read with the Rules and Schedule IV made thereunder and Regulations 17 and 25 of the Listing Regulations, and any other applicable provisions.

## 7.7 Senior management:

There is no change in Senior Management Personnel of the Company except Mr. Satya Prakash Gupta has been re-appointed as Chief Financial Officer for Two Years with effect from 28-09-2023.

## 8. CEO & CFO CERTIFICATION:

The CEO and CFO have certified to the Board, inter-alia, the accuracy of financial statements and adequacy of internal controls for the Financial Year ended March 31, 2024 as required under Reg. 17(8) read with Part B of Schedule II and is annexed hereto as Annexure I.

## 9. GENERAL BODY MEETINGS:

The details of Annual General Meetings held in last 3 years are as under:

Year	Day, Date and Time	Venue	Special Resolution passed at the General Meetings
2022-23	38 <sup>th</sup> AGM held on Thursday, August 24, 2023 at 12:30 P.M.	(VC) / Other Audio Visual Means (OAVM)	At the 38 <sup>th</sup> Annual General Meeting held on Thursday August 24, 2023, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the shareholders passed special resolution. 1. Increase in remuneration of the whole-time director (executive director). 2. To re-appoint Mr. Rajendra Singh Sharma as a Whole Time Director (executive director) in the Category of Executive Director of the company. 3. Approval for India Pesticides Employees stock option plan 2023 and grant of employee stock options to the employees of the company thereunder.
2021-22	37 <sup>th</sup> AGM held on Tuesday, August 23, 2022 at 12:30 P.M.	(VC) / Other Audio Visual Means (OAVM)	At the 37 <sup>th</sup> Annual General Meeting held on Tuesday August 23, 2023, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the shareholders passed special resolution. 1. Re-appointment of Mr. Anand Swarup Agarwal as a Chairman and Non-Executive Director of the Company

Year	Day, Date and Time	Venue	Special Resolution passed at the General Meetings
2020-21	36 <sup>th</sup> AGM held on Monday, May 31, 2021 at 04:30 P.M.	(VC) / Other Audio Visual Means (OAVM)	2. Increase in Remuneration of the Whole-Time Director. 3. Maintain registers, returns and records at a place other than the Registered Office of the Company At the 36 <sup>th</sup> Annual General Meeting held on Monday May 31, 2021, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the shareholders passed special resolution. 1. Increase in Remuneration of the Whole-Time Director. 2. Increase in borrowing limits under section 180 (1) (c) of the companies act 2013. 3. Creation of charge/mortgage over the assets. 4. Approve inter corporate loans and investment or guarantee or security in excess of the prescribed limit under section 186 of the Companies Act, 2013.

In accordance with, the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, issued by MCA regarding Clarification of holding of Annual General Meeting (AGM) through Video Conference (VC) or Other AudioVisual Means (OAVM)-reg. and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by SEBI, companies are allowed to hold AGM through VC, without the physical presence of the Members for the meeting at a common venue. Hence, Members can attend and participate in the AGM through VC / OAVM.

No Extra-ordinary General Meetings were held during the Financial Year 2023-24.

## 10. POSTAL BALLOT:

No postal ballot were conducted during the last year i.e. 2022-23.

During the Financial Year 2023-24 the company sought passing resolution through Postal Ballot:

Date of Postal Ballot Notice	14 December, 2023
Voting Period Commencement date	21 December, 2023
Voting Period end date	19 January, 2024
Date of declaration of Voting result	20 January, 2024
Person who conducted the Postal Ballot	NSDL & Kfin Technologies Limited (Registrar & Share Transfer Agent)
Whether any Special Resolution Passed	No

Resolution Passed through Postal Ballot are:-

1. Appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as Non-Executive & Non-Independent Director of the Company.
2. Appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as Non-Executive & Non-Independent Director of the Company.

## 11. Resolution by Circulation:

During the During the Financial Year 2023-24, following resolution was passed through Resolution by Circulation:-

1. Approval of Draft Postal Ballot Notice for Appointment of Non-Executive Directors.
2. Resignation of Mr. Anand Swarup Agarwal from the position of Chairman of the Company.
3. Appointment of Mrs. Madhu Dikshit, Independent Director, as the Chairperson of the Company.

The resolution by circulation was unanimously passed by the Board of Directors on 14-12-2023.

## 12. OTHER DISCLOSURES:

### 12.1 Internal Audit System:

The Company has a robust system for internal audit and assesses risk on an ongoing basis. The Company has appointed Adroit & Ardent Associates Private Limited, as Internal Auditors and also assists us in risk identification and management. Audit observations are periodically reviewed by the Audit Committee, necessary directions are issued and actions are taken, wherever required.

Adequate internal control has been put in place in all areas of operations. The role and responsibility of all managerial positions are established, monitored and controlled regularly. All transactions are authorized, timely recorded and reported truly and fairly.

The Company is fully committed to continually work in strengthening the systems and processes so as to achieve the highest degree of transparency, efficiency and accuracy in reporting, monitoring and decision making and has done so during the year as well as part of an ongoing exercise.

### 12.2 Code of Conduct For Directors and Senior Management Personnel:

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel in terms of Regulation 17 of the Listing Regulations. This Code

is a comprehensive Code applicable to all Directors (Executive and Non-Executive) as well as members of Senior Management. The Code lays down, in detail, the standards of business conduct, ethics and governance.

The Code is uploaded on the Company's website at Code of Conduct For Directors and Senior Management Personnel and has been circulated to all the members of the Board and Senior Management Personnel and the compliance of the same is affirmed by them annually under Regulation 26(3) of the Listing Regulations. Pursuant to Schedule V(D) of the Listing Regulations, a declaration signed to this effect by the Chairman and Managing Director of the Company forms part of the Annual Report.

#### 12.4 Disclosures on materially significant related party transactions:

No significant or material related party transaction has taken place during the year, which has any potential conflict with the interest of the Company. The details of related parties and related party transactions have been provided in Note No. 38 of Standalone and Consolidated Notes to Accounts, respectively, forming part of the Annual Report.

The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act and Regulation 23 of the Listing Regulations. All related party transactions are negotiated at an arm's length basis and are only intended to further the interest of the Company.

The Company has disclosed the policy on dealing with related party transactions pursuant to Regulation 23 of the Listing Regulations on its website at Related Party Transactions

#### 12.4 Material Subsidiaries:

In accordance with Regulation 16(1)(c) of the Listing Regulations, Shalvis Specialities Limited is a non-material unlisted wholly-owned subsidiary.

Pursuant to the Explanation to Regulation 16(1) (c) of the Listing Regulations, the Company has adopted the policy for determining material subsidiaries and the said policy is available on the Company's website at Material Subsidiary

#### 12.5 Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':

(Amounts in Rs. Crores)

Particulars	Investment in equity / preference at cost held as at		Gross loans outstanding as at		Maximum Amount of loans and advances outstanding during the year	
	31 March 2024	31 March 2023	31 March, 2024	31 March, 2023	31 March, 2024	31 March, 2023
	Swarup Chemical Private Limited	0.04	0.04	5.07	4.68	5.07

**12.17 Pecuniary Relationship and Transactions of Non-Executive Director with IPL:** The Company pays sitting fees to Non-Executive Directors as detailed in 7.2 (iv) above.

**12.7** There was no instance of public issue / rights issue / preferential issue of shares / sweat equity / qualified institutional placement, etc.

#### 12.8 Vigil Mechanism / Whistle-blower Policy:

A Vigil Mechanism / Whistle-blower Policy has been formed for the Directors and employees to report their genuine concerns or grievances, in compliance with the provisions of Section 177 of the Act read with Rule 7 of Chapter XII of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations.

The Vigil Mechanism / Whistle-blower Policy is hosted on the Company's website at Policy on Vigil Macahanism

The Board has designated and authorized Mr. S. P. Gupta, CFO of the Company as the Vigilance Officer. Mr. D.K. Jain, CEO of the Company and Mr. Mohan Vasant Tanksale, Chairman of the Audit Committee, to oversee the Vigil Mechanism.

The Vigil Mechanism provides for adequate safeguards against victimization of employees and Directors who use the Vigil Mechanism and also provides for direct access to the Chairman of the Audit Committee and in case of repeated frivolous complaints being filed by a Director or an employee, the Chairman of the Audit Committee may take suitable action against the concerned Director or employee including reprimanding. No personnel has been denied access to the Audit Committee to report their concerns / grievances.

#### 12.9 Details of Non-Compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any statutory authorities or any matter related to capital markets, during the last three years.

There has been no instance of any non-compliance to warrant imposition of any penalty and issuance of any strictures on the Company by the stock exchange(s) or Securities Exchange Board of India or any statutory authority, on any matter related to capital markets except Delayed in filing of Half-yearly related party transactions due to Server and technical error of which H 5000/. Penalty has been levied by both the stock Exchange (NSE and BSE).

### Details of fees paid to the Statutory Auditor:

Details of total fees for all services paid by IPL and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part, for Financial Year 2023-24 is tabled hereunder:

(Amounts in Rs. Crores)

FEES PAID TO STATUTORY AUDITOR		
S. NO.	Particulars	Fees Paid
1.	Audit fee	0.20
2.	Other services	0.19
3.	Re-imbursment of expenses	Nil
<b>TOTAL</b>		<b>0.39</b>

# Includes ₹ NIL Millions paid to auditors of subsidiaries.

\$ Net of GST input credit, as applicable

## 12.10 Compliance with Mandatory Requirements and adoption of the non-mandatory requirements:

### i) Compliance with mandatory requirements:

The Company has complied with all the mandatory requirements as prescribed under the Listing Regulations, including Corporate Governance requirements as specified under Regulations 17 to 27, Regulation 34 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable.

### ii) Adoptions of the non-mandatory requirements:

- 1) Details regarding circulating financial performance of the Company including significant events are provided in the head 'Means of communication'.
- 2) Pursuant to the provisions of Part E of Schedule II of the Listing Regulations, the Auditor's Report on statutory financial statements of the Company has an unmodified opinion.
- 3) The Internal Audit Plan is approved by the Audit Committee and the Internal Auditors present their report to the Audit Committee for its consideration.
- 4) A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties
- 5) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

## 12.11 Insider Trading:

The Company has formulated the Code of Conduct to Regulate, Monitor and Report Trading by Designated

Persons and Immediate Relatives and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with the guidelines specified under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Compliance Officer designated under the Code of Conduct is responsible for complying with the procedures, monitoring adherences to the rules for the prevention of disclosure of unpublished price sensitive information, pre-clearance of trade, monitoring of trades and implementation of Code of Conduct under the overall supervision of the Board.

The Company's Codes, inter- alia, prohibits purchase and / or sale of shares of the Company by an Insider, while in possession of Unpublished Price Sensitive Information ("UPSI") in relation to the Company during the prohibited period which is notified to all sufficiently in advance. The Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is uploaded on the Company's website at Prohibition of Insider Trading

**12.12** A certificate has been obtained from GSK and Associates, Practicing Company Secretaries, confirming that none of the directors on the Board has been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any such Statutory Authority and is annexed hereto as **Annexure II**.

**12.13** The Company has followed the relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time while preparing Financial Statements.

**12.14** Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- i) Number of complaints filed during the Financial Year: **Nil**
- ii) Number of complaints disposed of during the Financial Year: **N.A.**
- iii) Number of complaints pending as on end of the Financial Year: **N.A.**

## 12.15 Dividend:

The Directors are pleased to recommend a dividend of ₹ 0.75 paisa per equity share (i.e. @75% of Face Value) on the Equity Shares of the Company of ₹ 1 each for the year ended March 31, 2024 (previous year ₹ 0.75 paisa per equity share). If the dividend, as recommended above, is declared by the Members at the ensuing Annual General Meeting ('AGM'), the total outflow

towards dividend on Equity Shares for the year would be ₹ 8.63 crores (previous year ₹ 8.63 crores).

#### Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company has adopted a Dividend Distribution Policy ('Policy') which aims to maintain a balance between profit retention and a fair, sustainable and consistent distribution of profits among its Members.

The Web-link for assessing the Dividend Distribution Policy is Dividend Distribution Policy

#### i) Unclaimed Dividend & Transfer to IEPF:

The Company confirms that there are no cases of unclaimed dividend with respect to past dividends and hence no such amount is required to be transferred to IEPF account.

#### ii) Buy-back of fully paid-up equity shares: No Buy Back

#### 12.16 Green Initiative for Paperless Communications:

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with Sections 20 and 101 of the Act, companies can now send various notices / documents to their shareholders through electronic mode to the e-mail addresses of the shareholders, registered with either the Company or Depository Participant and changes therein from time to time. This is an opportunity for every shareholder of the Company to contribute to the Green Initiative for paperless communication.

The shareholders holding shares in Demat mode are requested to register their e-mail address / change their email address with their Depository Participant, in the event they have not done so earlier for receiving notices / documents through electronic mode.

#### 12.17 Non-Convertible Debentures:

During the year, the Company has not issued, listed, redeemable, non-convertible debentures ("NCDs")

#### 12.18 Information pursuant to Regulation 39(4) of the Listing Regulations:

Sr. No.	Particulars	Number of Shareholders	Number of Shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e., on April 01, 2023.	0	0
	Number of shareholders and the outstanding shares are transferred to suspense account during the review period	0	0
2.	Number of shareholders who approached issuer for transfer of shares from suspense account during the year.	0	0
3.	Number of shareholders whose shares were transferred from suspense account during 2023-24.	0	0
4.	Aggregate number of shareholders and outstanding shares in the suspense account lying at the end of the year as on March 31, 2024.	0	0

Voting rights on the equity shares lying in the suspense account shall remain frozen until the rightful owner of such equity shares claims these equity shares.

#### 12.19 Information relating to Section 125 and relevant provisions of Act for the Unpaid Dividend:

Pursuant to the section 124 and 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government, after the completion of seven years. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the Demat account created by the IEPF Authority.

Accordingly, in the Financial Year 2023-24, the Company has no Unpaid and unclaimed shares/amount.

#### Procedure / Guidelines for Investors to file claim in respect of the Unclaimed Dividend or Shares transferred to the IEPF:

With effect from September 07, 2016, Investors / Depositors whose unpaid dividends, matured deposits or debentures etc. have been transferred to IEPF under Companies Act, 1956 and / or the Act, can claim the amounts. In addition, claims can also be made in respect of shares which have been transferred into the IEPF.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same

by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

For this purpose, the investors may also contact the Nodal Officer of the Company for IEPF, Ajeet Pandey, whose contact details are mentioned elsewhere in this Report, or refer the Company's website <https://www.indiapesticideslimited.com/index.php> or the RTA of the Company, KFin Technologies Limited (KFin Technologies Private Limited) on the mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### 12.20 Non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

## 13. MEANS OF COMMUNICATION:

**13.1 Quarterly results:** The Company regularly publishes its audited and unaudited results in all the Financial Express (All Edition) in English daily and Jansatta (All Edition) in Hindi daily. Quarterly results are sent to the Stock Exchanges immediately after the approval of the Board. The financial results, official news releases and other relevant information are updated regularly and promptly on the Company's corporate website at <https://www.indiapesticideslimited.com/InvestorRelations.php>.

**13.2 Presentations to institutional investors / analysts:** Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are sent to the stock exchanges and are also uploaded on the Company's corporate website at <https://www.indiapesticideslimited.com/InvestorRelations.php>.

**13.3 Con-calls with institutional investors / analysts:** Conference calls are held with investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. Prior intimation of the concalls along with details is sent to the stock exchanges and is also uploaded on the corporate website of the Company at <https://www.indiapesticideslimited.com/InvestorRelations.php>. The transcripts of these calls are uploaded on the Company's corporate website.

**13.4 Website:** The Company's corporate website is <https://www.indiapesticideslimited.com/>. It contains a separate dedicated section 'Investor Relations' where shareholders' information is available at <https://www.indiapesticideslimited.com/InvestorRelations.php>.

[indiapesticideslimited.com/InvestorRelations.php](https://www.indiapesticideslimited.com/InvestorRelations.php). The Company's Annual Report is also available in a user-friendly and downloadable form.

**13.5 Annual Report:** The Annual Report containing, inter-alia, Audited Standalone Financial Statements, Audited Consolidated Financial Statements, Board's Report including annexures thereto, Auditors' Report, Corporate Governance Report & Business Responsibility & Sustainability Report and other important information are circulated to Members and others entitled thereto.

**13.6 Communique / Reminders to Investors:** The Company also takes into consideration the shareholders' queries, complaints and suggestions which are responded timely and in consistent manner. Shareholders can contact the Company as well as the Registrar and Transfer Agents, KFin Technologies Limited (formerly known as KFin Technologies Private Limited) for their services.

**13.7 NSE Electronic Application Processing System ('NEAPS'), Digital exchange of NSE and BSE Corporate Compliance and Listing Centre ('Listing Centre'):** NEAPS, Digital exchange of NSE\* and Listing Centre are web-based applications for corporates to undertake electronic filing of all periodical compliance related filings like shareholding pattern, corporate governance report, media releases, among others.

**13.8 Securities and Exchange Board of India Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**13.9 Designated Exclusive email-id:** The Company has designated the following email-ids exclusively for investor servicing:

For queries on Annual Report: [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com)

For any other queries: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

## 14. GENERAL SHAREHOLDERS INFORMATION:

The Corporate Identification Number (CIN) allotted to the Company by the MCA is L24112UP1984PLC006894.

### 14.1 Annual General Meeting:

**Day and Date:** Tuesday, August 20, 2024

**Time:** 03:30 P.M.

**Venue:** Through Video Conferencing / Other Audio visual means

**14.2 Financial Year (2023-24):** The Financial Year of the Company starts on April 01 and ends on March 31 of next year.

### 14.3 For the year ended March 31, 2025, interim results will be announced as follows:

First Quarter	On or Before August 14, 2024
Second Quarter	On or Before November 14, 2024
Third Quarter	On or Before February 14, 2025
Fourth Quarter	On or Before May 30, 2025

**14.4 Book Closure:** The Register of Members and Share Transfer Books of the company will remain closed from Tuesday 13<sup>th</sup> August, 2023 to Tuesday 20<sup>th</sup> August, 2024 (both days inclusive).

**14.5 Record Date:** The Company has fixed 13<sup>th</sup> August, 2024 as "Record date" to determine the entitlement of the shareholders to receive dividend for the year 2023-24.

**14.6 Dividend:** The Directors are pleased to recommend a dividend of ₹ 0.75 paisa per equity share (i.e. @75% of Face Value) on the Equity Shares of the Company of ₹ 1 each for the year ended March 31, 2024. if the dividend, as recommended above, is declared by the Members at the ensuing Annual General Meeting ('AGM'). The dividend declared shall be paid, within 30 days from 20<sup>th</sup> August, 2024 to shareholders whose name appears in the Register of Members as on 13<sup>th</sup> August, 2023.

### 14.7 Listing on Stock Exchanges:

Type of Securities	Name of Stock Exchange	Security Code/ Trading Symbol	Address of Stock Exchange	International Securities Identification Nos. (ISIN)
Equity shares (listed from July 05, 2021)	BSE Limited (BSE)	543311	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	INE0D6701023
Equity shares (listed from July 05, 2021)	National Stock Exchange of India Limited (NSE)	IPL	"Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	INE0D6701023

Annual Listing fee for the year 2023-24 and 2024-2025 has been paid

### 14.8 Stock Data:

The table below shows the monthly high and low share prices and volumes of India Pesticides Limited at NSE and BSE for the year ended March 31, 2024.

MONTH	NSE			BSE		
	High (in ₹)	Low (in ₹)	Volume (in No.)	High (in ₹)	Low (in ₹)	Volume (in No.)
April, 2023	222.00	217.80	89588	227.40	209.25	1,16,247
May, 2023	220.90	216.50	94350	232.25	214.70	1,24,188
June, 2023	222.60	217.00	74010	237.95	213.3	2,01,046
July 2023	224.00	219.95	1,04,110	229.90	215.60	2,02,110
August 2023	282.00	267.85	26,24,788	295.50	208.30	11,06,940
September 2023	301.50	281.00	25,19,332	314.90	277.90	16,46,198
October 2023	283.55	276.10	5,77,105	319.70	256.80	13,51,745
November 2023	320.70	309.20	56,18,351	320.65	275.25	11,31,175
December 2023	370.65	359.15	14,47,890	377.70	311.00	30,51,931
January 2024	403.00	373.15	52,24,263	410.00	352.60	23,97,003
February 2024	377.65	365.10	12,75,961	428.95	363.30	27,20,748
March 2024	211.40	199.85	10,46,432	385.85	200.80	19,25,438

**Source:** NSE and BSE Websites.

**Note:** Closing share prices are considered

### 14.9 Share price performance in comparison to broad-based indices, BSE Sensex and NSE Nifty:

The tables showing the performance of the Share Price of the Company in comparison with the broad-based indices (BSE Sensex and Nifty) are as under:

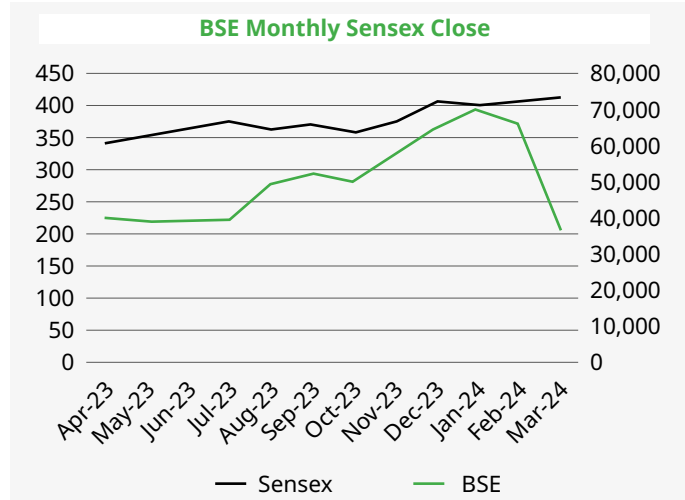
**Chart A** - Company's Share Performance compared to BSE Sensex for the Financial Year 2023-24:

**Month IPL Monthly Close Price on BSE.**



### BSE Monthly Sensex Close

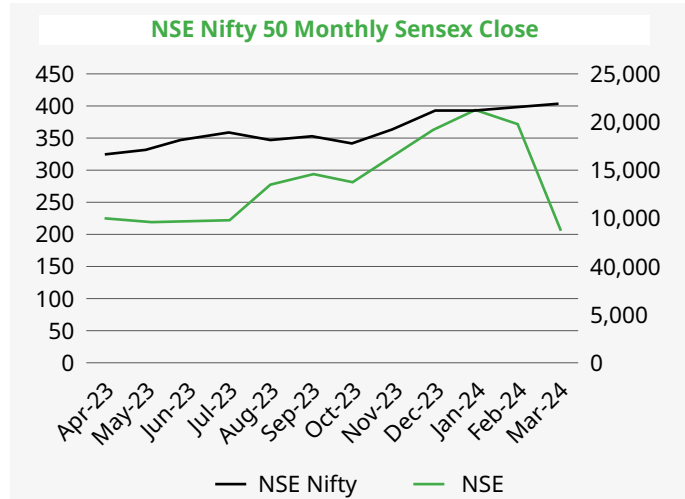
Month	IPL Monthly Close Price on BSE	BSE Monthly Sensex Close
April 2023	221.85	61,112.44
May 2023	218.65	62,622.24
June 2023	218.55	64,718.56
July 2023	221.75	66,527.67
August 2023	279.25	64,831.41
September 2023	295.80	65,828.41
October 2023	278.70	63,874.93
November 2023	318.70	66,988.44
December 2023	363.75	72,240.26
January 2024	396.80	71,752.11
February 2024	375.25	72,500.30
March 2024	203.10	73,651.35



### Month IPL Monthly Close Price on NSE Nifty 50

#### NSE Nifty 50 Monthly Sensex Close

Month	IPL Monthly Close Price on NSE	NSE Nifty 50 Monthly Sensex Close
April 2023	221.80	18,065.00
May 2023	217.95	18,534.40
June 2023	218.20	19,322.50
July 2023	221.80	19,753.80
August 2023	278.20	19,253.80
September 2023	295.15	19,638.30
October 2023	279.40	19,079.60
November 2023	318.55	20,133.15
December 2023	364.10	21,731.40
January 2024	395.65	21,725.70
February 2024	374.55	21,982.80
March 2024	203.20	22,326.90



#### 14.10 Company's Position Based on Market Capitalisation:

Our Company is the top 1000 listed entities based on the Market Capitalisation.

The details of Market Capitalisation is available at <https://www.bseindia.com/static/about/downloads.aspx>

#### 14.11. Share transfer system:

In terms of SEBI Circular No D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to

share registry in terms of both physical and electronic at a single point by the RTA, whose address is given below:

**KFin Technologies Limited (formerly known KFin Technologies Private Limited):**

Selenium Tower B, Plot Nos. 31 & 32 | Financial District Nanakramguda | Serilingampally Mandal | Hyderabad - 500032 | India

P: +91 40 6716 1500 / +91 40 6716 2222 / Toll Free No: 1800-309-4001 |

[www.kfintech.com](http://www.kfintech.com) | [ris.kfintech.com](mailto:ris.kfintech.com)

Mail Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

#### Contact Person:

**Ms. Baireddy Swati Reddy.**

Manager

**Tel no.:** +91 4079611000

**Fax no.:** +91 40 67162222

Presently, all the shares are in Demat form. However, the share transfers which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Similarly, the processing activities of dematerialization / rematerialization requests are normally confirmed within 15 days from the date of their receipt provided the documents are in order in all respects.

Rajendra Singh Sharma, Whole-time Director and Ajeet Pandey, Company Secretary are severally empowered to approve transfer of shares. The Company obtains from a Practising Company Secretary, half-yearly certificate of compliance as required under Regulation 40 of the Listing Regulations and duly files the same with stock exchanges.

Members holding shares in physical mode are required to submit their Permanent Account Number ("PAN")

and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. The Company has entered into agreements with both National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") whereby shareholders have an option to dematerialize their shares with either of the depositories.

**14.12 List of credit ratings:** The details of credit rating are available on the Company's website at <https://www.indiapesticideslimited.com/InvestorRelations.php>.

Details of credit rating assigned by CARE are given below:

Facility	Rated Amount (in ₹ Crores)	Rating	Rating Action
Long Term / Short Term Bank Facilities	80.00 (Enhanced from 70.00)	CARE A+; Stable / CARE A1+ (Single A Plus; Outlook: Stable/ A One Plus)	Reaffirmed
Short Term Bank Facilities	80.00 (Enhanced from 35.00)	CARE A1+ (A One Plus)	Reaffirmed
Total Bank Facilities	160.00 (₹ One Hundred Sixty Crore Only)		

\*total bank loan facility rated.

#### 14.13 Audit for Reconciliation of Share Capital:

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 all issuer companies shall submit an audit report of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued, subscribed and paid-up capital of the Company.

The said report, duly signed by a Practising Company Secretary is submitted to the stock exchanges where the securities of the Company are listed, within 30 days of the end of each quarter and the audit report is also placed before the Board of Directors of the Company

#### 14.14 Shareholding Pattern:

The tables below show the shareholding pattern of IPL as on March 31, 2024.

##### i. Distribution of Shareholding by size, as on March 31, 2024:

S. no	Category	Cases	% of Cases	Amount	% Amount
1	upto 1 - 5000	130295	99.7558	12089718	12089718
2	5001 - 10000	157	0.1202	1178910	1178910
3	10001 - 20000	68	0.0521	1011832	1011832
4	20001 - 30000	23	0.0176	565691	565691
5	30001 - 40000	6	0.0046	210218	210218
6	40001 - 50000	5	0.0038	226600	226600
7	50001 - 100000	15	0.0115	1106960	1106960
8	100001 & ABOVE	45	0.0345	98773579	98773579
<b>Total:</b>		<b>130614</b>	<b>100.00</b>	<b>115163508.00</b>	<b>100.00</b>

**ii. Categories of Shareholding as on March 31, 2024:**

S. no	Category	No. of shares held	% of holding (rounded off)
1	Promoters and Promoters Group	7,32,50,590	63.61
2	Mutual Funds	43,305	0.04
4	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors	27,67,812	2.40
5	Corporate Bodies	60,71,083	5.27
6	Resident Individual	3,18,13,699	27.62
7	NRIs / OCBs	3,19,165	0.28
8	Clearing Members	994	0.00
9	Trust	10	0.00
10	AIF	0	0
11	HUF	8,96,850	0.78
<b>TOTAL</b>		<b>11,51,63,508</b>	<b>100</b>

**iii. Dematerialization of shares as on March 31, 2024:**

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	4,20,92,158	36.55
Held in dematerialized form in NSDL	7,30,71,350	63.45
<b>TOTAL</b>	<b>11,51,63,508</b>	<b>100.00</b>

The Company's shares are regularly traded on NSE and BSE, in electronic form.

**14.15 Commodity price risk or foreign exchange risk and hedging activities:**

The foreign exchange risk is insignificant as it relates primarily to the imported newsprint for which the Company does not remain exposed to the fluctuation for a period exceeding 2-3 months. On the basis of its past experience, the management believes that cost of hedging of such insignificant risk is much higher than the value of risk and therefore it does not hedge such risk.

**14.16 Outstanding Global Depository Receipts (GDRs) or warrants or any convertible instrument, conversion dates and likely impact on equity:**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**14.17 Investor services:**

The Company, under the overall supervision of Ajeet Pandey, Company Secretary and Compliance Officer, is committed to providing efficient and timely services to its shareholders. The Company has appointed KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) as its Registrar and Share Transfer Agents for rendering the entire range of services to the shareholders of the Company in regard to share transfer, refund, rematerialisation, dematerialisation, change of address, change of mandate, dividend etc.

**14.18 Nomination:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of all the registered shareholder(s) pursuant to the provisions of Section 72 of the Act. The prescribed form for such nomination can be obtained from the Company. Nomination facility in respect of shares held in electronic form is also available with the Depository Participant (DP) as per the bye-laws and business rules applicable to NSDL and CDSL.

**14.19 Address for correspondence:**
**i. Investors and shareholders can correspond with the Company at the following address:-**

**Name:** Mr. Ajeet Pandey (Company Secretary & Compliance Officer)

**Address:** India Pesticides Limited Swarup Cold Storage Compound, Water Works Road, Aishbagh, Lucknow – 226 004, Uttar Pradesh, India.

**Telephone:** +91 0522 2653602

**E-mail:** [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com)

**Website:** [www.Indiapesticides.com](http://www.Indiapesticides.com)

**ii. The Registrar and Share Transfer Agent of the Company:-**

**KFin Technologies Limited** (Formerly known as KFin Technologies Private Limited)

Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana-500032, India

**Tel No.:** +91 40 6716 2222;

**Toll Free No.** 1800 3454 001

**E-mail:** [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

**Website:** [www.Kfintech.com](http://www.Kfintech.com)

## 15. DETAILS OF PLANT LOCATIONS:

The Company has following Manufacturing Unit as at March 31, 2024:

- ▶ **Unit 1** : Plot No: E-17 To E-23, G-31 To G-35, UPSIDC Industrial Area, Dewa Road, Chinhat, Lucknow, Uttar Pradesh, India
- ▶ **Unit 2 Plot No:** K-6 To K-10, D-2 To D-4, UPSIDC Industrial Area, Village: Mahsona, Tehsil: Sandila, Uttar Pradesh, India.
- ▶ **we have a network of over 26 sales depot consisting of branches, carrying and forwarding agents, and warehouses spread across 17 states in India and our distribution network comprised various dealers and distribution partners across India. Registered Office:** 35-A Civil Lines Bareilly Uttar Pradesh- 243001

Corporate Office:- Water Works Road Swarup Cold Storage Compound, Aishbagh, Lucknow, Uttar Pradesh- 226004

For India Pesticides Limited

### Anand Swarup Agarwal

Non-Executive Director  
DIN: 00777581  
Address: Swarup Bhawan,  
Water Works Road, Aishbagh,

Lucknow -226004  
Date: 30.05.2024  
Place: Lucknow

## 16. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations.

The requisite Certificate from the Secretarial Auditors of the Company, GSK & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed hereto as **Annexure III**. The Company has also obtained an Annual Secretarial Compliance Report from the Secretarial Auditors of the Company on compliance of all applicable SEBI Regulations and circulars / guidelines issued thereunder, as mandated by SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

### Rajendra Singh Sharam

Whole-Time Director  
DIN: 02487797  
Address: E-2866, RajajiPuram  
Awasthi Vikas Colony Lucknow -226017

# Annexure -I

## Compliance Certificate by CEO and CFO for the financial year ended March 31, 2024 as required under Regulation of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

- A. We have reviewed the financial statements for the Financial Year March 31, 2024 and to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) Significant changes in internal control over financial reporting during Financial Year ended March 31, 2024;
  - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Thanking You,  
For India Pesticides Limited

**Dheeraj Kumar Jain**  
Chief Executive Officer

**Satya Prakash Gupta**  
Chief Financial Officer

Date: 30.05.2024  
Place: Lucknow

# Annexure -II

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
**India Pesticides Limited**  
35-A Civil Lines, Bareilly- 243001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **India Pesticides Limited having CIN: L24112UP1984PLC006894** and having registered office at **35-A Civil Lines, Bareilly -243001**(hereinafter referred to as 'the company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we, hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of Appointment in Company
1	Rajendra Singh Sharma	02487797	Whole time Director	10.06.1998
2	Anand Swarup Agarwal	00777581	Director	10.09.2020
3	Mohan Vasant Tanksale	02971181	Independent Director	21.12.2020
4	Madhu Dikshit	08495360	Independent Woman Director	21.12.2020
5	Rahul Arun Bagaria	06611268	Director	23.01.2021
6	Adesh Kumar Gupta	00020403	Independent Director	23.01.2021
7	*Vishal Swarup Agarwal	00723099	Director	06.11.2023
8	**Vishwas Swarup Agarwal	07388919	Director	06.11.2023

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

\*Mr. Vishal Swarup Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a Director by obtaining Shareholders approval through Postal ballot dated 19<sup>th</sup> January, 2024.

\*\*Mr. Vishwas Swarup Agarwal was appointed as Additional Director (Non-executive under Promoter category) of the Company by the Board of directors in their meeting held on November 6, 2023, for a term of 5 (five) consecutive Years. Later he was regularized as a Director by obtaining Shareholders approval through Postal ballot dated 19<sup>th</sup> January, 2024.

For **GSK & Associates**  
Company Secretaries  
FRN: P2014UP036000

**Khushboo Gupta**  
Partner  
(M. No: F7243)  
(C.P. No: 7886)

Date: 30.05.2024  
Place: Lucknow

PR No: 2072/2022  
UDIN: F007243F000508733

# Annexure -III

## Certificate on Corporate Governance

To,  
The Members of  
**India Pesticides Limited**  
35-A Civil Lines, Bareilly - 243001

1. We have examined the compliance of conditions of Corporate Governance by **India Pesticides Limited ('the Company')**, for the year ended 31<sup>st</sup> March 2024, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

### Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

### Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### Opinion

5. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31<sup>st</sup> March, 2024.

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

### Restrictions on use

6. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **GSK & Associates**  
(Company Secretaries)  
FRN: P2014UP036000

**Khushboo Gupta**  
Partner  
(M. No.: F7243)  
(C.P. No.: 7886)

Date: 30.05.2024  
Place: Lucknow

PR No: 2072/2022  
UDIN: F007243F000508722

# Management Discussion and Analysis

## Global economic overview<sup>1</sup>

Despite various macroeconomic headwinds, including persistent geopolitical disequilibrium, sluggish economic growth, a high inflation rate and monetary tightening policies by the central banks, the global economy grew at 3.2% in CY 2023. According to the International Monetary Fund (IMF), the growth of the global economy has been slow but resilient amidst the uncertainties.

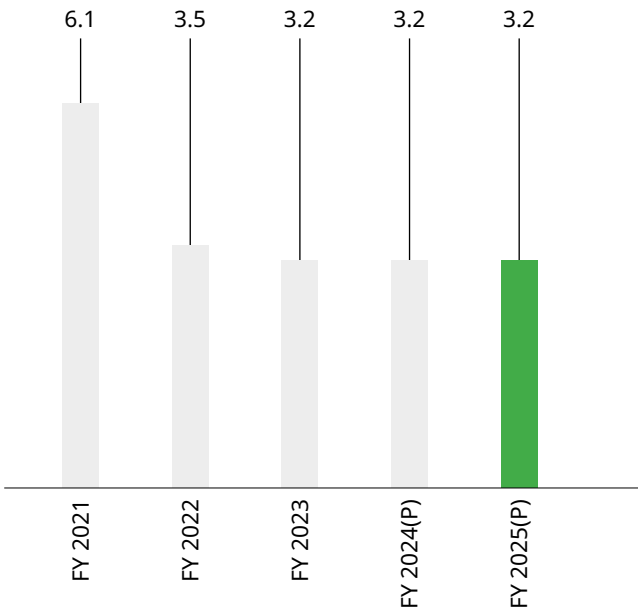
As the global supply chain was steadily recovering from challenges of CY2023, the Middle East conflict and the Red Sea attacks disrupted the supply chains again. The transportation costs for global trade increased but still remained below the CY2022 level.

In CY 2023, global inflation fell from its peak in 2022 and settled at 6.8%, owing to a reduction in energy prices and effective monetary policies. The decreasing global inflation rate is also facilitating the growth of several economies. The United States and some large emerging markets and middle-income economies displayed strong aggregate demand, supported by increasing private consumption and easing labour markets.

## Growth in the Global GDP

### Growth

(in %)

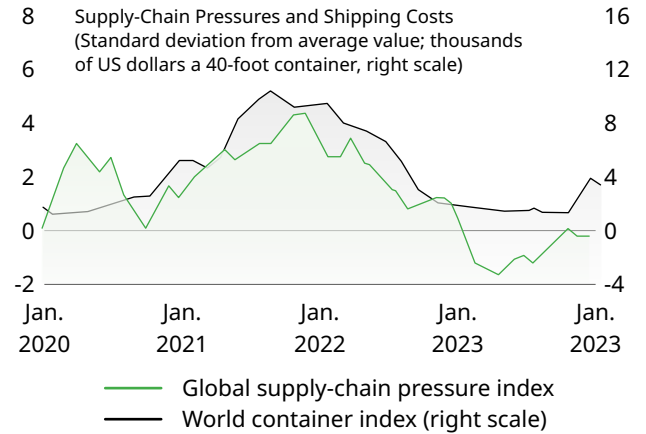


P- projected

Source: World Economic Outlook April 2024, IMF

## Supply Chain Pressure and Red Sea Tension

Figure 1.4. Supply-Chain Pressures and Red Sea Tensions



Source: IMF April 2024.

## Outlook

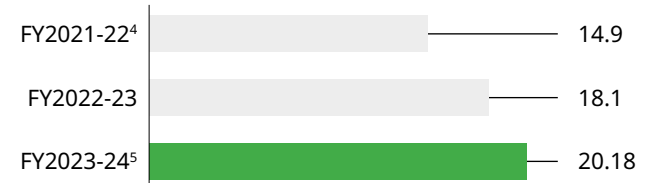
The global economy is expected to grow steadily at 3.2% for both 2024 and 2025. While advanced economies may experience a slight uprise, emerging market and developing economies are projected to have stable economic growth. In the second half of 2024, as the inflation rate is anticipated to drop it will result in lower policy rates of major economies.

## Indian economic overview

The economy has remained resilient amidst the challenging global economic conditions. The Indian economy has grown by 8.2% in FY 2024<sup>2</sup>. Additionally, the rate of inflation has fallen significantly. With the rise in disposable income, private consumption of individuals has surged, subsequently increasing the demand for goods and services. This has significantly increased India's economic growth, bolstering revenue from GST collection in FY 2024 as compared to the previous year. Furthermore, there has been a decline in the Current Account Deficit (CAD). The value of INR had depreciated against the US dollar in the past, however, as of March 31, 2024, the value of the rupee against the USD around was INR 83<sup>3</sup>.

## GST collection

(in Lakh Crores)



Source: PIB

<sup>1</sup> <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

<sup>2</sup> <https://pib.gov.in/PressReleaseDetailm.aspx?PRID=2022323>

<sup>3</sup> <https://www.bloomberg.com/quote/USDINR:CUR>

<sup>4</sup> <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1944426>

<sup>5</sup> <https://pib.gov.in/PressReleasePage.aspx?PRID=2016802>



The Government of India (GoI) and the Reserve Bank of India (RBI) have taken various measures and monetary policies to strengthen the economy. The relentless initiatives undertaken by GoI have made India an investor-friendly destination, attracting foreign direct (FDI) and augmenting the country's growth. India witnessed resilient amount of FDI inflows of USD 71.0 billion<sup>6</sup> in the reported year.

In FY 2024, the Government of India provided numerous employment and income-generating opportunities to support the development of rural areas of the country. These initiatives improved the efficiency, productivity and profit-generating ability of agriculture and the allied sectors.

### Outlook

The outlook of the Indian economy remains strong and confident. It is expected to grow further and this will be supported by increased economic activity. In addition to this, the Indian Government is formulating policies and programmes to transform India into a developed economy by 2047. The climate situation, especially the south-west monsoon is expected to boost the agriculture sector.

### Global agrochemical industry

The agrochemical market plays a vital role in the agriculture industry by optimising the crop yield and quality. Agrochemicals include insecticides and fertilizers that safeguard the crops from pests and provide essential nutrients to the soil. In CY 2023, the market share of the global agrochemical industry was USD 225.79 billion<sup>7</sup>.

A burgeoning population with increasing food demand and growing awareness about sustainable farming practices are driving the growth of the global agrochemical industry. The industry is expected to grow at a Compound Annual Growth Rate (CAGR) of 4% between 2024 and 2029.<sup>8</sup>

**\$334.12 Bn**

Expected Market Size by 2024

### Indian agrochemical industry

Agrochemicals contribute significantly to enhancing agricultural productivity. India is one of the largest producers and exporters of agrochemicals globally. The country is also emerging as a global agrochemical manufacturing hub attributing to factors such as reduced labour costs and manufacturing costs.

In FY 2023-24 the Indian agrochemical industry attained a market size of 9.01% and is projected to grow at a CAGR of 10.17% between 2023 and 2028<sup>9</sup>. India also holds one of the largest global markets for pesticides. With the increasing utilisation of pesticides in enhancing crop yield and pest control, the market is poised for further growth in the forthcoming years.



### Growth drivers

#### 1. Burgeoning population

With a population strength of 1.4 billion people and rising, India has become the most populated country in the world, surpassing China<sup>11</sup>. With the increase in population, the demand for food grains is growing at a rapid pace. This is expected to further bolster the growth of the agrochemical industry.

#### 2. Impact of climate change

High temperature, even for a short period, affects crop growth. Industry experts suggest that with every additional degree of temperature rise, pest infestation can prove to be a serious threat to global crop production. However, this can prove to be beneficial for the agrochemical industry as the utilisation of agrochemical products will increase to tackle pest infestation.

#### 3. Backward integration of the production process

The backward integration of the production processes has proven to be one of the primary growth drivers of the Indian agrochemical industry. Indian companies have substantially invested in producing off-patent molecules, reducing reliance on imports from China.

<sup>6</sup> Annual Report FY 2023-24. Reserve Bank of India (RBI)

<sup>7</sup> <https://www.maximizemarketresearch.com/market-report/global-agrochemicals-market/105150/>

<sup>8</sup> <https://www.mordorintelligence.com/industry-reports/agrochemicals-market>

<sup>9</sup> <https://www.technavio.com/report/agrochemicals-market-industry-analysis>

<sup>10</sup> <https://www.agribusinessglobal.com/agrochemicals/pmfi-india-is-fast-emerging-as-global-manufacturing-hub-for-agrochemicals/>

<sup>11</sup> <https://www.spglobal.com/en/research-insights/featured/special-editorial/look-forward/india-s-demographic-dividend-the-key-to-unlocking-its-global-ambitions>

#### 4. Government initiatives

The Government of India offers financial and income assistance to farmers through the introduction of policies such as Pradhan Mantri Fasal Bima Yojana (PMFBY), Pradhan Mantri Kisan Maandhan Yojana (PM-KMY) and Pradhan Mantri Kisan Maandhan Yojana (PM-KMY). These policies not only enable farmers to use agrochemical products to enhance crops productivity but also play a significant role in augmenting the growth of the agrochemical industry.

#### Indian API market

India takes pride in being the third largest market for API and its share in the global API industry is 8.3%. This industry growth can be attributed to factors such as cost-effective labour, advanced research facilities, robust testing abilities and favourable regulatory audits. Furthermore, the manufacturing cost of APIs in India is 30-35% lower than that of the United States (US).

Additionally, growing geriatric population and increasing chronic ailment cases are expected to aid in scaling the API industry in India. The market is projected to grow at a CAGR of 8.3% between 2023 and 2028. This is expected to happen owing to the PLI schemes introduced by the Government of India to reduce reliance on China for importing API.

#### Government initiatives

##### National Policy on Research and Development and Innovation in Pharma-MedTech Sector

In FY2024, the Government of India launched the National Policy on Research and Development and Innovation in the Pharma-MedTech Sector and the Scheme for the promotion of Research and Innovation in the Pharma-MedTech Sector (PRIP). The National Policy on Research and Development and Innovation is responsible for fostering international cooperation and coordinating and promoting research in pharmaceutical areas.

#### Company Overview

Established in 1984, India Pesticides Limited (IPL) is one of the fastest-growing chemical manufacturers in India. The Company specialises in manufacturing Technicals and Formulations for agrochemicals and Active Pharma Ingredients (APIs). IPL sources its raw materials locally and further considers backward integration of the production process to optimise growth. The Company's robust R&D department encompasses skilled and experienced professionals who extensively contribute to the development of cost-effective and sustainable products. The Company

has been in the forefront of innovation and has developed a diversified product portfolio that has sustained IPL's growth over the years. Along with innovative products, IPL also ensures that the products' quality is not compromised under any circumstance. In FY 2023-24, India Pesticide Limited has received Technical Equivalence certification in the European Union for its newly commissioned herbicide technical product.

The Company caters to both domestic and international clients. With over 26 branches in India, the Company is well-connected through an extensive distribution network. The strategic location of the manufacturing facilities streamlines operations and reduces transportation costs. Additionally, IPL exports its products to more than 40 countries. Furthermore, the Company's business development team, located in Europe and the United States, is focused on expanding the distribution network of the Company in the international markets.

## 2

Manufacturing Facilities

## 2

In-house Laboratories

## 65%

Raw material sourced locally

## 25+

Exporting countries

#### Status of subsidiary

##### Shalvis Specialities Limited ("SSL")

SSL was incorporated on January 18, 2021 as a public company limited by shares under the Companies Act, 2013. Its corporate identification number is U24290UP2021PLC140490. It has its registered Office at 35-A, Civil Lines, Bareilly 243001 and its Corporate Office at Water Works Road, Swarup Cold Storage, Aishbagh, Lucknow.

SSL is authorized to engage in the business of Manufacturing Agrochemicals, Intermediates, API and Fine Chemicals for Export & Indigenous use among other things, manufacture, production, formulation, sale and trade of all types of agricultural chemicals and pesticides under the objects clause of its memorandum of association.

During the year SSL commenced its commercial production on March 28, 2024 in the First Block situated at Plot No. TM-1, UPSIDC, Industrial Area, Sumerpur, Dist. Hamirpur, Uttar Pradesh-210502, (India).

### Amona Specialities Private Limited (“ASPL”)

ASPL was incorporated on January 04, 2024 as a Private Limited Company, Limited by shares under the Companies Act, 2013. Its CIN is U20210UP2024PTC195286. It has its Registered Office at 7-Way Lane, Corporation no. 27/12 Hazratganj, Gokhley Marg, Lucknow, and its Corporate Office at Water Works Road, Swarup Cold Storage, Aishbagh, Lucknow.

ASPL is authorized to engage in the business of asset-light business model whereby it will focus on identifying generic molecules preparing dossiers, seeking registrations, marketing, and distributing formulations/technical through third-party distributors or its own sales force.

### Credit Rating

The Company has reaffirmed its A plus (A+) credit rating from CARE ratings. This rating can be attributed to the Company's efficient operations, diversified product offerings in technical business, strong financial risk profile, and robust capex plan.

### Operational overview

In FY 2023-24 the Company reported revenue of ₹681 cr.

### Technical & API

The Technicals and Active Pharmaceutical Ingredients (APIs) have together contributed 72% to the total revenue in FY 2023-24 at an amount ₹492 cr.

### Key fungicide Technicals produced by IPL include

Key Technicals	Category	Application
Prosulfocarb		Used for wheat and potatoes
Pretilachlor		Widely used for protecting rice crop
Cymoxanil		Controls downy mildew disease in grapes, potatoes, vegetables and several other crops
Captan		Used for apples, vegetables, ornamental plants and almonds
Folpet		Controls fungal growth at vineyards, cereals, crops and biocide in paints
Diafenthiuron		Used on Cotton plants
Pyriproxyfen		Used in field crops
Etridiazole		Green House
PEDA		Used For Pretilachlor

APIs are the elements used to provide the desired effect in a finished pharmaceutical product. The Company's API products are used for manufacturing final drugs to treat dermatological ailments.

### Formulation Business

The Formulation business of the Company generated revenue of ₹ 189 cr. in FY 2023-24.

Few Branded Formulations	Category
Grip, Pendizet, Trisol, Clogold, Midash, Safer, Eliminator, Penda, Aatish	
Dollar, Vardhan, Vecto, Trim, Sodhit, Captax-50, Natraj, Sanjeevani, Talwar	
Carbo, Amida, Frem, Byprten, Immidiator, Tridev, Difen, Frame, Soldier, Crotax	
Star, Talvar, Contanol, Guru, Shakti, Sparkle, Chakra, Namaskar	



Insecticides



Fungicide



Herbicide



Intermediate

## International Business

IPL is one of the fastest-growing Indian chemical manufacturers. The Company has successfully fortified its position in the market by tailoring its offerings and ensuring uncompromised quality. Over the years, the Company has expanded its global footprint and currently exports to more than 25+ countries. In FY 2023-24 the Company generated revenue amounting to ₹271 cr. from exports.

In FY 2023-24, IPL entered a 3-year contract with a Japanese company to supply intermediates. This collaboration reflects the Company's focus on broadening its boundaries.

## Financial Overview

### Standalone performance for the year ended March 31, 2024

Particulars	FY 2023-24 (₹ in Crore)	FY 2022-23 (₹ in Crore)	Change (%)
Revenue from operations (Net)	681	885	(23.05)
Other income	15	13	15.38
Cost of materials consumed	378	553	(31.65)
Power and fuel	30	40	(25)
Freight, handling and packing	13	18	(27.78)
Employee benefits expenses	42	35	20
Depredation and amortisation expenses	15	11	36.36
Finance cost	4	6	(33.33)
EBITDA	103	211	(51.18)
Profit after tax	61	145	(57.93)

### Income

The total income of the Company was ₹ 898.13 crore in FY 2022-23 and ₹ 696.07 crore in FY 2023-24. This comprises revenue from operations and other income. Revenue from operations ₹ 884.94 crore in FY 2022-23 and ₹ 680 .62 crore in FY 2023- 24.

### Expenses

The Company's total expenses decreased by 13% from ₹ 705 crore in FY 2022-23 to ₹ 612 crore in FY 2023-24. Major expense items comprise the cost of material consumed, change in inventories, power & fuel, employee benefits, finance costs, depreciation, and amortization expenses. The cost of material consumed (including stock adjustments and purchases) decreased by 32% from ₹ 553 crore in FY 2022-23 to ₹ 378 crore in FY 2023-24, due to lower sales of the technical & formulation business. Power and fuel expenses decreased 25 % from ₹ 40 crore in FY 2022-23 to ₹

30 crore in FY 2023-24, mainly due to the lower production. Employee benefit expenses increased 20% from ₹ 35 crore in FY 2022-23. to ₹ 42 crore in FY 2023-24. This increase was on account of regular increments and increase in number of employees to support future growth. Depreciation and amortization expenses increased by 36% from ₹ 11 crore in FY 2022-23 to ₹ 15 crore in FY 2023-24. This is on account of the commercialization of projects in line with the capacity expansion strategy.

### Profitability

EBITDA margins decreased by 880 basis points (bps) from 23.4% in FY 2022-23 to 14.6% in the current year under review. The decrease in EBITDA margin was due to higher raw material costs & fuel expenses. Profit After Tax (PAT) Decreased from ₹ 145 crore in FY 2022-23 to ₹ 61 crore in FY 2023-24. PAT was reflective of the EBITDA trend.

## Analysis of the Standalone Balance Sheet

### Non-Current Assets

Particulars	FY 2023-24	FY 2022-23	Change (%)
Property, plant and equipment	261	231	12.99
Right-of-use assets	6	6	0.7
Capital work-in-progress	41	27	51.85
Other intangible assets	0*	0*	66.67
Financial assets			
I. Investments	41	17	141.18
II. Loans	5	5	0
III. Other Financial Assets	33	41	(19.51)
Other non-current assets	8	7	14.29
<b>Total non-current assets</b>	<b>395</b>	<b>333</b>	<b>18.62</b>

\* value is less than ₹ 1 crore

Note: Figures are rounded off to the nearest crore

### Working Capital

Particulars	FY 2023-24	FY 2022-23	Change (%)
<b>Current assets</b>			
Inventories	208	225	(7.56)
<b>Financial assets</b>			
I. Trade receivables	239	262	(8.78)
II. Cash and cash equivalent	7	11	(36.36)
III. Other balances with banks	102	48	112.50
IV. Other financial assets	4	4	8.21
Other current assets	37	32	15.63
Current tax assets (Net)	4	1	300
<b>Total Current assets</b>	<b>601</b>	<b>583</b>	<b>3.09</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
I. Borrowings	16	2	700
II. Lease liabilities	1	0*	25.53
III. Trade payables	93	95	(2.11)
IV. Other financial liabilities	23	16	187.50
Other current liabilities	10	6	66.67
Provisions	6	5	20
Current tax liabilities			
<b>Total current liabilities</b>	<b>149</b>	<b>125</b>	<b>19.20</b>
<b>Working Capital(Net Current Assets)</b>	<b>452</b>	<b>458</b>	<b>(1.31)</b>

Note: Figures are rounded off to the nearest crore

\* value is less than ₹ 1 crore

### Inventory

Inventory decreased by 7.14% from ₹ 225 crore as on March 31, 2023 to ₹ 208 crore as on March 31, 2024. The Inventory Turnover ratio was at 3.15 vis-à-vis 4.85 in the previous year. Higher inventory levels were on account of the build-up of some raw materials & finished goods to meet the next season's demands as a part of the strategic procurement and shortage of containers for imported material.

### Trade receivables

Trade receivables decreased by 9.1% compared to the previous year. An decrease in debtors was mainly on account of an decreased turnover.

### Trade payables

Creditors decreased by 2.11% during the year owing to lower level of purchase.

### Net cash flows

Net cash flows from operating activities were ₹ 119 crore against ₹ 46 crore for the mentioned period, respectively.

### Capital Employed

Particulars	FY 2023-24	FY 2022-23	Change (%)
<b>Equity</b>			
Equity share capital	11.52	11.52	0
Other equity	816.26	763.49	6.91
<b>Total equity (A)</b>	<b>827.78</b>	<b>775.01</b>	<b>6.81</b>
<b>Financial liabilities</b>			
I. Non-current Borrowings	2.02	1.71	18.82
II. Non-Current Lease Liabilities	0.80	1.44	(42.36)
III. Current Borrowings	16.38	1.88	771.28
<b>Total Debt (B)</b>	<b>19.23</b>	<b>5.03</b>	<b>282.31</b>
<b>Deferred Tax Liabilities (Net) (C)</b>	<b>15.12</b>	<b>10.33</b>	<b>46.37</b>
<b>Total Capital Employed (A+B+C)</b>	<b>862.11</b>	<b>790.36</b>	<b>9.08</b>

## Key Ratios

The SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 states that the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefore.

Key financial ratios of the Company are as below

Particulars	Reason for Variance	FY 2023-24	FY 2022-23
Current Ratio		4.05	4.65
Debt - Equity Ratio	Increase in borrowing	0.02	0.005
Debt Service Coverage Ratio	Decrease in Profit	29.44	38.50
Return on Equity (ROE)	Decline due to drop in profitability during the current year	7.64%	20.44%
Inventory Turnover Ratio	Carrying higher inventory due to global supply chain disruption	3.15	4.85
Trade receivables turnover ratio		2.72	3.47
Trade payables turnover ratio	Decrease in purchases	4.06	5.75
Net profit ratio	Decline due to higher cost of raw material and fuel	8.99%	16.33%
Net capital turnover ratio (in times)		1.54	1.96
Return on capital employed (%)	Decrease in Profit	10%	25%
Return on investment (ROI)	Decrease in Profit	7%	19%

## Human Resources

IPL acknowledges the invaluable contribution of its employees in steering the Company's growth towards new heights of success each day. The Company, therefore, undertakes several measures to retain and attract skilled and talented employees to its organisation. IPL's human resource department maintains a robust employee engagement programme by fostering a diverse and inclusive workplace. The Company encourages professional growth of its employees and provides them with opportunities to learn and innovate.

# 949


Total employees as of FY2024







## Risk management

The Company is exposed to various potential risks that can disrupt the operations of the organisation. IPL follows robust risk management practices to mitigate any potential risks and ensure efficient operations.

IPL's comprehensive risk management framework identifies, assesses, mitigates and monitors both internal and external threats. The Company undergoes the process of conducting a thorough Probability & Impact Analysis after identifying the risk factors, ensuring timely application of mitigation strategies to curtail the risks faced by the Company. The Company has a committee comprising the Chairman, CEO, CFO and other Independent Directors, which supervises the risk management framework.

In addition to this, the Company also has a Risk Management Committee of Executives, which is a Sub-Committee of Executives. The Sub-Committee of Executives is responsible for identifying risks and implementing effective practices. The target of this committee is to ensure the efficiency and functionality of the risk management framework of IPL.

EXTERNAL RISK FACTORS	IPL COMPREHENDS	MITIGATING MEASURES
Economic Environment and Market conditions 	Risk through economic environment includes sudden changes in market conditions or overall economic downturn, which could lead to a sudden, unexpected loss of revenue.	Communicate with customers, suppliers and agents, seeking their co-ordination in our risk response; gathering feedback from them and after internal assessment bring changes in product range, inventory, and working capital; explore possibility of alternative products and optimum use of resources.
Political Environment 	The liability caused by the financial or personnel losses because of wrong political decisions or conflicts are known as political risks. Apart from the market-based causes, business is highly influenced by political decisions taken by the government.	Personnel in the primarily concerned departments abreast with developments on political situations (if any) both in India and in countries with which IPL deal. Requirements based on changes arise are timely get updated within the process of operations.

EXTERNAL RISK FACTORS	IPL COMPREHENDS	MITIGATING MEASURES
Competition 	The potential for reduced revenue or declining margins due to price, product, promotion or distribution actions of a competitor.	Non-dependency on single products and keep range of products which are selected on basis of internally well-defined criteria by the IPL's Business Strategy Team; Actively pursue registration of products in regulated markets; Enhance process efficiency to meet competition
Revenue Concentration and liquidity aspects 	If a large customer represents more than 10% of revenues, the business is exposed to customer concentration risk.  The two key elements of liquidity risk are short-term cash flow risk and long-term funding risk.	Attempts to maintain a purchase agreement with those customers, if/when found their contribution to revenue is more than 10%; Internal strategic decisions on defining the approach for new products and new customers; Maintaining diversified customer portfolios to shield negative impact on total revenue if/when there is a loss of high margin contributing customer.
Inflation and Cost structure 	Influence of inflation and tendency of costs going higher.  The in-built nature of longer timeframe in projects exposes the business to high risks of resultant increase in costs.	Defined cost structure as part of the agreement; Annual & Half Yearly reviews on the cost structure to amend based on inflation; Planning and Commissioning of projects on block-wise structure to insulate from or avoid negative cost impact; Pursuing Timely Commissioning of plants; Presence of Financial person in Project meetings to monitor financial factors by considering inflation and cost structure.
Technology Obsolescence 	A process or technology, when becomes obsolete can't give expected/deserved profits and thus become less/not competitive in the marketplace.	India Pesticides Limited strongly believes that technological obsolescence is a practical reality; Evaluation on a continual basis through open discussions internally and with customers in market; Necessary investments on identified areas of work locations matching the latest developments.
Legal 	The Company is governed by various laws, which expect the business to be done within the four walls of the law. Thus, Company is exposed to legal action, if/when there is a deviation or negligence.	Regulatory risks, Intellectual Property Rights (Patents), Compliance risk, Contractual risk, non-contractual obligation, Dispute risk, Reputational risk are taken into account during every decision-making discussion.
Fluctuations in Foreign Exchange 	Currency's value fluctuates between when the contract is signed and the delivery date; devaluation of any of the foreign currencies against the Indian Rupee may result in reduction of our margins.	India Pesticides Limited relies on natural hedge to reasonable extent. However, beyond the natural hedge, the risk can be measured through the net open position; Monitoring and Quarterly check on compliance of the company's Foreign Exchange Policy.

All identified Internal Business Risk Factors are studied and reviewed quarterly/half yearly and annually by the Risk Management Committee of Executives. Measures evolved are shared with Risk Management Committee for approval and implementation.

### Way forward

The primary focus of the Company lies in research and development (R&D) and the introduction of new products to the market. The Company remains committed to enhancing its product mix while concurrently augmenting and refining its production capabilities to offer improved solutions to farmers and improve their livelihood. It also aims to capitalise on emerging opportunities in the field of agriculture to ensure profitable and sustainable growth.

### Internal financial controls and their adequacy

The Company maintains Internal Financial Control Systems that are appropriate for the nature of its business, scale, and complexity of operations. Internal controls are sufficient for preparing and presenting financial statements.

To ensure thoroughness and objectivity, the Internal Audit is carried out by an external independent agency. This firm provides the Audit Committee with findings and reports regularly. Internal audits provide the Board with assurance on the effectiveness and quality of financial control procedures. The internal audit department continuously monitors and tests operations to achieve this.

### Disclaimer

The Management Discussion and Analysis (MD&A) section may include 'forward-looking statements' related to the Company's objectives, plans, estimates, and expectations, as per securities laws and regulations. It should be noted that the actual results may significantly vary from those suggested or inferred in these claims. Economic conditions, price fluctuations in domestic and international markets, competitive pressures, government regulations, tax laws, and other incidental factors can all have an impact on the Company's outcomes.

## Annexure - A

# Business Responsibility and Sustainability Reporting by listed entities

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L24112UP1984PLC006894
2	Name of the Listed Entity	India Pesticides Limited.
3	Year of incorporation	1984
4	Registered office address	35-A Civil Lines, Bareilly, Uttar Pradesh
5	Corporate address	Water Works Road, Swarup Cold Storage, Compound Aishbagh, Lucknow-226004
6	E-mail	<a href="mailto:investor@indiapesticideslimited.com">investor@indiapesticideslimited.com</a>
7	Telephone	91-522-2653602
8	Website	<a href="http://www.indiapesticideslimited.com">www.indiapesticideslimited.com</a>
9	Financial year for which reporting is being done	FY 2023-24
10	Name of the Stock Exchange(s) where shares are listed	1. BSE India Limited 2. National Stock Exchange of India Limited
11	Paid-up Capital	11,51,63,508
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ajeet Pandey Company Secretary & Compliance Officer 91-522-2653602 <a href="mailto:investor@indiapesticideslimited.com">investor@indiapesticideslimited.com</a>
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14	Name of Assurance Provider	None
15	Type of Assurance obtained	NA

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing of Pesticides	Manufacturing of Pesticides	95.00%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product / Service	NIC Code	% of total Turnover contributed
1	Pesticides	2021	95.00%



### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	2	26	28
International	Nil	Nil	Nil

#### 19. Market Served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	17
International (No. of Countries)	25+

##### b. What is the contribution of exports as a percentage of the total turnover of the entity? 40%

##### c. A brief on type of customers

Major customers include MNCs that look to collaborate with active ingredient manufacturers in India. Customer relationship are led by the ability to manufacture complex off-patent Technicals in a cost effective, safe & environmentally conscious manner, in compliance with stringent quality specifications. Longstanding relationships with 60+ international customers including Multinational customers.

### IV. Employees

#### 20. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	949	941	99.16%	8	0.84%
2.	Other than Permanent (E)	0	0	0.00%	0	0.00%
3.	<b>Total employees (D + E)</b>	949	941	99.16%	8	0.84%
<b>WORKERS</b>						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	1221	1221	100%	0	0%
6.	<b>Total workers (F+G)</b>	1221	1221	100%	0	0%

##### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently Abled Employees</b>						
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	<b>Total differently abled employees (D+E)</b>	0	0	0%	0	0%
<b>Differently Abled Workers</b>						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	<b>Total differently abled workers (F+G)</b>	0	0	0%	0	0%

## 21. Participation/Inclusion/Representation of women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	13%
Key Management Personnel	3	0	0%

## 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18.34%	20.00%	18.76%	19.15%	10%	19.01%	13.86%	0%	13.72%
Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

## 23. (a) Name of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Shalvis Specialities Limited	Wholly Owned Subsidiary	100%	Yes
2	Amona Specialities Private Limited	Subsidiary	51%	Yes

## VI. CSR Details

## 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in Rs.): 680.62 Crores

(iii) Net worth (in Rs.): 824.91 Crores

## VII. Transparency and Disclosure Compliances

## 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
The list of the stakeholders							
Communities	Not Specific	0	0	0	0	0	Nil
Investors (other than Shareholders)	Yes <a href="https://www.indiapesticideslimited.com/InvestorRelations.php">https://www.indiapesticideslimited.com/InvestorRelations.php</a>	0	0	0	0	0	Nil
Shareholders	Yes <a href="https://www.indiapesticideslimited.com/InvestorRelations.php">https://www.indiapesticideslimited.com/InvestorRelations.php</a>	0	0	0	13	13	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes <a href="https://www.indiapesticideslimited.com/InvestorRelations.php">https://www.indiapesticideslimited.com/InvestorRelations.php</a>	0	0	0	0	0	Nil
Customers	Not Specific	0	0	0	0	0	Nil
Value Chain	Not Specific	0	0	0	0	0	Nil
Partners							
Other (Total)	Not Specific	0	0	0	0	0	Nil

Note: Complaints/ Grievances received from stakeholders, other than shareholders, are not significant and are resolved promptly.

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Chemicals Management	Risk	As the company manufactures pesticide, insecticides, fungicides & APIs, risks associated with chemicals may arise when required safety measures are overlooked.	Storage and handling of chemicals like chlorine, CS <sub>2</sub> , flammable materials like fuel, etc. are identified as a major process hazards at the site for which the company has implemented mitigation measures studied through Quantitative Risk Assessment; HIRA & HAZOP studies & engineering control as advised by professional safety auditors and International clients' HSE auditors	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Waste Management	Risk	The company generates chemical waste due to multiple processes. Management of wastes by following regulations and standards are to be strictly followed to avoid any negative impact to environment and the society.	<ul style="list-style-type: none"> <li>• Solid waste disposal is done through government certified agents for landfilling at approved location.</li> <li>• Emission scrubbers are active for the process.</li> <li>• Cyclones &amp; Dust collector arrangements manage micro wastes from boilers.</li> <li>• Effective PPE management is in place.</li> </ul>	Negative
3	Water Management	Risk	Water is essential for carrying out various processes. Adhering to environmental regulations is important while using and disposing to avoid contamination that can impact Society and environment.	Systems are in place for zero liquid discharge such as liquid from all plants is treated through, RO, MEE, and then Spray Dryer, which are expanded during capacity increase. Water re-generated during every step of treatment is re-used for different purposes according to its purity. Only final Solid wastes are disposed through government certified agents for landfilling	Negative
4	Climate Change & GHG Emissions	Risk	The processes & other factors lead to emission of GHG and the primary risk associated with it is climate change. Increasing concentrations of GHGs in the atmosphere lead to global warming, resulting in a range of adverse impacts such as more frequent and intense heatwaves, storms, floods, droughts, and sea-level rise. Companies that fail to comply with these regulations may face penalties, reputational damage, and legal liabilities	IPL has varied environmental initiatives which prioritise reducing greenhouse gas emissions and also reducing the carbon footprint. The company promotes adoption of renewable energy sources which helps in contributing to the global fight against climate change	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Energy Management	Risk & Opportunity	<p><b>Risk:</b> The risks associated with energy management include fluctuations in energy prices, disruptions in the supply of energy resources and inefficient energy management practices.</p> <p><b>Opportunity:</b> By addressing energy risks proactively and adopting sustainable energy management practices, organizations can enhance resilience, reduce costs, and create long-term value while contributing to environmental sustainability and energy security. Implementing energy management practices such as energy efficiency improvements, demand-side management, and renewable energy integration - can lead to significant cost savings.</p>	IPL conducts a comprehensive energy assessment by external experts to identify areas for improvement. They ensure a sustainable energy supply by relying solely on biomass for heat and steam generation and expanding solar power utilisation	Positive
6	Occupational Health & Safety (OHS)	Risk	<p>Providing employees with adequate training and education on OHS risks, safe work practices, protection against chemical hazards (such as exposure to harmful substances or toxic chemicals) and emergency procedures is essential for increasing awareness and promoting a culture of safety in the workplace. Also, ensuring compliance with OHS regulations and standards is a legal requirement for employers and organizations</p>	<p>IPL conducts mandatory monthly health and safety training sessions for all employees at the site, in different batches during various shifts. Additionally, they also arrange scheduled health check-ups for our employees through empanelled doctors right on the site.</p> <p>IPL continuously collaborate with external experts and perform various safety assessments, such as Hazard and Operability Analysis (HAZOP) and Hazard Identification and Risk Assessment (HIRA) on the job site</p>	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Product innovation and responsibility	Opportunity	The company can attract environmentally conscious consumers by developing innovative products that align with sustainability, ethical sourcing, and environmental responsibility which will differentiate them in the market and will help them to capture new market segments	IPL has Sustainable Procurement Policy based on which the company ensures sourcing is done ethically. The company has all process designed through in-house R&D and Technology where factors of sustainability is integrated at the strategic planning of designing stage itself. Key characteristics of IPL's products are: Quality matching customers' need; None of the Technicals in "red triangle" category; Use and Import only regulators approved products both in India and abroad	Positive
8	Human Rights	Risk	Risks associated with Human rights risks include labor rights violations such as forced labor, child labor, discrimination, and unsafe working conditions. It also includes compliance with the Universal Declaration of Human Rights, the International Labour Organization (ILO) conventions and the United Nations Guiding Principles on Business and Human Rights (UNGPs). Engaging with affected stakeholders, including local communities, civil society organizations, indigenous peoples, workers, and rights holders, is crucial for understanding human rights risks	IPL all grievances as and when received by the respective Unit Heads/ Departmental Heads in coordination with the HR department. A standard operating procedure is followed for addressing all grievances. All the grievances received are duly investigated and appropriate actions are taken to resolve the issue/ complaint. The Company values contribution of each stakeholder and provides good work environment to employees to work together and succeed	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Human Capital Development	Opportunity	Investing in human capital development through training, education, and skill-building programs can enhance individual productivity and performance of the company. Organizations that prioritize human capital development are more attractive to top talent- seeking opportunities for growth, development, and advancement. These initiatives contribute to higher levels of employee engagement, satisfaction, and well-being		Positive
10	Sustainable Supply Chain	Opportunity	Adopting sustainable practices throughout the supply chain can enhance the company's reputation as an environmentally and socially responsible organization, opens the door to new markets and customer segments, particularly those that prioritize ethical and environmentally friendly products. Embracing sustainability in the supply chain can help businesses comply with evolving regulatory requirements, standards, and certifications related to environmental and social responsibility		Positive
11	Product Safety & Quality	Opportunity	Ensuring product safety and quality builds trust and loyalty among customers. The company can gain a competitive edge by offering superior products that meet or exceed customer expectations, if it prioritizes safety and quality. It contributes to customer satisfaction by delivering products that perform as expected, meet safety requirements, and provide value for money	IPL possess NABL certified labs at the manufacturing sites. Labs are equipped with the choice of appropriate testing activities, specific methods, and attributes of the testing. Periodical check on quality control is done through calibration with testing by outsourced centers. Thus, it feedback credibility, accuracy and competency of internal QC. Also, Quality professionals are upgraded on knowledge and skill through exposure to training programs and webinars.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
12	Business Ethics	Opportunity	Ethical and responsible acts can differentiate a company in the marketplace and enhance its reputation as a trustworthy and socially responsible organization. A positive reputation for ethical conduct can attract customers, investors, and top talent, leading to increased competitiveness and market share. Also, ethical behavior builds trust and loyalty among customers, employees, suppliers, and other stakeholders	India Pesticides Limited is committed to encourage organisation culture at the highest standards of ethics & integrity at all levels, with due carefulness to prevent & detect unlawful & unethical conduct. IPL has implemented Business Ethics Policy described for common standards to both management and employees. The ethical policy has been designed to deter wrongdoing and to promote the values and principles.	Positive
13	Risk Management	Risk	Failure to identify all potential risks or overlooking emerging risks can lead to unexpected threats and disruptions. Incomplete risk assessments or reliance on outdated risk registers may result in critical risks being overlooked, leading to inadequate mitigation strategies and exposure to unanticipated losses. Non-compliance with regulatory requirements, standards, or industry best practices can expose organizations to legal and regulatory risks	The company has a Risk Management policy which includes evaluating the adequacy of risk management systems and it aims to ensure the overall efficiency and functionality of the risk management framework. IPL adopts a comprehensive risk management framework both at the Committee of Directors' level and Executive level that aims to identify, assess, mitigate and monitor threats	Positive
14	Regulatory & Legal compliances	Risk	The implementation of penalties, fines, or legal actions by regulatory bodies or authorities for noncompliance with certain regulations is one of the most obvious hazards. These punishments may take the form of monetary fines or more serious repercussions like prohibitions on corporate operations or legal repercussions.	All risks related to compliance, regulations, contracts, non-contractual obligations, disputes, reputation, and other factors are considered by the company before making any decisions	Negative



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	<a href="https://www.indiapesticideslimited.com/InvestorRelations.php">https://www.indiapesticideslimited.com/InvestorRelations.php</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	9001:2015- Quality management systems 14001:2015- Environmental management systems 45001:2018- Occupational health and safety 10002:2018- Quality management — Customer satisfaction NABL certification for R&D Lab in Sandila, Hardoi, Uttar Pradesh								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<b>Environment:</b> > Quarterly and Yearly Impact study of all environmental related projects by 31st March 2025 > Aggressive initiatives to promote larger-scale afforestation during 2024-25 > Increased use of solar power and completion of comprehensive feasibility studies in order to carry out solar energy projects by 31st March 2025. <b>Social:</b> > Carrying out activities and undertake projects for community development > Maintaining safe working environment for employees > Improving agriculture, business, the environment, and society at large <b>Governance:</b> > Maintaining diversity at board level > Improve long-term sustainability, preserve operations, and reduce risk								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<b>Environment</b> > IPL has achieved 25% reduction in energy consumption from non-renewable sources as compared to FY23 > 23% reduction in water consumption as compared to FY23, making the sites ZLD compliant > 3% reduction in total Scope 1 & 2 emission intensity compared to FY23 > The company prioritized the promotion of afforestation by employing the Miyawaki technique to enhance the existing greenbelt surrounding its manufacturing sites. The 'Food Forestation' project transformed idle lands into productive areas								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	<p>&gt; Within its production facilities, the company has implemented advanced systems such as Effluent Treatment Plant (ETP), Multiple Effect Evaporator (MEE), Reverse Osmosis (RO) and Spray Driers and diligently follows the 5Rs principle to systematically minimise environmental waste at all organisational levels</p> <p>&gt; One of the significant steps involve conducting a comprehensive energy assessment carried out by external experts to identify areas for improvement. The company ensures sustainable energy supply by relying solely on biomass for heat and steam generation and expanding solar power utilisation</p> <p><b>Social</b></p> <p>&gt; Nutritional supply for poor children in government hospitals; Financial support for poor patients on their critical illness treatment; Delivering medicines for poor patients in hospitals when they are reported as needy; Installing Water Coolers and Drinking Water Filters in Government hospitals during summer and distributing warm blankets for poor &amp; handicapped during winter.</p> <p>&gt; Implementation of projects like 'Samagra Sudhar' for the upliftment of village youth and children, 'Chuppi Tod ; Halla bol' for safety of under 18 from sexual abuses</p> <p><b>Governance</b></p> <p>&gt; Recognizing diverse board that leverages a wide range of information, professional experiences, expertise, qualifications, skills and perspectives</p> <p>&gt; Encouraging diversity for improving decision-making processes and the ability to adapt to a dynamic environment</p>								
<b>Governance, leadership and oversight</b>									
<p>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</p>	<p>Environmental, Social, and Governance (ESG) has gained increasing attention over the past few years, with many institutional investors investing only in those companies that provide ESG an important goal for organizations. Despite facing numerous macroeconomic challenges worldwide, IPL has consistently maintained a strong track record of delivering sustainable top-line performance throughout the year. The company's commitment to delivering sustainable long-term growth remains steady. India Pesticides Limited is dedicated to upholding its corporate social responsibility with a huge belief in "Caring for the world with Care." We strongly believe that prioritizing sustainability in all their initiatives can foster the growth and well-being of their communities. Guided by the core principle of integrating innovation, quality, and sustainability into every aspect of operations, IPL has implemented numerous initiatives aimed at ensuring sustainable and ethical practices. Their commitment is to safeguard the interests of all stakeholders. By translating ESG (Environmental, Social, and Governance) principles into tangible action, they strive to achieve excellence through sustainability. The company is also dedicated to provide a safe, secure, and healthy work environment for its employees and stakeholders is an ongoing journey marked by continuous improvement.</p>								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The implementation and oversight of the Company's Policy towards business responsibility is regularly carried out by: 1. Board of Directors								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, The Company has a Corporate Social Responsibility (CSR) & Risk Management Committee of Executives Lead by CEO of the Company with the Company's strategy to bring about a positive impact on the communities.								

10. Details of Review of NGRBCs by the Company:

Subject of Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	Regularly reviewed by: Board of Directors Corporate Social Responsibility (CSR) Committee Audit Committee Risk Management Committee									Board of Directors (Periodically)								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The compliance with the statutory requirements is monitored on a regular basis by: 1. Management 2. Audit Committee 3. Board of Directors									The compliance with the statutory requirements is monitored on a periodically by: 1. Management 2. Audit Committee 3. Board of Directors								

11. Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	The working of all the Policies is internally monitored. Audit/ evaluation by external agencies is carried out wherever necessary.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a. The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
b. The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
c. The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
d. It is planned to be done in the next financial year (Yes/ No)									
e. Any other reason (please specify)									

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership".

While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



**Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

#### 1 Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	5	During the Financial year, the Board of Directors of the Company invested their time on various updates pertaining to the business, regulations, environmental, social, governance matters, etc. These topics comprise insights on the said Principles	100%
Employees	4	1) Code of Conduct 2) Anti Bribery Anti Corruption 3) Whistle Blower Policy 4) Health & Safety, Cleanliness 5) Prevention of Sexual Harassment at the Workplace 6) Risk Management Policy	95%
Workers	12	1) Code of Conduct 2) Anti Bribery Anti Corruption 3) Whistle Blower Policy 4) Health & Safety, Cleanliness 5) Prevention of Sexual Harassment at the Workplace	80%

#### 2 Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Penalty/ Fine	Nil				No
Settlement	Nil				No
Compounding fee	Nil				No

	Non-Monetary			
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil			No
Punishment	Nil			No

**3 Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Yes waive off penalty has been appealed.	

**4 Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has an Anti-Bribery and Anti-Corruption (ABAC) Policy in place. India Pesticides Limited (the 'Company' or 'IPL') practices a zero-tolerance approach toward involvement of bribery and corruption in all its business dealings and relationships. The company has a policy anti-corruption or anti-bribery. The weblink for the policy is <https://www.indiapesticideslimited.com/InvestorRelations.php>

**5 Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

**6. Details of complaints with regard to conflict of interest:**

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

NA

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY24 (Current Financial Year)	FY23 (Previous Financial Year)
Number of days of accounts payables	87	65

9. Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY24 (Current Financial Year)	FY23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	20.71	17.33
	b. Number of trading houses where purchases are made from	88	101
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	69.2	68.45
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	28%	18%
	b. Number of dealers / distributors to whom sales are made	5695	3991
	c. Sales to top 10 dealers/distributors as % of total sales to dealers / distributors	5.93%	9.24%
Shares of RPTs in	a. Purchases (Purchases with related parties/ total purchases)	0.01%	0.01%
	b. Sales (Sales to related parties/ total sales)	0.09%	0.16%
	c. Loans & advances (Loans & advances given to related parties / total loans and advances)	41.29%	31.90%
	d. Investments ( Investments in related parties / total investments made)	70.44%	27.84%

### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awarenessprogrammes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
4	Safety & Customer Engagement	100%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

Yes, the Company has adopted a Code of Conduct to avoid/ manage conflict of interests involving members of the Board. The Code is uploaded on the Company's website at:

<https://drive.google.com/file/d/1FAsUSqmpJnuEamnR4fCVBTWklnFE8Fmv/view>

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE



**Businesses should provide goods and services in a manner that is sustainable and safe**

### Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R & D	3%	2.60%	Investments in R&D for product improvement, so as to minimize the negative environmental impacts & enhance the positive impacts on the society. Costumers needs & market driven research is conducted on continuous basis.
Capex	11%	10%	The Company's overall capex programme is designed towards investment in assets that continually improve the quality of manufacturing processes. This helps the Company to not only reduce environmental and social impacts resulting from its operations but also help to offer products and services that have optimal impact on the environment.

- 2 a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes.

IPL has developed a process for the selection of suppliers and third parties, including various parameters such as sustainable procurement policy sourcing guidelines, Environment Health & Safety Policy, Legal Compliance, Adherence to Code of conduct, ISO Certification, etc

- b. **If yes, what percentage of inputs were sourced sustainably?**

84%

- 3 **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a) Plastics (including packaging)	IPL is registered with the pollution control board under Extended Producer Responsibility (EPR). We responsibly manage our plastic waste via a Waste Management Agency as per Plastic Waste Management Rules, 2016 (and amendments). These help to collect, transport and recycle the plastic waste
(b) E-waste	E-waste is segregated at source & stored in designated areas. These are further managed by Pollution Control Board authorized recycler
(c) Hazardous waste	Hazardous waste is stored at designated places within the plant premises. This is further managed by M/s. Ramkey which is a Pollution control board authorised hazardous waste recyclers.
(d) other waste.	Other non- hazardous solid waste is managed by M/s. Ramkey and sent to approved treatment, storage, and disposal facilities (TSDF)

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes Waste collection plan is submitted to PCB

## Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Nil					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
NA		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
HDPE Drum Plastic Drum, Metal Drum, HDPE Bags	<5%	<5%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Re-used	Recycled	Safely Disposed (MT)	Re-Used	Recycled (MT)	Safely Disposed (MT)
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	88.3	Nil	Nil	134.76
Other waste	Nil	Nil	6507	Nil	Nil	8452

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NA	



**3**

PRINCIPLE

Businesses should respect and promote the well-being of all employees, including those in their value chains

### Essential Indicators

#### 1. a. Details of measures for the well-being of employees

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	941	0	0%	941	100%	-	-	0	0%	0	0%
Female	8	0	0%	8	100%	1	12.50%	-	-	0	0%
<b>Total</b>	<b>949</b>	<b>0</b>	<b>0%</b>	<b>949</b>	<b>100%</b>	<b>1</b>	<b>0.11%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>
<b>Other than Permanent employees</b>											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

#### b. Details of measures for the well-being of workers:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent workers</b>											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
<b>Other than Permanent workers</b>											
Male	1221	1221	100%	1221	100%	-	-	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	-	-	0	0%
<b>Total</b>	<b>1221</b>	<b>1221</b>	<b>100%</b>	<b>1221</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

#### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.19%	0.12%

**2 Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99%	100%	Y	99.4	100	Y
Gratuity	100%	100%	Y	99.64	100	Y
ESI	42%	100%	Y	52	100	Y
Others - Please specify	100%	100%	Y	100	100	Y

**3 Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. Yes

**4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes Clauses related to the equal opportunities is a part of "Work Ambience Policy" which is available on the company intranet

**5 Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

Please note: none of the employees or workers availed of parental leave during FY24

**6 Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	IPL has policies in place to safeguard the human rights & adress grievances.
Other than Permanent Workers	Following policies are available on the company intranet, with references to reporting & handling grievances:
Permanent Employees	
Other than Permanent Employees	<ul style="list-style-type: none"> <li>• Work Ambience Policy</li> <li>• QHSE (Quality Health, Safety Environment) Policies &amp; Procedures – IPL's Incident Reporting System and On Site &amp; Off Site Emergency Action Plan</li> <li>• HR Policies</li> <li>• Whistle Blower Policy</li> <li>• Prevention of Sexual Harassment at the Workplace</li> </ul> <p>Grievance redressal mechanism is also available by way of direct approach to immediate Reporting head/Supervisor/Manager</p>

**7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>						
Male	941	941	100%	820	820	100%
Female	8	8	100%	10	10	100%
<b>Total Permanent Workers</b>						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

**8 Details of training given to employees and workers:**

Category	2023-24					2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	941	485	51.54%	485	51.54%	820	428	52.2%	280	34.15%
Female	8	4	50.00%	4	50.00%	10	5	50%	5	50%
<b>Total</b>	<b>949</b>	<b>489</b>	<b>51.53%</b>	<b>489</b>	<b>51.53%</b>	<b>830</b>	<b>433</b>	<b>52.17%</b>	<b>285</b>	<b>34.34%</b>
<b>Workers</b>										
Male	1221	422	34.56%	422	34.56%	1261	662	52.5%	662	52.5%
Female	0	0	0.00%	0	0.00%	0	0	0%	0	0%
<b>Total</b>	<b>1221</b>	<b>422</b>	<b>34.56%</b>	<b>422</b>	<b>34.56%</b>	<b>1261</b>	<b>662</b>	<b>52.5%</b>	<b>662</b>	<b>52.5%</b>

**9 Details of performance and career development reviews of employees and worker:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No.(B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees</b>						
Male	941	410	43.57%	820	280	34.15%
Female	8	8	100.00%	10	10	100%
<b>Total</b>	<b>949</b>	<b>418</b>	<b>44.05%</b>	<b>830</b>	<b>290</b>	<b>34.94%</b>
<b>Workers</b>						
Male	1221	350	29%	1261	598	47.42%
Female	0	0	0%	0	0	0%
<b>Total</b>	<b>1221</b>	<b>350</b>	<b>29%</b>	<b>1261</b>	<b>598</b>	<b>47.42%</b>

**10 Health and safety management system:**

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes. The Safety & Health Management system covers activities across all manufacturing locations, offices, research laboratories and supply chain partners and ensures the protection of the environment, health & safety of its employees, contractors, visitors and all other relevant stakeholders.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The safety and health management system is part of the Organization's management system which covers:

- Health and safety work organization and policy in a company
- Planning process for accident and ill health prevention
- Line management responsibilities and
- Practices, procedures and resources for developing and implementing, reviewing and maintaining the occupational safety and health policy

Storage and handling of toxic chemicals like chlorine, CS<sub>2</sub>, flammable materials like fuel, etc. are identified as the major process hazards at the site for which the Company has carried out Quantitative Risk Assessment; HAZOP study & engineering control as appropriate. Both the manufacturing units of the Company have been working on Process Safety and Risk Management (PSRM).

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes

**11 Details of safety related incidents, in the following format:**

Safety Incident /Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

**12 Describe the measures taken by the entity to ensure a safe and healthy work place.**

We have regular assessments of our manufacturing facilities by international customers, external governing bodies, and internal teams for quality assurance as well as for health and safety systems and sustainability aspects. Robust safety protocols are in place to safeguard our employees. Reverberating the motto – 'Care the World with Care', we are making a positive contribution towards making an impact in community development. Organizing various safety training and awareness programmes across operations like mock drills for fire safety, maintenance of safety data sheet, work at confined spaces and mining safety, etc. Risk assessment for all identified tasks are done and based on the risk score rating, 'SOP's are prepared for the respective task/ operation. It is being ensured by regular audit and inspection that all control measures are in place and SOP are adhered to strictly by individuals concerned. SCAR Safety Corrective Action Request system is implemented to ensure that all plant sections are being inspected to identify unsafe conditions. After initial inspection in a prescribed time frame corrective actions are taken by concerned section in-charges.

**13 Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

**14 Assessments for the year:**

Safety Incident /Number	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	96%
Working Conditions	96%

**15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

All safety related observations during regular scheduled internal inspections are discussed by respective departmental officials and investigated if any more effective implementation is required. During everyday morning meeting by the senior officials, CAPA on all observations and other safety audits are not only addressed but also ensure implementations through re-inspections.

**Leadership Indicators**
**1 Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

Yes

**2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The company conducts compliance check on contractors involved in supplying resources while processing their invoices

**3 Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

**4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

No. All employees are provided with friendly workplace culture controlled by the company's Workplace Ambience Policy. Career ending employees are given considerable amount of time to adopt the transition.

**5 Details on assessment of value chain partners:**

Safety Incident /Number	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	92%
Working Conditions	92%

**6 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Scheduled internal inspections followed by CAPA. Everyday morning huddle meeting by all departmental heads for sharing the support and improvement required to meet the set goal of the day safely. Replication of measures taken at one place to new areas so that prevention can be done.

4

PRINCIPLE

**Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators****1 Describe the processes for identifying key stakeholder groups of the entity**

The internal and external stakeholders who have a direct influence on the Company's operations and activities are identified as key stakeholder groups of the entity. The identification of stakeholder groups involved conducting mapping exercises to assess their impact and influence on the entity's operations, subsequently prioritizing them according to their significance and engagement levels. The company identifies stakeholders with the intention of conducting the business in a sustainable way, which is possible only through understanding the needs of each other and fulfilling them by abiding by the rule of the land.

The company has mapped its internal and external stakeholders, the major/ key categories include:

- Society
- Distribution agencies
- Vendors / Suppliers / Contractors
- Employees (including content producers)
- Community organizations / NGOs
- Government and regulatory authorities
- Investors and banks

**2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Company website, Phone call & Email, Surveys & Grievance Redressal	Periodic	Business updates & Engagement of dealers
Communities	Yes	Community Visits, meetings & Surveys	Periodic	To help benefit communities in the areas surrounding the Company's operations by livelihood opportunities through various CSR initiatives by the Company

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors (other than shareholders)	No	Written and Verbal Communication by way of the Phone call, Emails, Letters, Notices of Board Meetings, Earning calls on financials from time to time, Newspaper Advertisements & Websites of company & Stock Exchanges	Annually, half yearly and Quarterly on Financial Results and others from time to time	Business updates, financial performances and Compliances on financial covenants
Shareholders & lenders	No	Written and Verbal Communication by way of the Phone call, Emails, Letters, Notices of Board Meetings, Earning calls on financials from time to time, Newspaper Advertisements & Websites of company & Stock Exchanges	Annually, half yearly and Quarterly on Financial Results and others from time to time	Business updates, financial performance and compliances with norms
Employees and workers	No	Written and Verbal Communication by way of E-mail and phone call	Daily	Employee engagement is an on-going exercise conducted throughout the year
Government & regulatory authorities	No	Annual/ Quarterly reports, Monthly and as when regulatory filings	Annually/ Quarterly/ Monthly and as and when required	Good governance practice, Regulatory compliance, Environmental compliances
Suppliers & contractors	No	Review Meetings & Vendor Interactions	Periodic	Engagement with the suppliers and contractors for developing long term business relationships

### Leadership Indicators

**1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The company regularly interacts with all the stakeholders through different platforms. The feedback from the stakeholders are studied on relevance and feasibility. Actionable prioritized are discussed through meetings of Risk Management Committee of executives represented by the identified heads of different departments. Further escalation is done for board approval and to update the status of completion.

**2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes. Inputs from stakeholders are received through meeting with them during their site visit or meeting or assessments they conduct. Actions in which changes in policy or creation of any new policy are sorted and Board is informed prior to taking action and post after completion.

### 3 Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

During the financial year, Gram panchayat Pradhan in Som Village in Hardoi communicated the general manager of the manufacturing site and CSR Head of IPL seeking support for enhancing the condition of two schools in the village. The company CSR head along with the NGO team visited the site and developed better sanitation facility, sports equipment, computer room for two schools in the village. Besides, the company installed solar street lights listening to the need from women and girls in village. Also, the company has adopted 4 villages near the manufacturing site for the upliftment.

5

PRINCIPLE

## Businesses should respect and promote human rights

### Essential Indicators

#### 1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	949	489	51.53%	830	280	33.73%
Other than permanent	0	0	0.00%	0	0	0%
<b>Total Employees</b>	<b>949</b>	<b>489</b>	<b>51.53%</b>	<b>830</b>	<b>280</b>	<b>33.73%</b>
<b>Workers</b>						
Permanent	0	0	0%	0	0	0%
Other than permanent	1221	422	34.56%	1261	662	52.5%
<b>Total Workers</b>	<b>1221</b>	<b>422</b>	<b>34.56%</b>	<b>1261</b>	<b>662</b>	<b>52.5%</b>

#### 2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
<b>Permanent</b>										
Male	941	3	0.32%	398	42%	820	0	0%	820	100%
Female	8	0	0.00%	8	100%	10	0	0%	10	100%
<b>Other than permanent</b>										
Male	0	0	0.00%	0	0%	0	0	0%	0	0%
Female	0	0	0.00%	0	0%	0	0	0%	0	0%
<b>Workers</b>										
<b>Permanent</b>										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
<b>Other than permanent</b>										
Male	1221	1164	95.33%	57	4.67%	1261	1120	88.82%	141	11.18%
Female	0	0	0.00%	57	0.00%	0	0	0%	0	0%



**3 Details of remuneration/salary/wages, in the following format:**
**a. Median remuneration / wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakh)	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakh)
Board of Directors (BoD)	6	9.17	1	9.00
Key Managerial Personnel	4	37.17	0	0
Employees other than BoD and KMP	871	4.14	8	2.59
Workers	1,221	2.04	0	

**Of the 8 Male BOD, 1 is Executive director, who is considered under KMP, 1 BOD gets sitting fees, which is not considered in the above table**

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Gross wages paid to females as % of total wages	0.37%	0.39%

**4 Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, HR heads of the respective units are responsible for addressing the issues. The Audit, Risk Management Committee/s and the Board has overseen redressing human rights impacts or issues caused or contributed to by the business.

**5 Describe the internal mechanisms in place to redress grievances related to human rights issues.**

All grievances are addressed as and when received by the respective Unit Heads/ Departmental Heads in coordination with personnel of HR department. All the grievances received are duly investigated and appropriate actions are taken to resolve the issue/complaint

**6 Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment Discrimination at workplace Child Labour Forced Labour/ Involuntary Labour Wages Other Human rights related issues		Nil			Nil	

**7 Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY24 Current Financial Year	FY23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	NA	NA
Complaints on POSH upheld	NA	NA

**8 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company has policies relating to Human Resources and Prevention of Sexual Harassment (POSH), which promote a free, fair and discrimination free working environment for employees and provide a mechanism for raising concerns and resolution of disputes. The above policies apply to IPL. The Company has in place a Supplier / Vendor Code. Company's subsidiaries have their own policies

**9 Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, The Company adheres to highest level ethical practices as articulated by its Code of Conduct. The Company values contribution of each stakeholder and provides thriving work environment to employees to work together and succeed

**10 Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

**11 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

There are no such instance of significant risk or concerns arising during the financial year 23-24.

**Leadership Indicators****1 Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

The Company has NIL grievances/complaints

**2 Details of the scope and coverage of any Human rights due-diligence conducted.**

None

**3 Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes

**4 Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0%
Discrimination at workplace	0%
Child Labour	0%
Forced Labour/Involuntary Labour	0%
Wages	0%
Others – please specify	0%

**5 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

NA

**6**

PRINCIPLE

Businesses should respect and make efforts to protect and restore the environment

**Essential Indicators**
**1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24 (Current Financial Year) (Giga Joules)	FY 2022-23 (Previous Financial Year) (Giga Joules) *
<b>From renewable sources</b>		
Total electricity consumption (A)		
Total fuel consumption (B)	4,47,690.4	5,19,435.5
Energy consumption through other sources (C)	4,47,690.4	5,19,435.5
<b>Total energy consumed from renewable sources (A+B+C)</b>		
<b>From non-renewable sources</b>		
Total electricity consumption (D)	1,18,032.2	1,58,035.8
Total fuel consumption (E)	10,683.2	16,849.6
Energy consumption through other sources (F)	0	0
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>1,28,715.4</b>	<b>1,74,885.4</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>5,76,405.8</b>	<b>6,94,320.9</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed/ revenue from operations)	0.000085	0.000078
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)	0.0000205	0.0000198
<b>Energy intensity in terms of physical output (GJ/MT)</b>	39.2	32.4
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

\*The energy consumption data was reported in Mio kWh in FY23 BRSR report, which is converted to GJ & reported- for uniformity

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency

**2 Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No. The company has plans to focus on the PAT Scheme.

**3 Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	1,80,530.51	2,33,246
(iii) Third party water (tanker)	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	1,80,530.51	2,33,246
Total volume of water consumption (in kilolitres)	1,80,530.51	2,33,246
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations) (KL/Turnover in Rs.)	0.0000265	0.0000264
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	0.00000643	0.00000664
<b>Water intensity in terms of physical output (KL/MT)</b>	12.3	10.9
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. No

4 Provide the following details related to water discharged:

Parameter	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency No

5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

ZLD is implemented in the both sites of IPL

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	µg/m3	25.61	24.3
Sox	µg/m3	13.17	18.26
Particulate matter (PM)	µg/m3	89.28	88.4
Persistent organic pollutants (POP)	NA	0	0
Volatile organic compounds (VOC)	NA	0	0
Hazardous air pollutants (HAP)		0	0
Others – please specify		0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency No

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	791.6	1,248.5
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	23,475.3	31,431.6
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) *		0.0000036	0.0000037
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.00000086	0.00000093

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output (tCO<sub>2</sub>/MT)</b>		1.6	1.5
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			-

\* Please note: Emissions from biogenic sources are not considered under Scope 1 or Scope 2 emissions, but are reported separately, as per GHG protocol. Emissions from biogenic sources (rice husk) for FY 24 is 44769 tCO<sub>2</sub> & FY 23 is 51943 tCO<sub>2</sub>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. No

**8 Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

The company purchases Rice husk as a source of fuel, and thus utilizes the concept of waste to energy.

**9 Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	NA	NA
Radioactive waste (F)	Nil	Nil
Other Hazardous waste (Oil-soaked cotton waste, DG filters, paint cans, chemical cans, paint residue, oil sludge, DG chimney soot, coolant oil and used oil) . Please specify, if any. (G)	6595.37	8586
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
<b>Total (A+B + C + D + E + F + G + H)</b>	6595.37	8586
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	0.000000969	0.000000970
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.000000235	0.000000244
<b>Waste intensity in terms of physical output (tons/ MT)</b>	0.45	0.40
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	659.54	858.6
(ii) Re-used	395.72	515.16
(iii) Other recovery operations	197.86	257.58
<b>Total</b>	1,253.12	1,631.34
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	88.31	135
(ii) Landfilling	6,507.06	8,452
(iii) Other disposal operations	-	-
<b>Total</b>	6,595.37	8,587

\*Note: The company is in the process of monitoring waste generation (though in minor quantities) and further having a robust disposal mechanism to minimise waste sent to landfill.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. No

**10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

The Company has practices for choosing always safer or alternatives in terms of raw materials, none of our products are in Red Triangle, in-house derived technologies to create a safe work atmosphere for employees and the environment and standardized procedures for choosing materials for manufacturing. The company has set up ETP (Effluent Treatment Plant) for treating and reusing wastewater for non-potable uses like gardening, cleaning, in flush system etc. RO systems at the site help to reuse of water back in process.

**11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
			NA

**12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link

**13 Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No	Specify the law / regulation / guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	None	NA	NA	NA

### Leadership Indicators

**1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area -
- Nature of operations -
- Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres)</b>	-	-
<b>Total volume of water consumption (in kilolitres)</b>	-	-
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	-	-

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
<b>Water discharge by destination and level of treatment (in kilolitres)</b>	-	-
(i) Into Surface water	-	-
---No treatment	-	-
---With treatment – please specify level of treatment	-	-
(ii) Into Groundwater	-	-
---No treatment	-	-
---With treatment – please specify level of treatment	-	-
(iii) Into Seawater	-	-
---No treatment	-	-
---With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
---No treatment	-	-
---With treatment – please specify level of treatment	-	-
(v) Others	-	-
---No treatment	-	-
---With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

**2 Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	-	-
<b>Total Scope 3 emissions per rupee of turnover</b>		-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

**3 With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

NA

**4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Renewable resources are used for steam generation. The company uses bio-mass for steam generation. ETP is installed, and treated water is re-used within site premises, to keep the manufacturing sites ZLD		

**5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

The company has Business Continuity Plan (BCP) that helps to be resilient while facing any disruptive situation. Time during the lockdown was tested period, which the company could handle without any interruption to business and meeting promises given to both the clients, other stakeholders and employees. The objective of the BCP is to always be aware of threats that can cause discontinuity to business operations. The company has efficient Risk Management Committee of Executives that meet regularly to discuss each of the identified Business Risks. Each business risk is tagged with responsibility and accountability for the identified officials who are expert on tackling each. Also, the committee revisits the identified Business Risks every year and reassess them to prioritise on basis of Severity and Probability of occurrence. Meet of all the responsible officials under same roof is scheduled four time a year during which every one do the brainstorm on each other's risks to reframe mitigation measures that are already defined for each. All decisions and minutes of meeting on such meet are escalated to RM Committee of Directors for their inputs, update and approvals if any required.

**6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard**

Such significant adverse incidents have never occurred. Pro-actively the team in the field connects with the whole value chain till farmers for understanding areas of improvement if any on their way of using our products.

**7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

6%



**Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

- 1 a. Number of affiliations with trade and industry chambers/ associations. 10
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State / National)
1	Basic Chemicals, Cosmetics & Dyes Export Promotion Council popularly known as CHEMEXCIL.	National
2	Pesticides Manufacturers & Formulators Association of India (PMFAI)	National
3	Crop Care Federation of India (CCFI )	National
4	Chamber of Commerce and Industry (CCI)	National
5	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
6	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
7	The All India Management Association (AIMA)	National
8	Indian Pest Control Association (IPCA)	National

**2 Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
	NA	



## Leadership Indicators

### 1 Details of public policy positions advocated by the entity:

S. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others - please specify)	Web Link, if available
NA					



### Businesses should promote inclusive growth and equitable development

## Essential Indicators

### 1 Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

### 2 Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA						

### 3 Describe the mechanisms to receive and redress grievances of the community.

Our Whistle blower policy covers external stakeholders, through which community members can raise their concerns. Along with this, we also implement a public grievance redressal mechanism, where any complaints or grievances of our stakeholders, including the community, can be addressed directly to our Administration through email address and phone number of the Vigilance and Ethics Officer. details of the same are mentioned in the Vigil mechanism & Whistle blower policy, which can be accessed on the mentioned link: <https://drive.google.com/file/d/1UUVXTfbEPTnemVuuji2gfKgBDMR64a9/view>

### 4 Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	26.16%	24%
Directly sourced within India	14%	11%

**5 Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Rural	68%	42%
Semi-urban	-	-
Urban	32%	58%
Metropolitan	-	-

### Leadership Indicators

**1 Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
NA	

**2 Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No	State	Aspirational District	Amount spent (In INR)
1	Uttar Pradesh	Siddharth Nagar	₹ 3,00,000.00

**3 (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) No**

**(b) From which marginalized /vulnerable groups do you procure? NA**

**(c) What percentage of total procurement (by value) does it constitute? NA**

**4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
NA				

**5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

S. No	Name of authority	Brief of the Case	Corrective action taken
NA			

**6 Details of beneficiaries of CSR Projects:**

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Samagra Sudhar: Sowing the seed of sustainability in youth & children in villages and train them on self diagnosing and finding sustainable solutions for improvements in their own village.	9,199	100%
2	Food Forests & Bori Bagiya: 650 Urban Poor Families	456	100%

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
3	Chuppi Tod Halla Bol: Combating child sexual abuse by developing tangible avenues that provides safe environment for children to speak out and get motivated for the life ahead	1,21,186	100%
4	Open Gym: Installing gym equipment in 5 public parks under Lucknow Nigam	>1,000	100%
5	Improving Medical Facility in government hospital: Installation of Cardiac Probe for detail study of heart and Online Digital Microscope in the hospital lab	>1,000	100%



**Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

For our clients, we customize our solutions based on their needs. Feedback on our services and their experience with us is collected during and at the end of our engagement with them. For our digital platforms, we seek real-time feedback from users visiting our web pages through pop-up forms to take inputs on their user experience. Given the nature of business and the direct connection we have with our readers clients, the Company carries out periodic surveys to stay on their pulse. The objective is to understand their needs and ascertain the gaps. We also participate in readership and brand-related surveys carried out by independent agencies.

**2 Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100% The Company is compliant with
Safe and responsible usage	disclosure requirements as per applicable laws
Recycling and/or safe disposal	

**3 Number of consumer complaints in respect of the following:**

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of Products	Nil	Nil	Nil	Nil	Nil	Nil
Quality of Products	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil	Nil	Nil

**4 Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

**5 Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

No

**6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services**

NA

**7 Provide the following information relating to data breaches:**

- a. **Number of instances of data breaches** None
- b. **Percentage of data breaches involving personally identifiable information of customers** None
- c. **Impact, if any, of the data breaches** NA

### Leadership Indicators

**1 Channels / Platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Yes, Information related to products & services of the entity is available on the Company's website [https://www.indiapesticideslimited.com/ipl\\_at\\_a\\_glance.php](https://www.indiapesticideslimited.com/ipl_at_a_glance.php)

**2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

All businesses of the Company comply with the regulations and relevant voluntary codes concerning marketing communications, including advertising and promotion. The Company's communications are aimed at enabling consumers to make informed purchase decisions.

**3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services**

Yes, We have Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. Our team is in constant touch with the end users including channel partners, dealers & farmers. This help us to communicate any updates regarding products, services etc.

**4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes. Sales force does this on a regular basis during their market visits, to serve customers better. Also all display information on the product packaging is in line with the regulatory/ compliance requirements.

# Independent Auditor's Report

To The Members of  
**India Pesticides Limited**

## Report on the Audit of Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of India Pesticides Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No	Key Audit Matters	Auditor's response
1	<p><b>Allowances for Expected Credit Losses</b></p> <p>The Company determines the allowance for credit losses on trade receivables based on historical loss experience adjusted to reflect current and estimated future economic conditions. In calculating expected credit loss, the Company also considers the security deposit and other securities, besides other related information to estimate the probability of default in future.</p>	<p>Our principal procedures included the following, but were not limited to:</p> <ul style="list-style-type: none"> <li>evaluated the design and tested operating effectiveness of internal controls over allowance for credit losses on trade receivables.</li> <li>development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions.</li> <li>completeness and accuracy of information used in the estimation of probability of default.</li> <li>analysis of those trade receivables where there is significant increase in credit risk and review of ageing of the trade receivables pertaining to current and immediately preceding years.</li> </ul>

Sr. No	Key Audit Matters	Auditor's response
	The Management has exercised significant judgement in estimating the allowance for credit losses. Refer Note 9 and 43 to the Standalone Financial Statements	<ul style="list-style-type: none"> <li>• computation of the allowance for credit losses.</li> <li>• testing the arithmetical accuracy and computation of the allowances prepared by the Management.</li> <li>• assessed the appropriateness of disclosures in standalone financial statements in accordance with the applicable accounting standards.</li> </ul>

### Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business Responsibility and Sustainability Report, Corporate Governance Report, but does not include the consolidated financial statements, 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.

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 during the course of our audit or otherwise appears to be materially misstated.

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

### Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of

the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management 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 Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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.

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 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 control system 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 management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity'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 entity 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a

matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order" "CARO" ), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.
  - (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement 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 Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - (e) On the basis of the written representation received from the directors as on March 31, 2024 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a Directors in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"**.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial performance in its standalone financial statements. [Refer note no 35 to standalone financial statements]
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.
  - v. (a) The final dividend paid by the Company during the year in respect of the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
  - (b) As stated in the note 16 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing annual general meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to the declaration of dividend.
  - vi. (a) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
  - (b) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For Lodha & Co. LLP**

Chartered Accountants

Firm registration No. – 301051E/E300284

**R.P. Baradiya**

Partner

Membership No. 44101

UDIN : 24044101BKCLTB4334

Place : Mumbai

Date : May 30, 2024



## Annexure "A" referred to in "Report on Other Legal and Regulatory Requirements" section of our report to the members of India Pesticides Limited of even date:

- i. (a) In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:
  - A. The Company has maintained proper records, showing full including quantitative details and situation of Property, Plant and Equipment (PPE) and right of use assets.
  - B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the Company has a phased program for physical verification of the PPE for all locations. In our opinion, the frequency of verification is reasonable, considering the size of the Company and nature of its PPE. Pursuant to the program of the physical verification of PPE, physical verification of the assets has been carried out during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination and records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, neither any proceedings have been initiated during the year nor are pending as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii. (a) The inventories have been physically verified by the management at reasonable intervals during the year, except for goods in transit and those lying with third parties. The procedures of physical verification of the inventories followed by the management and its coverage are reasonable and adequate in relation to the size of the Company and nature of its business. As per the information and explanations given to us, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
  - (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs 5 crore, in aggregate from banks on the basis of security of current assets. The quarterly statements filed by the Company with such banks are generally in agreement with the books of account of the Company. The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate from financial institutions on the basis of security of current assets.
  - iii. According to the information and explanations given to us, during the year, the Company has made investments, provided loans and granted advances in the nature of loans in respect of which the requisite information is as mentioned below. The Company has not provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in firms and limited liability partnership.
    - (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not provided any loans or advances in the nature of loans or guarantee or provided security to any other entity and hence reporting under clause 3(iii)(a) is not applicable to the Company.
    - (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year in its wholly owned subsidiary and the terms and conditions of the grant of all loans and advances in the nature of loans are in the ordinary course of business and accordingly, not prejudicial to the Company's interest.
    - (c) According to the information and explanations given to us and based on the audit procedures conducted by us, the loans and advances in the nature of loans are repayable on demand and the repayment and receipts are regular.
    - (d) According to the information and explanations given to us there are no amount which are overdue.
    - (e) According to the information and explanations given to us none of the loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
    - (f) The Company has granted Loans which are repayable on demand or without specifying any

terms or period of repayment details of which are given below:

Type	Amount of loan or advance in the nature of loan outstanding (Amount in Crores)	Percentage to the total Loans and Advances in the nature of loans
Advance in the nature of loan granted to related party	5.08	100%
Loan to wholly owned subsidiary	4.53	100%

- iv. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions of section 185 and 186 of the Act, to the extent applicable with respect to the loans and investments made during the year. The Company has not provided any guarantee and security during the year.
- v. In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to rules made by the central government for the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues

were outstanding as at the last day of the financial year for a year of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues mentioned in clause vii (a) above which have not been deposited on account of any dispute except the following:

Name of Statute	Nature of dues	Amount in Rs. Crores	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand	0.59	F.Y 2012 - 13	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demand	0.02	F.Y 2017 - 18	CIT (Appeals)

- viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- (b) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence reporting under clause 3(ix) (e) of the Order is not applicable to the Company.

- (f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) 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, private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) During the year, no report under sub section 12 of Section 143 of the Act has been filed by us in Form ADT-4 as prescribed in rule 13 of Companies (Audit and Auditors) rules, 2014 with the Central Government.
- (c) Based on our audit procedures performed and according to the information and explanations given to us, no whistle blower complaints received during the year by the Company and hence reporting under clause 3 (xi) (c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of the Act and all the details have been disclosed in the standalone financial statements as required by the applicable Accounting Standard (Refer Note 38 to the standalone financial statements).
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause 3 (xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management

plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) According to the information and explanations given to us, there are no other than ongoing projects and hence reporting under clause 3 (xx) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us amount remaining unspent under

subsection (5) of section 135 of the Act, pursuant to ongoing project, has been transferred to special account in compliance with the provision of subsection (6) of section 135 of the said Act.

- xxi. The reporting under clause 3(xxii) of the Order is not applicable in respect of the audit of Standalone Financial Statements and hence no comment in respect of the said clause has been included in this report.

For **Lodha & Co. LLP**

Chartered Accountants

Firm registration No.: 301051E / E300284

**R.P. Baradiya**

Partner

Membership No. 44101

UDIN : 24044101BKCLTB4334

Place : Mumbai

Date : May 30, 2024

# Annexure “B”

referred to in “Report on Other Legal and Regulatory Requirements”  
section of our report to the Members of The India Pesticides Limited of even date:

## Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the Internal Financial Controls with reference to financial statements of the India Pesticides Limited (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Management’s Responsibility for Internal Financial Controls

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

## Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s Internal Financial Controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system with reference to financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to financial statements included obtaining an understanding of Internal Financial Controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

Because of the inherent limitations of Internal Financial Controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with

reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system with reference to financial statements and such Internal Financial Controls with reference to financial statements were operating effectively as at March 31,2024, based on the internal control over financial reporting criteria established by the Company considering the essential

Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to financial statements issued by the Institute of Chartered Accountants of India.

For **Lodha & Co. LLP**

Chartered Accountants

Firm registration No.: 301051E / E300284

**R.P. Baradiya**

Partner

Membership No. 44101

UDIN : 24044101BKCLTB4334

Place : Mumbai

Date : May 30, 2024



# Standalone Balance Sheet

as at 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Note	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	2A	261.49	230.92
Right of Use Assets	2B	5.52	6.08
Capital work-in-progress	2C	40.84	26.83
Other Intangible Assets	3	0.20	0.12
<b>Financial Assets</b>			
Investments	4	40.67	16.70
Loans	5	4.53	4.53
Other Financial Assets	6	33.49	40.53
Other Non-current Assets	7	7.94	6.91
<b>Total Non current assets</b>		<b>394.68</b>	<b>332.62</b>
<b>Current Assets</b>			
Inventories	8	207.63	224.97
<b>Financial Assets</b>			
Trade Receivables	9	238.67	262.07
Cash and Cash Equivalents	10	7.07	10.52
Other Balances with Banks	11	102.22	48.47
Other Financial Assets	12	4.35	4.02
Income Tax Assets (Net)	13	4.45	1.12
Other Current Assets	14	36.99	31.50
<b>Total Current Assets</b>		<b>601.38</b>	<b>582.68</b>
<b>Total Assets</b>		<b>996.06</b>	<b>915.30</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	15	11.52	11.52
Other Equity	16	816.26	763.49
<b>Total Equity</b>		<b>827.78</b>	<b>775.01</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	2.02	1.71
Lease Liabilities	18	0.80	1.44
Provisions	19	1.70	1.43
Deferred Tax Liabilities (Net)	20	15.11	10.33
<b>Total Non Current Liabilities</b>		<b>19.63</b>	<b>14.91</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	21	16.38	1.88
Lease Liabilities	22	0.59	0.47
Trade Payables	23		
Total outstanding dues of micro enterprises and small enterprises		9.68	3.68
Total outstanding dues of creditors other than micro enterprises and small enterprises		82.88	91.76
Other Financial Liabilities	24	22.95	15.90
Other Current Liabilities	25	9.99	6.44
Provisions	26	6.18	5.24
<b>Total Current Liabilities</b>		<b>148.65</b>	<b>125.37</b>
<b>Total Liabilities</b>		<b>168.28</b>	<b>140.28</b>
<b>Total Equity and Liabilities</b>		<b>996.06</b>	<b>915.30</b>
<b>Material accounting policies and Key accounting estimates and judgements</b>	1		
See accompanying notes to Standalone Financial Statements	2-47		

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**  
Partner

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**A. S. Agarwal**  
Director  
DIN: 00777581

**R. S. Sharma**  
Director  
DIN: 02487797

**D. K. Jain**  
Chief Executive Officer

**S. P. Gupta**  
Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024

# Standalone Statement of Profit and Loss

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Note	FY 2023-24	FY 2022-23
Revenue from Operations	27	680.62	884.94
Other Income	28	15.45	13.19
<b>Total Income</b>		<b>696.07</b>	<b>898.13</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	29	378.28	553.19
Changes in inventories of finished goods and work-in-progress	30	20.01	(68.22)
Employee Benefits Expense	31	42.21	35.47
Finance Costs	32	3.80	6.45
Depreciation and Amortisation Expense	2 & 3	14.93	11.25
Other Expenses	33	153.06	166.95
<b>Total Expenses</b>		<b>612.29</b>	<b>705.09</b>
<b>Profit Before Tax</b>		<b>83.78</b>	<b>193.03</b>
<b>Tax Expense</b>			
(1) Current Tax		17.76	46.36
(2) Deferred Tax		4.72	2.22
(3) Current taxes relating to earlier years		0.10	-
<b>Profit for the period</b>		<b>61.19</b>	<b>144.45</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans		0.23	0.42
- Equity Instruments through OCI		0.04	(0.04)
- Income tax related to items that will not be reclassified to Profit and loss		(0.07)	(0.10)
<b>Total Other comprehensive income/(loss) for the year (Net of Tax)</b>		<b>0.20</b>	<b>0.28</b>
<b>Total Comprehensive income for the Year</b>		<b>61.39</b>	<b>144.74</b>
<b>Earnings per Equity Share of ₹ 1 Each</b>	42		
Basic (in ₹)		5.31	12.54
Diluted (in ₹)		5.31	12.54
<b>Material accounting policies and Key accounting estimates and judgements</b>	1		
See accompanying notes to Standalone Financial Statements	2-47		

As per our report of even date attached

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Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024



# Standalone Statement of Cash Flow

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>A Cash flow from operating activities:</b>		
<b>Net profit before tax</b>	<b>83.78</b>	<b>193.03</b>
<b>Adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation	14.93	11.25
Net unrealised foreign exchange loss/(gain)	(0.43)	(0.70)
Net gain on sale / fair valuation of investments through profit and loss	(1.91)	(0.27)
(Profit)/Loss on Sale of property, plant and equipment (net)	(0.02)	(0.04)
Dividend Income	(0.00)	(0.00)
Provision for Employee Benefits	0.23	0.42
Interest received	(9.36)	(4.19)
Provision for Expected Credit Loss	0.45	0.56
Bad Debt	0.47	0.49
Interest expenses	3.36	5.36
<b>Operating profit before working capital changes</b>	<b>91.50</b>	<b>205.92</b>
<b>Adjustment for</b>		
Decrease/ (Increase) in other financial assets	6.71	(36.54)
Decrease/ (Increase) in non current assets	(1.02)	(0.28)
Decrease/ (Increase) in trade receivables	22.76	(14.59)
Decrease/(Increase) in other current assets	(5.49)	20.38
Decrease/(Increase) in Inventories	17.34	(85.28)
(Decrease)/Increase in other financial liabilities	7.05	(3.82)
(Decrease)/Increase in trade payables	(2.74)	8.66
(Decrease)/ Increase in other current liabilities	3.54	(2.56)
(Decrease)/ Increase in provisions	1.21	1.48
<b>Cash generated from operations</b>	<b>140.87</b>	<b>93.37</b>
Add/(Deduct) :		
Direct taxes paid (net)	(21.20)	(47.25)
<b>Net cash generated from / (used in) operating activities</b>	<b>119.68</b>	<b>46.12</b>
<b>B Cash generated from investing activities</b>		
Purchase of property, plant and equipment, Intangible assets and Capital work in progress	(59.31)	(73.14)
Proceeds from sale of property, plant and equipment	0.31	0.15
Investment in Subsidiaries	(23.76)	(1.55)
Purchase of Non-Current Investments	(12.55)	(6.30)
Sale proceeds of Non- Current Investments	14.29	11.65
Dividend Income	0.00	0.00
Decrease/(Increase) in Term Deposits with Banks	(53.75)	42.05
Interest Income	9.36	4.19
<b>Net cash flow from / (used in) from investing activities</b>	<b>(125.42)</b>	<b>(22.96)</b>

# Standalone Statement of Cash Flow

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>C Cash generated from financing activities</b>		
Loans to subsidiary	-	(3.95)
Proceeds/(repayment) from Long term Borrowings (net)	0.32	(1.85)
Proceeds/(repayment) from short-term borrowings (net)	14.51	(8.92)
Dividend paid	(8.64)	(8.64)
Payment of Lease Liabilities (Net)	(0.53)	(0.21)
Interest paid (net)	(3.36)	(5.36)
<b>Cash generated from / (used in) financing activities</b>	<b>2.30</b>	<b>(28.92)</b>
<b>D Net Increase/ (Decrease) in cash and cash equivalent ( A+B+C)</b>	<b>(3.44)</b>	<b>(5.75)</b>
<b>Cash and Cash equivalents</b>		
At the beginning of the year	10.52	16.26
<b>At the end of the year</b>	<b>7.07</b>	<b>10.52</b>

**Notes:**

- a. Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**b. Net Debt Reconciliation**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Opening Net Debt	(7.04)	3.74
Proceeds from Borrowings (net)	14.51	(8.92)
Repayment of Borrowings (net)	0.32	(1.85)
Interest Expense (net)	3.36	5.36
Interest Paid (net)	(3.36)	(5.36)
<b>Closing Net Debt</b>	<b>7.80</b>	<b>-7.04</b>

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**  
Partner

For and on behalf of Board of Directors of  
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Chief Executive Officer

**S. P. Gupta**  
Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024



# Standalone Statement of Changes in Equity

for the year ended 31st March 2024

## A. Equity Share Capital

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	No. of Shares	Amount
<b>As at 31st March, 2022</b>	<b>11,51,63,508</b>	<b>11.52</b>
Changes in equity share capital during the period (Refer note 15)	-	-
<b>As at 31st March, 2023</b>	<b>11,51,63,508</b>	<b>11.52</b>
Changes in equity share capital during the period (Refer note 15)	-	-
<b>As at 31st March, 2024</b>	<b>11,51,63,508</b>	<b>11.52</b>

## B. Other Equity

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Reserves and Surplus				Equity Instruments through OCI	Remeasurement of net defined benefit plan through OCI	Total
	Securities Premium	Revaluation Reserve	General Reserve	Retained Earnings			
<b>Balance as on 31st March 2022</b>	<b>95.44</b>	-	<b>51.84</b>	<b>479.96</b>	<b>0.24</b>	<b>(0.60)</b>	<b>626.87</b>
Profit/(Loss) for the year	-	-	-	144.48	-	-	144.48
Other Comprehensive Income	-	-	-	-	(0.04)	0.32	0.28
Total Comprehensive Income for the year	-	-	-	144.48	(0.04)	0.32	144.76
Dividends paid	-	-	-	(8.64)	-	-	(8.64)
Amounts utilized towards Offer Expenses on Initial Public Offering	0.50	-	-	-	-	-	0.50
<b>Balance as on 31st March 2023</b>	<b>95.93</b>	-	<b>51.84</b>	<b>615.80</b>	<b>0.20</b>	<b>(0.28)</b>	<b>763.49</b>
Profit/(loss) for the year	-	-	-	61.19	-	-	61.19
Other Comprehensive Income	-	-	-	-	0.17	0.03	0.20
Total Comprehensive Income for the year	-	-	-	61.19	0.17	0.03	61.39
Dividends paid	-	-	-	(8.64)	-	-	(8.64)
<b>Balance as on 31st March 2024</b>	<b>95.93</b>	-	<b>51.84</b>	<b>668.35</b>	<b>0.37</b>	<b>(0.25)</b>	<b>816.26</b>

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**  
Partner

For and on behalf of Board of Directors of  
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Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## Company Profile

India Pesticides Limited ("the Company") is a company incorporated on 13th December 1984 and having its registered office at Bareilly, Uttar Pradesh, India. The Company is engaged in 'Agri Chemicals' business which primarily includes manufacture, sale and distribution of insecticides, fungicides, herbicide and various other agrochemical products. The Company has its own manufacturing site for agrochemical production at Sandila and Dewa Road in Uttar Pradesh.

## 1 Material Accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 1.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The Standalone Financial statements have been prepared on an accrual basis under the historical cost convention except for the following that are measured at fair value as required by relevant Ind AS.

- a. Certain financial assets measured at fair value (refer accounting policy regarding financial instruments)
- b. Defined Benefit and other Long-term Employee Benefits - Refer Note 1.(o) below

### Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or noncurrent classification of assets and liabilities.

### 1.2 Use of Estimates and Judgments

In preparing the Standalone Financial Statements, the Management has to make certain assumptions and estimates that may substantially impact the presentation of the Company's financial position and/or results of operations.

The estimates and judgments used in the preparation of the Standalone Financial Statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Although the Company regularly assesses these estimates, actual results may differ from these estimates. Changes in estimates are recorded in the periods in which they become known.

### 1.3 Summary of Material accounting policies

#### (a) Property, Plant & Equipment

##### Measurement at recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

Capital work in progress and Capital advances: Cost of assets not ready for intended use, as on

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Other Non-Current Assets.

## Depreciation and Amortisation

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Leasehold improvements are amortized over the period of the lease.

Asset Class	Useful Life
Factory Building	30 years
Plant & Equipment	10-20 years
R & D Equipment	20 years
Furniture & Fixtures	10 years
Vehicles	8-10 years
Office Equipment	5 years
Computers	3 years

The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

## Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

## (b) Intangible Assets

### Measurement at recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

## Amortization:

Intangible Assets with finite lives are amortized on a Straight Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Asset Class	Useful Life
Software	5 years
Know How	10 years

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

## Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

## (c) Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

## Sale of Products:

Revenue from sale of products is recognized when the control on the goods has been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods and services tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

## Export Incentive:

Income from Export Incentives such as duty drawback and Rodtep are recognised on an accrual basis to the extent the ultimate realisation is reasonably certain.

## (d) Other Income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to the asset's gross carrying amount on initial recognition. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument.

## (e) Inventories

Inventories encompass goods consumed in production (raw materials, packing materials and stores and spare parts), goods in the production process for sale (work-in-progress) and goods held for sale in the ordinary course of business (finished goods and stock-in-trade). Inventories are recognised at the lower of their cost of acquisition

calculated by the weighted average method and at their net realisable value. The net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale.

## (f) Financial Instruments

### (i) Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

#### - amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are accounted for at amortised cost using the effective interest method. This category comprises trade accounts receivable, loans, cash and cash equivalents, bank balances and other financial assets. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in Other Income using the effective interest rate method.

#### - fair value through profit and loss (FVTPL)

Assets shall be measured at FVTPL unless it is measured at amortised cost or at FVOCI. A gain or loss on a debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

the Statement of Profit and Loss and presented within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in Other Income.

- **fair value through other comprehensive income (FVOCI)**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. The movements in carrying amount are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from equity to the Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in Other Income using the effective interest rate method.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**Derecognition**

Financial assets are derecognised when contractual rights to receive cash flows from the financial assets expire or the financial assets are transferred together with all material risks and benefits.

**(ii) Financial Liabilities**

Financial liabilities are initially recognised at fair value if the Company has a contractual obligation to transfer cash or other financial assets to another party. Borrowings and payables are recognised net of directly attributable transaction costs. In subsequent periods, such liabilities are measured

at amortised cost using the effective interest method.

**Derecognition**

Financial liabilities are derecognised when the contractual obligation is discharged or cancelled, or has expired.

**(g) Impairment of Financial Assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The Company applies Expected Credit Loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost. The Company follows 'simplified approach' permitted by Ind AS 109 - Financial Instruments for recognition of impairment loss on trade receivables and lease receivables based on expected lifetime losses at each reporting date right from its initial recognition. If the reasons for previously recognised impairment losses no longer apply, the impairment losses are reversed provided that this does not cause the carrying amounts to exceed the amortised cost of acquisition.

**(h) Fair Value Measurement**

The Company measures certain financial instruments at fair value at each reporting date. Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs)

When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses a valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company regularly reviews significant unobservable inputs and valuation adjustments. If the third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

## (i) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

## (j) Investments

Financial assets are recognised and measured in accordance with Ind AS 109 - Financial Instruments. Accordingly, the Company recognises financial asset only when it has a contractual right to receive cash or other financial assets from another entity. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Subsequent to initial recognition, financial assets are measured at amortised cost, fair value through other comprehensive income (FVOCI) or FVTPL. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Investment in Equity Instruments are classified as FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income for investment in equity instruments which are not held for trading.

## (k) Foreign Currency Transactions

The Standalone Financial Statements are presented in Indian Rupee, which is the Company's functional and presentation currency. A company's functional currency is that of the primary economic environment in which the company operates.

Foreign currency transactions are translated into the functional currency using the exchange rate at the date of the transaction. Foreign exchange gains/ losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.



# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

## Non – Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## (I) Income tax

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

### Current Tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

### Deferred Tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in Standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a

transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

### Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## (m) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognised but are disclosed in notes.

Contingent assets are not disclosed in the Standalone Financial Statements unless an inflow of economic benefits is probable.

## (n) Cash & Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## (o) Provision for Employee Benefits

### Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

## Post-Employment Benefits:

### I. Defined Contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

#### *Recognition and measurement of defined contribution plans:*

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

### II. Defined benefit plans:

#### i) *Gratuity scheme:*

The Company has a Defined Benefit Plan namely Gratuity covering its employees. The Gratuity scheme is funded through Group Gratuity-cum-Life Assurance Scheme which is administered by LIC. The present value of provisions for defined benefit plans and the resulting expense are calculated in accordance with Ind AS 19 - Employee Benefits by the Projected Unit Credit Method. The future benefit obligations are valued by an independent actuary at the year-end and spread over the entire employment period on the basis of specific assumptions regarding beneficiary structure and the economic environment. This includes the determination of the discount rate, salary escalation, mortality rate etc. which affects the valuation. In

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

determining the appropriate discount rate at each balance sheet date, the Management considers the interest rates which relates to the benchmark rate available for Government Securities and that have terms to maturity approximating the terms of the related defined benefit obligation.

## Recognition and measurement of defined benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/(asset) as current and non-current in the balance sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

## Other Long Term Employee Benefits:

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for

such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date. Expenses related to other long term employee benefits are recognized in the Statement of Profit and loss (including actuarial gain and loss).

## (p) Lease accounting

### Assets taken on lease:

The Company mainly has lease arrangements for land.

The Company assesses whether a contract is or contains a lease, at inception of a contract. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

The Company recognises a right-of-use asset ("ROU") and a corresponding lease liability at the lease commencement date. The ROU asset is initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The ROU asset is depreciated using the straight-line method from the commencement date to the earlier of, the end of the useful life of the ROU asset or the end of the lease term i.e. between 3 to 90 years

If a lease transfers ownership of the underlying asset or the cost of the ROU asset reflects that the Company expects to exercise a purchase option, the related ROU asset is depreciated over the useful life of the underlying asset. The estimated useful lives of ROU assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company uses an incremental borrowing rate specific to the Company, term and currency of the contract. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate known at the commencement date; and extension option payments or purchase options payment which the Company is reasonable certain to exercise.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and the ROU asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the statement of profit or loss.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made and remeasured (with a corresponding adjustment to the related ROU asset) when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessment of options.

#### Short-term leases and leases of low-value assets:

The Company has elected not to recognize ROU assets and lease liabilities for short term leases as well as low value assets and recognizes the lease payments associated with these leases as an expense in the statement of profit and loss.

#### (q) Impairment of Non-financial Assets

Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any indication

of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised.

The recoverable amount is the higher of the fair value less cost to sell and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

#### (r) Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

#### (s) Government Grants / Subsidies:

No Grants/Subsidies have been received by the company during the period.

#### (t) Segment reporting

The Company identifies operating segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Board of Directors (who are Company's chief operating decision makers) in deciding how to allocate resources and in assessing performance.

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## (u) Dividends Payable

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## (v) Earnings Per Share

Basic earnings per share are calculated by dividing the Profit or Loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the Profit or Loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares. The weighted average number of equity shares outstanding during the period is adjusted for bonus issue and share split.

## (w) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

## (x) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## (y) Rounding Of Amounts

All amounts disclosed in the Standalone Financial Statements and notes have been rounded off to the nearest Crores, unless otherwise stated.

## (z) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the financial year beginning from 1 April 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## (aa) Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

### (a) Income taxes

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

### (b) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

# Material Accounting Policies and Explanatory Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

**(c) Defined Benefit Obligation**

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates.

**(d) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**(e) Right-of-use assets and lease liability**

The Company has exercised judgement in determining the lease term as the noncancellable term of the lease, together with the impact of options to extend or terminate the lease if it is reasonably certain to be exercised. Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.



# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 2A Property, Plant and Equipment

Particulars	Factory Building	Plant & Equipment	R&D Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
<b>Gross Carrying Amount</b>								
<b>Balance as at 31st March, 2022</b>	42.68	129.54	0.19	1.07	6.29	0.37	0.45	180.61
Additions	13.31	68.14	0.49	0.29	1.20	0.25	0.18	83.87
Less: Disposals/ Reclassifications	-	-	-	0.03	0.16	0.00	-	0.19
<b>Balance as at 31st March, 2023</b>	56.00	197.68	0.68	1.34	7.32	0.62	0.63	264.28
Additions	3.67	37.64	0.13	0.08	3.10	0.20	0.11	44.92
Less: Disposals/ Reclassifications	-	0.03	-	-	0.07	-	0.19	0.29
<b>Balance as at 31st March, 2024</b>	59.66	235.29	0.81	1.42	10.34	0.82	0.55	308.92
<b>Accumulated depreciation, amortisation and impairment</b>								
<b>Balance as at 31st March, 2022</b>	4.09	16.51	0.02	0.38	1.18	0.16	0.30	22.64
Depreciation expense	1.61	8.06	0.02	0.13	0.84	0.08	0.11	10.85
Less: Disposals / reclassifications	-	-	-	0.02	0.12	0.00	-	0.13
<b>Balance as at 31st March, 2023</b>	5.70	24.57	0.04	0.48	1.91	0.25	0.40	33.35
Depreciation expense	1.94	10.78	0.03	0.14	1.17	0.12	0.13	14.32
Less: Disposals / reclassifications	-	0.02	-	-	0.05	-	0.19	0.26
<b>Balance as at 31st March, 2024</b>	7.64	35.33	0.08	0.61	3.03	0.37	0.34	47.40
<b>Net Carrying amount</b>								
<b>Balance as at 31st March, 2022</b>	38.59	113.04	0.17	0.70	5.10	0.21	0.15	157.97
<b>Balance as at 31st March, 2023</b>	50.30	173.12	0.64	0.86	5.41	0.37	0.22	230.92
<b>Balance as at 31st March, 2024</b>	52.03	199.97	0.73	0.81	7.30	0.45	0.20	261.49

Refer Note 17 &amp; 21 for details of security charge on Property, Plant &amp; Equipment

## 2B Right of Use Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Opening Balance</b>	6.08	4.84
Reclassified on account of adoption of Ind AS 116	-	-
Additions	-	1.59
Deletions	-	-
Amortization	0.56	0.35
<b>Closing Balance</b>	5.52	6.08

Note: Refer Note 34 for detailed disclosures

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 2C Capital work-in-progress

Particulars	Plant & Machinery under Installation	Buildings under construction	Total
Balance as at 31st March, 2022	32.30	12.11	44.41
<b>Balance as at 31st March, 2023</b>	<b>21.60</b>	<b>5.23</b>	<b>26.83</b>
<b>Balance as at 31st March, 2024</b>	<b>29.80</b>	<b>11.04</b>	<b>40.84</b>

### Capital work in progress (CWIP) Ageing Schedule

As at 31 March 2024

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	12.18	24.08	-	4.58	40.84
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>12.18</b>	<b>24.08</b>	<b>-</b>	<b>4.58</b>	<b>40.84</b>

As at 31 March 2023

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	22.95	-	3.88	-	26.83
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>22.95</b>	<b>-</b>	<b>3.88</b>	<b>-</b>	<b>26.83</b>

## 3 Intangible Assets

Particulars	Software	Know How	Total
<b>Gross Carrying Amount</b>			
<b>Balance as at 31st March, 2022</b>	<b>0.04</b>	<b>0.21</b>	<b>0.25</b>
Additions	0.09	-	0.09
Less: Deductions	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>0.13</b>	<b>0.21</b>	<b>0.34</b>
Additions	0.12	-	0.12
Less: Deductions	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>0.25</b>	<b>0.21</b>	<b>0.46</b>
<b>Accumulated amortization</b>			
<b>Balance as at 31st March, 2022</b>	<b>0.03</b>	<b>0.14</b>	<b>0.17</b>
Amortization expense	0.01	0.03	0.04
Less: Deductions	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>0.04</b>	<b>0.17</b>	<b>0.21</b>
Amortization expense	0.03	0.02	0.05
Less: Deductions	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>0.07</b>	<b>0.19</b>	<b>0.26</b>
<b>Net Carrying amount</b>			
Balance as at 31st March, 2022	0.01	0.07	0.08
<b>Balance as at 31st March, 2023</b>	<b>0.09</b>	<b>0.04</b>	<b>0.12</b>
<b>Balance as at 31st March, 2024</b>	<b>0.17</b>	<b>0.02</b>	<b>0.20</b>





# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 4 Investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(A) INVESTMENTS MEASURED AT COST</b>		
<b>In Unquoted, fully paid up Equity Shares of Subsidiaries</b>		
1 Shalvis Specialities Ltd 2,79,00,000 (31st March, 2023: 46,50,000) equity shares of Rs.10 each	27.90	4.65
2 Amona Specialities Limited 5,10,000 (31st March, 2023: NIL) equity shares of Rs.10 each	0.51	-
<b>TOTAL</b>	<b>28.41</b>	<b>4.65</b>
<b>(B) INVESTMENTS MEASURED AT AMORTISED COST</b>		
<b>In Unquoted, fully paid up Debt Instrument</b>		
1 L&T Infra Debt Fund Limited Series B BR NCD 2 @ 7.50% (31st March, 2023 : 2) non-convertible debentures of Rs. 10,00,000 each	-	0.25
2 L&T Finance Limited Series A BR NCD 2 @ 7.40% (31st March, 2023 : 2) non-convertible debentures of Rs. 10,00,000 each	-	0.24
3 Tata Cleantech Capital Limited SR A FY 2020-21 BR NCD 35 @ 7.40% (31st March, 2023: 35) non-convertible debentures of Rs. 1,00,000 each	-	0.41
<b>TOTAL</b>	<b>-</b>	<b>0.90</b>
In Unquoted Government Securities National Savings Certificate	0.00	0.00
<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>
<b>(C) INVESTMENTS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI)</b>		
<b>In Unquoted, fully paid up Equity Shares of Other Company</b>		
1 Swarup Chemicals Private Limited 3900 (31st March, 2023 : 3900) equity shares of Rs.10 each	0.24	0.20
<b>TOTAL</b>	<b>0.24</b>	<b>0.20</b>
<b>(D) INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL)</b>		
<b>In Quoted, fully paid up Equity Shares of Other Companies</b>		
1 Suditi Industries Limited 6,632 (31st March, 2023 : 6,632) equity shares of Re.10 each	0.01	0.01
2 Reliance Industries Limited - Right Issue NIL (31st March, 2023 : 299) equity shares of Rs.10 each	-	0.07
<b>TOTAL</b>	<b>0.01</b>	<b>0.08</b>
<b>In unquoted, fully paid up Mutual Funds</b>		
<b>a) Equity Oriented Mutual Funds</b>		
1 BOI Multicap Fund 1,99,990.000 (31st March, 2023: 1,99,990.000) units.	0.30	0.20
2 ICICI Prudential Equity Arbitrage Fund 91,903.791 (31st March, 2023: 91,903.791) units.	0.29	0.27
3 ICICI Prudential Balanced Advantage Fund 15,173.377 (31st March, 2023: 15,173.377) units.	0.10	0.08
4 Axis Special Situations Fund 5,00,087.396 (31st March, 2023: 5,00,087.396) units.	0.78	0.57
5 Axis Growth Opportunities Fund 1,57,621.375 (31st March, 2023: 1,57,621.375) units.	0.44	0.30
6 Axis Small Cap Fund 45,175.062 (31st March, 2023: 45,175.062) units.	0.39	0.28
7 Edelweiss Arbitrage Fund 3,71,381.901 (31st March, 2023: 3,71,381.901) units.	0.66	0.61

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 4 Investments (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
8 Mirae Asset Mid Cap Fund 1,50,350.334 (31st March, 2023: 1,50,350.334) units.	0.45	0.31
9 PGIM India Flexi Cap Fund 60,824.209 (31st March, 2023: 60,824.209) units.	0.19	0.15
10 PGIM India Midcap Opportunities Fund 40,754.402 (31st March, 2023: 40,754.402) units.	0.22	0.17
11 PGIM India Arbitrage Fund 3,48,338.332 (31st March, 2023: 3,48,338.332) units.	0.58	0.55
12 Parag Pareikh Flexicap Fund 48,300.417 (31st March, 2023: 48,300.417) units.	0.33	0.24
13 Mahindra manulife Hybrid Equity Nivesh Yojana 3,00,841.798 (31st March, 2023: 3,00,841.798) units.	0.67	0.51
14 SBI Multicap Fund-Regular Fund 2,99,985.001 (31st March, 2023: 2,99,985.001) units.	0.41	0.30
15 SBI Dividend Yield Fund -Regular Growth 99,995.000 (31st March, 2023: 99,995.000) units.	0.13	0.10
16 Invesco India Dynamic Equity Fund 69,114.598 (31st March, 2023: 69,114.598) units.	0.33	0.26
17 Invesco India Equity Savings Fund 1,94,704.93 (31st March, 2023: 1,94,704.93) units.	0.32	0.26
18 BOI Multi Asset Allocation Fund-Reg G 2,99,985.001 (31st March, 2023: NIL) units.	0.30	-
19 Tata Arbitrage Fund 9,29,257.573 (31st March, 2023: 13,26,284.542) units.	1.22	1.63
<b>b) Debt Oriented Mutual Funds</b>		
1 ICICI Prudential Regular Savings Plan Growth 34,641.616 (31st March, 2023: 34,641.616) units.	0.10	0.09
2 HDFC Ultra Short Term Fund 6,33,708.073 (31st March, 2023: 6,33,708.073) units.	0.88	0.82
3 Nippon India Ultra Short Duration Fund 1,565.127 (31st March, 2023: 1,565.127) units.	0.58	0.54
4 SBI Corporate Bond Fund - Regular Growth 3,87,646.635 (31st March, 2023: 3,87,646.635) units.	0.53	0.51
5 SBI Magnum Medium Duration Fund -Direct Growth 83,099.800 (31st March, 2023: 2,40,385.845) units.	0.38	1.10
6 SBI Magnum Medium Duration Fund -Regular Growth 1,88,681.078 (31st March, 2023: 1,88,681.078) units.	0.93	0.81
7 SBI Fixed Maturity plan (FMP) Series 66 (1361 days) Reg G 1,99,990.000 (31st March, 2023: 1,99,990.000) units.	0.22	0.21
8 ICICI Prudential Medium Term Bond Fund-Reg G 65,866.232 (31st March, 2023: NIL) units.	0.27	-
<b>TOTAL</b>	<b>12.00</b>	<b>10.86</b>
<b>TOTAL NON CURRENT INVESTMENT</b>	<b>40.66</b>	<b>16.70</b>
<b>Aggregate book value of:</b>		
Quoted investments	9.51	10.17
Unquoted investments	28.50	5.64
<b>Aggregate market value of:</b>		
Quoted investments	12.01	10.95
Unquoted investments	28.65	5.75
<b>Aggregate amount of impairment in value of Investments</b>	<b>0.05</b>	<b>0.05</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 4 Investments (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(A) Investment in Quoted investments (Fully paid up)</b>		
<b>(At fair value through Profit and Loss account)</b>		
Investment in Quoted Equity Shares	0.01	0.08
<b>(B) Investment in Unquoted investments (Fully paid up)</b>		
<b>(At fair value through Profit and Loss account)</b>		
Investment in Unquoted Equity Shares	0.00	0.00
Investment in Mutual Funds	12.00	10.86
a) Equity Oriented Mutual Funds	8.11	6.78
b) Debt Oriented Mutual Funds	3.89	4.08
<b>(At fair value through Other Comprehensive Income)</b>		
Investment in Unquoted Equity Shares	0.24	0.20
<b>(C) Investment in Unquoted investments (Fully paid up)</b>		
<b>(At Amortised Cost)</b>		
Investment in Subsidiaries	28.41	4.65
Investment in Government Securities	0.00	0.00
Investment in Debt Instruments	-	0.90
<b>Total</b>	<b>40.67</b>	<b>16.70</b>

## 5 Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
Non current		
Loan to subsidiary [refer Note (a) below]	4.53	4.53
<b>Total</b>	<b>4.53</b>	<b>4.53</b>

- (a) The Loan to Shalvis Specialty Ltd, a wholly owned subsidiary company, was given after complying with the provisions of section 186(4) of the Companies Act, 2013. The loan was given in accordance with the terms and conditions agreed between the parties and is to be used by the recipient in the normal course of business. The loan is repayable on demand. The Rate of Interest on the loan is 8% p.a.

## 6 Other Financial Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Security Deposits	2.93	2.94
Term Deposits	30.56	37.59
<b>Total</b>	<b>33.49</b>	<b>40.53</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 7 Other Non-current Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Others</b>		
Advance Gratuity*	0.94	0.62
Capital Advances	7.00	6.29
<b>Total</b>	<b>7.94</b>	<b>6.91</b>

\*Refer Note 37 for additional details relating to Gratuity

## 8 Inventories

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	62.62	61.39
Work-in-Progress	8.65	7.22
Finished Goods	124.45	145.90
Packing Materials	8.57	6.70
Stores, Spares and Consumables	3.34	3.76
<b>Total</b>	<b>207.63</b>	<b>224.97</b>

Refer Note 21 for details of security charge on Inventories

## 9 Trade Receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured:</b>		
Considered good	238.67	262.07
Considered doubtful	10.73	10.28
	<b>249.40</b>	<b>272.35</b>
Less: Provision for Doubtful Debts	(10.73)	(10.28)
<b>Total</b>	<b>238.67</b>	<b>262.07</b>

- i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- ii) Trade receivables are non interest bearing and generally on credit terms of 30 to 180 days.
- iii) Refer Note 21 for details of security charge on Trade Receivables

### Trade Receivable Ageing As at 31 March 2024

Particulars	Bill Not Due	Less than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable							
- considered good	161.87	53.83	18.00	4.97	-	-	238.67
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	0.16	0.05	0.02	4.97	3.63	1.90	10.73



## Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

### 9 Trade Receivables (Contd..)

Particulars	Bill Not Due	Less than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Disputed Trade Receivable	-	-	-	-	-	-	-
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>162.03</b>	<b>53.88</b>	<b>18.02</b>	<b>9.94</b>	<b>3.63</b>	<b>1.90</b>	<b>249.40</b>
Less: Provision for Doubtful Debts	0.16	0.05	0.02	4.97	3.63	1.90	10.73
<b>Total</b>	<b>161.87</b>	<b>53.83</b>	<b>18.00</b>	<b>4.97</b>	<b>-</b>	<b>-</b>	<b>238.67</b>

#### Trade Receivable Ageing As at 31 March 2023

Particulars	Bill Not Due	Less than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable							
- considered good	204.87	38.15	14.62	4.43	-	-	262.07
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	0.20	0.04	0.16	4.43	3.91	1.54	10.28
Disputed Trade Receivable	-	-	-	-	-	-	-
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>205.07</b>	<b>38.19</b>	<b>14.78</b>	<b>8.86</b>	<b>3.91</b>	<b>1.54</b>	<b>272.35</b>
Less: Provision for Doubtful Debts	0.20	0.04	0.16	4.43	3.91	1.54	10.28
<b>Total</b>	<b>204.87</b>	<b>38.15</b>	<b>14.62</b>	<b>4.43</b>	<b>-</b>	<b>-</b>	<b>262.07</b>

### 10 Cash and Cash Equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Cash and Cash Equivalents</b>		
Cash on hand	0.64	0.28
<b>Balances with Banks</b>		
In Current Accounts	6.42	10.24
In Cash Credit Accounts	0.01	-
<b>Total</b>	<b>7.07</b>	<b>10.52</b>

### 11 Other Balances with Banks

Particulars	As at 31st March, 2024	As at 31st March, 2023
Term Deposits	102.22	48.47
<b>Total</b>	<b>102.22</b>	<b>48.47</b>

\*Out of the above, Term Deposits of Rs. 22.16 Crores is earmarked as margin money, against bank guarantee and other commitments as at March 31, 2024 (Rs. 29.62 Crs as at March 31, 2023).

Bank deposits earns interest at fixed rates. Short-term deposits are generally made for varying periods between three months to twelve months, depending on the cash requirements of the Company, and earn interest at the respective deposit rates.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 12 Other Financial Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Security Deposits	3.85	3.85
Interest Receivable from related party	0.50	0.17
<b>Total</b>	<b>4.35</b>	<b>4.02</b>

## 13 Income tax Assets (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Income Tax Assets (Net of Provision Rs. 17.76 Crs as at 31st March, 2024) (Rs. 46.35 Crs as at 31st March, 2023)	4.45	1.12
<b>Total</b>	<b>4.45</b>	<b>1.12</b>

## 14 Other Current Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balance with Government Authorities	22.83	21.65
Prepaid Expenses	2.44	0.52
<b>Others</b>		
Advances to Employees	0.92	0.78
Advances to Suppliers*	10.80	8.55
<b>Total</b>	<b>36.99</b>	<b>31.50</b>

\*Includes related party balances of Rs. 5.08 Crs (Rs. 5.88 Crs as on 31st March 2023).

## 15 Equity Share Capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Authorised :</b>		
150,000,000 (31st March, 2023 : 150,000,000) Equity Shares of Re. 1 each (31st March, 2023 : Rs. 1).	150.00	150.00
	<b>150.00</b>	<b>150.00</b>
<b>Issued, Subscribed and Paid up :</b>		
115,163,508 (31st March, 2023 : 115,163,508) Equity Shares of Re. 1 (31st March, 2023: Rs. 1).	11.52	11.52
	<b>11.52</b>	<b>11.52</b>

### a) Reconciliation of number of shares

Equity Shares	As at 31st March, 2024		As at 31st March, 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	11,51,63,508	11.52	11,51,63,508	11.52
Add: Share Alloted in Fresh Issue	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>11,51,63,508</b>	<b>11.52</b>	<b>11,51,63,508</b>	<b>11.52</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 15 Equity Share Capital (Contd..)

Details of shareholders holding more than 5% equity shares in the Company

Name of Promoter	As at 31st March, 2024		As at 31st March, 2023	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
Fully paid Equity Shares of Re.1 each held by:				
1. Anand Swarup Agarwal	3,58,48,092	31.13%	3,58,48,092	31.13%
2. PSA Family Trust	1,12,64,201	9.78%	1,24,22,242	10.79%
3. Sudha Agarwal	81,30,906	7.06%	89,16,631	7.74%
4. ASA Family Trust	77,17,117	6.70%	77,17,117	6.70%

### b) Details of shares held by Promoter as at 31/03/2024:

Name of Promoter	No. of Shares held at the Beginning of the Year	Sales/ Transfer During the Year	No. of Shares held at the End of the year	% Change in Shareholding during the year to Total
Equity Shares of Re.1 each held by: (Refer note 15(d) and 15(e))				
1. Anand Swarup Agarwal	3,58,48,092	-	3,58,48,092	0.00%
2. Sudha Agarwal	89,16,631	(7,85,725)	81,30,906	(8.81%)
3. Pramood Swarup Agarwal	1,09,022	-	1,09,022	0.00%
4. Virendra Swarup Agarwal	36,42,020	-	36,42,020	0.00%
5. Vishal Swarup Agarwal	2,78,892	-	2,78,892	0.00%
6. Vishwas Swarup Agarwal	2,21,486	-	2,21,486	0.00%
7. Sanju Agarwal	75,908	-	75,908	0.00%
8. VSA Family Trust	22,00,000	(22,00,000)	-	(100.00%)
9. ASA Family Trust	77,17,117	-	77,17,117	0.00%
10. PSA Family Trust	1,24,22,242	(11,58,041)	1,12,64,201	(9.32%)
11. MSA Family Trust	56,95,875	-	56,95,875	0.00%
12. Anurag Swarup Agarwal	2,67,071	-	2,67,071	0.00%
	<b>7,73,94,356</b>	<b>(41,43,766)</b>	<b>7,32,50,590</b>	<b>(5.35%)</b>

### Details of shares held by Promoter as at 31/03/2023:

Name of Promoter	No. of Shares held at the Beginning of the Year	Sales/ Transfer During the Year	No. of Shares held at the End of the year	% Change in shareholding during the year to total shares
Equity Shares of Re.1 each held by: (Refer note 15(d) and 15(e))				
1. Anand Swarup Agarwal	3,52,83,092	5,65,000	3,58,48,092	1.60%
2. Sudha Agarwal	87,93,631	1,23,000	89,16,631	1.40%
3. Mahendra Swarup Agarwal*	2,45,895	-2,45,895	-	(100.00%)
4. Pramood Swarup Agarwal	1,09,022	0	1,09,022	0.00%
5. Virendra Swarup Agarwal	36,42,020	0	36,42,020	0.00%
6. Vishal Swarup Agarwal	2,51,892	27,000	2,78,892	10.72%
7. Vishwas Swarup Agarwal	2,21,486	0	2,21,486	0.00%
8. Sanju Agarwal	75,908	0	75,908	0.00%
9. VSA Family Trust	22,00,000	-	22,00,000	0.00%

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 15 Equity Share Capital (Contd..)

Name of Promoter	No. of Shares held at the Beginning of the Year	Sales/ Transfer During the Year	No. of Shares held at the End of the year	% Change in shareholding during the year to total shares
10. ASA Family Trust	77,17,117	-	77,17,117	0.00%
11. PSA Family Trust	1,24,22,242	-	1,24,22,242	0.00%
12. MSA Family Trust	56,95,875	-	56,95,875	0.00%
13. Anurag Swarup Agarwal**	-	2,67,071	2,67,071	100.00%
	<b>7,66,58,180</b>	<b>7,36,176</b>	<b>7,73,94,356</b>	<b>0.96%</b>

\*\* Promoter Group with effect from April 12, 2022

\* Exit From Promoter Group with effect from April 12, 2022

As per the records of the Company, including its registers of Shareholders/Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of equity shares.

### c) Rights, preferences and restrictions :

The Company has only one class of equity shares having a par value of Re. 1 Per Share (March 31, 2022 - Rs 1 per share). Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the no. of equity shares held by shareholder.

### d) Bonus Shares

7,95,81,250 bonus equity shares of face value of Re.1/- each were issued during the year ended March 31, 2021.

### e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current period/year end.

## 16 Other Equity

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Securities Premium</b>		
As per Opening Balance	95.94	95.44
Less: Amounts utilized towards Offer Expenses on Initial Public Offering	-	-
Add: On Preferential Allotment (Refer note 15(f))	-	-
Add: Proceeds from Initial Public Offering	-	0.50
<b>Closing Balance</b>	<b>95.94</b>	<b>95.94</b>
<b>Revaluation Reserve</b>		
As per Opening Balance	-	-
Add: Addition During the Year	-	-
Less: Depreciation Adjustments	-	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>General Reserve</b>		
As per last Balance Sheet	51.84	51.84
Less : amounts utilized towards issue of fully paid up bonus shares ((Refer note 15(e))	-	-
Add : Transferred from Surplus	-	-
<b>Closing Balance</b>	<b>51.84</b>	<b>51.84</b>



# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 16 Other Equity (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Retained Earnings</b>		
As per last Balance Sheet	615.71	479.59
Add: Net Profit after Tax transferred from the Statement of Profit and Loss	61.19	144.48
Add: Other Comprehensive income (net of tax)	0.20	0.28
Less : Appropriations	-	-
Transfer to General Reserve	-	-
Dividend distributed during the year (refer note below)	8.64	8.64
<b>Closing Balance</b>	<b>668.46</b>	<b>615.71</b>
<b>Total</b>	<b>816.26</b>	<b>763.49</b>

### Nature and purpose of reserves

- Securities premium** : Securities premium is used to record the premium on issue of shares. This will be utilised in accordance with the provisions of the Act.
- General reserve** : The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Act.
- Retained earnings** : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

#### Note 1:

Dividend on Equity shares paid during the year	FY 2023-24	Year ended 31st March 2023
Final Dividend paid Rs 0.75 for FY 2022-23 (March 31,2023 : Rs. 0.75 for FY 2021-22) per equity share of Re. 1 each (31st March, 2023 : Re..1 each) (Refer note below)	8.64	8.64

#### Note 2:

The Board of Directors at its meeting held on 30th May, 2024 have recommended a payment of final dividend of Rs. 0.75 per equity share of face value of Re.1 each for the financial year ended 31st March, 2024. The above is subject to the approval of the shareholders in Annual General Meeting of the Company and hence not being recognised as a liability.

## 17 Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured :</b>		
From Banks	3.62	2.39
Less: Current maturities of Long term Debt	1.60	0.68
<b>Total</b>	<b>2.02</b>	<b>1.71</b>

### i) Detail of Securities and Terms of repayment

Secured Term Loan from Banks comprise of multiple Vehicle Loans which are each repayable in balance 12 to 60 monthly instalments from the date of balance sheet. Interest rate for these loans ranges between 7.95 % to 10.00%. Vehicle loans from Banks are secured by way of hypothecation of respective vehicles.

### ii) Refer Note 43 for maturity analysis.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 18 Lease Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured</b>		
Lease Liability	0.81	1.44
<b>Total</b>	<b>0.81</b>	<b>1.44</b>

Refer Note 34 for additional details .

## 19 Provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee Benefits</b>		
Provision for Compensated Absences*	1.70	1.43
<b>Total</b>	<b>1.70</b>	<b>1.43</b>

\*Refer Note 37 for additional details relating to Compensated Absences.

## 20 Deferred Tax Liabilities (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	17.78	13.74
Amount allowable on payment basis & others	-2.66	-3.42
<b>Total</b>	<b>15.11</b>	<b>10.33</b>

## 21 Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured</b>		
Working Capital Loans from Bank	14.78	1.20
Current maturities of Long term Debt From Banks (Refer note no 17)	1.60	0.68
<b>Total</b>	<b>16.38</b>	<b>1.88</b>

- i) Working capital loans from Banks are secured by first charge by way of hypothecation on the current assets of the Company namely inventories of raw materials, finished and work in progress, stores spares and consumables and packing materials, book debts and all other movable assets both present and future, and additionally secured by way of second charge on :
- The immovable properties situated at Plot No. E-17 to E-23, UPSIDC, Deva Road, Lucknow.
  - Hypothecation of Plant & Machinery at UPSIDC, Deva Road, Lucknow in favour of the banks.
  - Leasehold Industrial plot at K4 & K5 at UPSIDC, Sandila, UP.
  - Interest rate varies from MCLR+ Nil spread to 0.85%
- ii) The Company has borrowings from banks on the basis of security of current assets. The quarterly statements of current assets filed by the Company with banks are in agreements with the books of accounts with no discrepancy.
- iii) Refer Note 43 for maturity analysis.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 22 Lease Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Lease Liability*	0.59	0.47
<b>Total</b>	<b>0.59</b>	<b>0.47</b>

\*Refer Note 34 for additional details .

## 23 Trade Payables

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) Dues to Micro and small enterprises	9.68	3.68
(b) Dues to Other than micro and small enterprises	82.88	91.76
<b>Total</b>	<b>92.56</b>	<b>95.44</b>

### Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 30-120 days terms.

### Trade Payables Ageing As at 31 March 2024

Particulars	Less than 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Micro and small enterprises	9.68	-	-	-	9.69
(ii) Others	80.90	1.26	0.15	0.56	82.88
(iii) Disputed dues - Micro and small enterprises	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>90.58</b>	<b>1.26</b>	<b>0.15</b>	<b>0.56</b>	<b>92.56</b>

### Trade Payables Ageing As at 31 March 2023

Particulars	Less than 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Micro and small enterprises	3.68	-	-	-	3.68
(ii) Others	90.35	0.48	0.17	0.77	91.77
(iii) Disputed dues - Micro and small enterprises	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>94.03</b>	<b>0.48</b>	<b>0.17</b>	<b>0.77</b>	<b>95.46</b>

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	9.68	3.68
Interest	0.44	0.18
<b>Total</b>	<b>10.12</b>	<b>3.86</b>
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 23 Trade Payables (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.44	0.18
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

## 24 Other Financial Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trade and Security Deposits from Customers	6.38	5.97
Payable towards Other Expenses	8.32	7.70
Payable towards Capital Nature Expenses	8.25	2.23
<b>Total</b>	<b>22.95</b>	<b>15.90</b>

## 25 Other Current Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Other Advances</b>		
Advance from Customers	8.90	5.57
<b>Others</b>		
Statutory Dues	1.09	0.87
<b>Total</b>	<b>9.99</b>	<b>6.44</b>

## 26 Provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee Benefits</b>		
Provision for Compensated Absences*	0.25	0.19
Provision for Corporate Social Responsibility	5.93	5.05
<b>Total</b>	<b>6.18</b>	<b>5.24</b>

\*Refer Note 37 for additional details relating to Compensated Absences.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 27 Revenue from Operations

Particulars	FY 2023-24	FY 2022-23
<b>(i) Sales of products</b>		
Domestic	409.90	402.22
Exports	268.86	479.63
	<b>678.75</b>	<b>881.85</b>
<b>(ii) Other Operating Revenues</b>		
Export Incentives	1.87	3.09
<b>Total</b>	<b>680.62</b>	<b>884.94</b>

### Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	FY 2023-24	FY 2022-23
Revenue as per contracted price	716.88	896.18
Less: Discounts/Sales Return	38.13	14.34
Revenue from contract with customers	678.75	881.85

## 28 Other Income

Particulars	FY 2023-24	FY 2022-23
<b>Interest Income from financial assets carried at amortised cost</b>		
On bank deposits	8.61	3.59
Other Interest	0.75	0.60
Dividend Income	0.00	0.00
<b>Other non-operating Income</b>		
Fair value gain on Investment through Amortised cost	-	-
Fair value gain on Investments at fair value through profit and loss	1.80	0.15
Miscellaneous income	0.71	1.08
<b>Other gains</b>		
Net Gain on foreign currency transactions & translation	3.45	7.61
Profit from Sale of Investments (net)	0.11	0.12
Profit on Sale of Property, Plant & Equipment (net)	0.02	0.04
<b>Total</b>	<b>15.45</b>	<b>13.19</b>

## 29 Cost of Materials Consumed

Particulars	FY 2023-24	FY 2022-23
<b>Raw materials Consumed</b>		
Opening stock	61.39	47.09
Add : Purchases of Raw Material	357.88	550.82
	-	-
Less: Closing stock	62.62	61.39
<b>Total</b>	<b>356.66</b>	<b>536.52</b>
<b>Packing Materials Consumed</b>		
Opening Stock	6.69	5.46
Add:Purchases of Packing Material	23.50	17.91
Less: Closing Stock	8.57	6.69
<b>Total</b>	<b>21.63</b>	<b>16.68</b>
<b>Total</b>	<b>378.28</b>	<b>553.19</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 30 Changes in inventories of finished goods and work-in-progress

Particulars	FY 2023-24	FY 2022-23
<b>Inventories at the beginning of the year</b>		
Finished Goods	145.89	80.30
Work in Progress	7.22	4.59
<b>(a)</b>	<b>153.12</b>	<b>84.90</b>
<b>Inventories at the end of the year</b>		
Finished goods	124.45	145.89
Work in Progress	8.65	7.22
<b>(b)</b>	<b>133.10</b>	<b>153.12</b>
<b>Net (Increase)/Decrease in Inventories</b>	<b>(a) -(b)</b>	<b>(68.22)</b>

## 31 Employee Benefits Expense

Particulars	FY 2023-24	FY 2022-23
Salaries, wages and benefits	37.85	31.64
Contribution to provident and other funds*	3.09	2.75
Staff welfare expenses	1.27	1.08
<b>Total</b>	<b>42.21</b>	<b>35.47</b>

\*Refer Note 37 for additional details relating to Employee Benefits

## 32 Finance Costs

Particulars	FY 2023-24	FY 2022-23
Interest expense		
- Cash credit facilities / buyers' credit	2.06	3.42
- Term Loans from Banks	0.37	0.20
- On Other Loans	-	0.06
- Interest on Taxes paid	-	0.40
- Others	0.32	0.58
- Lease Liabilities	0.12	0.12
Other Borrowing Costs	0.92	1.68
<b>Total</b>	<b>3.80</b>	<b>6.45</b>

## 2 & 3 Depreciation and Amortisation Expense

Particulars	FY 2023-24	FY 2022-23
Depreciation on Property, Plant & equipment	14.32	10.90
Depreciation on Right of Use	0.56	0.35
Amortisation of Intangible Assets	0.05	-
<b>Total</b>	<b>14.93</b>	<b>11.25</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 33 Other Expenses

Particulars	FY 2023-24	FY 2022-23
Consumption of stores, spares and consumables	32.45	43.56
Power and Fuel	29.95	40.42
Labour & Processing Charges	33.80	29.00
Pollution Control Expenses	2.72	3.11
Freight and handling Charges	12.57	17.99
Advertisement and Sales Promotion Expenses	3.68	2.13
Legal and Professional expenses	8.75	8.22
Travelling & Conveyance	9.98	7.64
Rent Expenses	1.31	1.28
Directors Fees	0.55	0.39
Repairs & Maintenance		
- Building	0.70	0.95
- Others	1.44	0.37
- Machinery	4.92	2.26
Rates and Taxes	0.93	0.93
Testing and Sampling Charges	0.16	0.08
Insurance	1.26	1.04
Printing, Stationery and Communication Expenses	0.73	1.10
Corporate Social Responsibility Expenses and Other Donations*	3.94	3.29
Payment to Auditors		
- Statutory Audit Fees	0.20	0.22
- In other Capacity		
For Tax Audit	0.04	0.04
For Limited Review & Certification fees	0.15	0.09
For Reimbursement of Expenses	-	0.03
Bad Debts	0.47	0.49
Provision for Doubtful Debts	0.45	0.56
Miscellaneous Expenses	1.91	1.74
<b>Total</b>	<b>153.06</b>	<b>166.95</b>

\*Note : Corporate Social Responsibility Expenses

Particulars	FY 2023-24	FY 2022-23
A. Gross Amount Required to be spent by the Company :	3.94	3.28
B. Amount Of Expenditure Incurred		
i Construction / Acquisition of any assets	-	-
ii Purpose other than above	1.05	0.70
C. Short Fall at the end of the year	2.89	2.59
D. Total Of Previous Years Shortfall	2.59	2.46
<b>E. Total Shortfall</b>	<b>5.48</b>	<b>5.05</b>
F. Reason For Shortfall - Projects in Progress		
G. Nature Of CSR Activities - Health and Education		
H. Related party transactions in relation to Corporate Social Responsibility:	-	-
<b>I. CSR Provision movement during the year:</b>		
Opening provision	5.05	4.25
Addition during the year	2.89	2.59
Utilised during the year	2.01	1.78
Closing provision	5.93	5.05

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 34 Leases

Following are the changes in the carrying value of right of use assets (Land)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	6.08	4.85
Additions	-	1.59
Deletions	-	-
Depreciation	0.56	0.35
<b>Closing Balance</b>	<b>5.52</b>	<b>6.08</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due. Rent expense recorded for short-term leases was Rs. 1.31 Crores for the year ended March 31, 2024 (Rs. 1.28 Crores for the year ended March 31, 2023). The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all the economic benefits from the use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense in the statement of profit and loss.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include the options when it is reasonably certain that they will be exercised.

The lease liability is initially measure at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

## 35 Contingent Liabilities

Claims against the Company not acknowledged as debts	As at 31st March, 2024	As at 31st March, 2023
Tax matters in dispute under appeal	0.62	0.55

## 36 Capital and Other Material Commitments

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>A. Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.94	9.33
<b>B. Other Material Commitments</b>	<b>NIL</b>	<b>NIL</b>



# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits

See accounting policy in Note 1.(o)

For details about the related employee benefit expenses, refer Note 31

### A. Defined Contribution Plan:

The Company's defined contribution plans are superannuation, employees state insurance scheme and provident fund administered by Government since the Company has no further obligation beyond making the contributions.

The expenses recognised during the year towards defined contribution plans are as detailed below:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Provident Fund and other Funds	0.95	0.68
<b>Total (included in Note 31 - 'Contribution to provident and other funds')</b>	<b>0.95</b>	<b>0.68</b>

### B. Defined Benefit Obligation:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972/ Company policy. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity.

The amount of gratuity payable on retirement/ termination is the employee's last drawn salary per month computed proportionately as per the Payment of Gratuity Act, 1972/ Company policy multiplied for the number of years of service.

The plan asset for the funded gratuity plan is invested in insurer managed fund administered by Life Insurance Corporation of India ('LIC'), independently as per the investment pattern stipulated for Pension and Group Schemes fund as per the regulations framed by Insurance and Regulatory and Development Authority of India i.e., 100% of plan assets are invested in insurer managed fund. Quoted price of the same is not available in active market.

The results of the actuarial study for the obligation for employee benefits as computed by the actuary are shown below:

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Principal actuarial assumptions</b>				
Discount rate	7.20%	7.40%	7.20%	7.40%
Range of compensation increase	10.00%	10.00%	10.00%	10.00%
Withdrawal Rate:				
- Younger ages	10.00%	10.00%	10.00%	10.00%
- Older ages	8.00%	8.00%	8.00%	8.00%

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Components of income statement charge</b>				
Current service cost	0.93	0.87	0.35	0.18
Interest cost	(0.08)	(0.05)	-	-
<b>Total charged to statement of profit or loss</b>	<b>0.85</b>	<b>0.82</b>	<b>0.35</b>	<b>0.18</b>
<b>Total charged to Retained Earnings</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Movements in net liability/(asset)</b>				
Net liability at the beginning of the year	(0.61)	(0.33)	1.61	1.43
Employer contributions	(0.95)	(0.68)	-	-
Total expense recognised in the statement of profit or loss	0.85	0.82	1.84	0.18
Total amount recognised in OCI	(0.23)	(0.42)		
<b>Net liability at the end of the year</b>	<b>(0.94)</b>	<b>(0.61)</b>	<b>3.45</b>	<b>1.61</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits (Contd..)

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Reconciliation of benefit obligations</b>				
Obligation at start of the year	6.31	5.79	1.61	1.43
Current service cost	0.93	0.87	0.35	0.18
Interest cost	0.45	0.38	-	-
Benefits paid directly by the Group	(0.39)	(0.27)	-	-
Actuarial gain/loss	(0.29)	(0.46)		
<b>Defined benefits obligations at the end of the year</b>	<b>7.01</b>	<b>6.31</b>	<b>1.96</b>	<b>1.61</b>
<b>Reconciliation of plan assets</b>	<b>6.93</b>	<b>6.12</b>	<b>-</b>	<b>-</b>
Interest Income	0.53	0.44	-	-
Return on plan assets excluding amounts included in interest income	(0.06)	(0.04)	-	-
Contributions by Employer	0.95	0.68	-	-
Benefits paid	(0.39)	(0.27)	-	-
<b>Closing value of plan assets</b>	<b>7.96</b>	<b>6.93</b>	<b>-</b>	<b>-</b>
<b>Re-measurements of defined benefit plans</b>				
Actuarial gain/(loss) due to changes in financial assumptions	0.11	(0.26)	-	-
Actuarial gain/(loss) on account of experience adjustments	(0.40)	(0.19)	-	-
Return on plan assets excluding amounts included in interest income	0.06	0.04	-	-
<b>Total actuarial gain/(loss) recognised in Other Comprehensive Income</b>	<b>(0.23)</b>	<b>(0.41)</b>	<b>-</b>	<b>-</b>
<b>The Maturity Profile of Defined Benefit Obligation</b>				
Year 1 Cashflow	0.82	0.59	-	-
Year 2 Cashflow	0.52	0.74	-	-
Year 3 Cashflow	0.52	0.47	-	-
Year 4 Cashflow	0.59	0.51	-	-
Year 5 Cashflow	0.99	0.56	-	-
Year 6 to Year 10 Cashflow	3.19	3.35	-	-

### C. Sensitivity analysis of significant assumptions

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Sensitivity of DBO, Service Cost, and P&L Account	Gratuity			
	Year ended 31st March, 2024		Year ended 31st March, 2023	
	% increase in DBO	Liability	% increase in DBO	Liability
<b>Discount rate</b>				
+ 0.5% discount rate	-3.93%	6.73	-3.84%	6.08
- 0.5% discount rate	4.23%	7.30	4.12%	6.58
<b>Salary increase</b>				
+ 0.5% salary growth	3.04%	7.22	3.07%	6.51
+ 0.5% salary growth	-3.26%	6.78	-3.26%	6.11
<b>Withdrawal rate</b>				
+ 0.5% salary growth	-0.60%	6.96	-0.55%	6.28
- 0.5% salary growth	0.61%	7.05	0.56%	6.35

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits (Contd..)

Sensitivity of DBO, Service Cost, and P&L Account	Leave Encashment	
	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Discount rate</b>		
+ 0.5% discount rate	1.54	1.54
- 0.5% discount rate	1.70	1.70
<b>Salary increase</b>		
+ 0.5% salary growth	1.70	1.70
+ 0.5% salary growth	1.54	1.54
<b>Withdrawal rate</b>		
+ 1.1 % salary growth	1.60	1.60
- 1.1 % salary growth	1.64	1.64

**Note:**

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors as supply and demand in the employment market.

## 38 Related party disclosures as per Ind AS 24

### 1) Related parties with whom transactions have taken place during the year and its relationship:

Name of the related parties	Designation / Relationship
Anand Swarup Agarwal	Chairman and Non Executive Director
Satya Prakash Gupta	Chief Financial Officer
Dheeraj Kumar Jain	Chief Executive Officer
Ajeet Pandey	Company Secretary
Rajendra Singh Sharma	Whole-time Director
Rahul Arun Bagaria	Non Executive Director
Adesh Kumar Gupta	Independent Director
Mohan Vasant Tanksale	Independent Director
Madhu Dikshit	Independent Director
Shalvis Specialities Ltd	Wholly Owned Subsidiary
Amona Specialities Pvt Limited(w.e.f 4th January, 2024)	Subsidiary
Swarup Publications Pvt Limited	Entity in which a director or manager or his relative is a member or director
Swarup chemicals Pvt Limited	Entity in which a director or manager or his relative is a member or director
M/s Ram Swarup Cold Storage & Allied Industries.	Entity in which a director or manager or his relative is a member or director
Vishwas Swarup Agarwal(upto 5th November, 2023)	Relative of Director
Vishal Swarup Agarwal(upto 5th November, 2023)	Relative of Director
Vishwas Swarup Agarwal(w.e.f 6th November, 2023)	Non-Executive Director
Vishal Swarup Agarwal(w.e.f 6th November, 2023)	Non-Executive Director

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 38 Related party disclosures as per Ind AS 24 (Contd..)

### 2 Transactions during the year

Particulars	FY 2023-24	FY 2022-23
<b>Remuneration</b>		
Rajendra Singh Sharma	0.09	0.08
Ajeet Pandey	0.15	0.10
Satya Prakash Gupta	0.35	0.32
Dheeraj Kumar Jain	0.93	0.84
<b>Director Sitting fees</b>		
Anand Swarup Agarwal	0.08	0.08
Adesh Kumar Gupta	0.14	0.10
Mohan Vasant Tanksale	0.10	0.08
Rahul Arun Bagaria	0.10	0.07
Madhu Dikshit	0.09	0.06
Vishal Swarup Agarwal	0.04	-
Vishwas Swarup Agarwal	0.02	-
<b>Professional Fees</b>		
Vishal Swarup Agarwal	0.72	1.20
Vishwas Swarup Agarwal	0.72	1.20
<b>Interest Income</b>		
Swarup Chemicals Pvt Limited	0.35	0.36
Shalvis Specialities Limited	0.36	0.16
<b>Expenses (net)</b>		
Swarup Chemicals Pvt Limited	1.95	1.03
Swarup Publications Pvt Limited	0.26	0.26
Vishal Swarup Agarwal	0.05	0.05
Swarup Cold Storage & Ice Factory	0.01	0.03
<b>Equity Investment</b>		
Shalvis Specialities Ltd	23.25	1.55
Amona Specialities Pvt Limited	0.51	-
<b>Total</b>	<b>30.27</b>	<b>7.57</b>

### 3 Outstanding balances as at the year end

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Advances</b>		
Swarup Chemicals Pvt Limited	5.08	5.88
<b>Loan Given</b>		
Shalvis Specialities Ltd	4.53	4.53
<b>Interest Receivable</b>		
Shalvis Specialities Ltd	0.50	0.17
<b>Payable</b>		
Swarup Publications Pvt Limited	0.78	0.65

### 4 Terms and conditions of transactions with related parties

- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- There have been no guarantees provided or received for any related party receivables or payables.
- No balances in respect of the related parties has been provided for written off / written back.
- The loans and advances in the nature of loans are in the ordinary course of business and accordingly, not prejudicial to the Company's interest.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 38 Related party disclosures as per Ind AS 24 (Contd..)

### 5 Additional Disclosure

Type of Borrower	As at 31st March, 2024		As at 31st March, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
- Advances	5.08	1.00	5.88	1.00
- Loan	4.53	1.00	4.53	1.00

(b) Disclosure as per Regulation 34(3) and 53(f) read with Part A of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of loans/ advances/Investments outstanding as at year end

Type of Borrower	Investment in equity/ preference at cost		Gross Loan Outstanding		Maximum Amount of Loan and Advances outstanding during the year	
	As at	As at	As at	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Swarup Chemicals Private Limited	0.39	0.39	5.08	5.88	5.88	5.88
Shalvis Specialties Limited	27.90	4.65	4.53	4.53	4.53	4.53

## 39 Financial instruments

The details of material accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed below and Note 1.

### A Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

- The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 39 Financial instruments (Contd..)

### Financial Assets and Liabilities

The accounting classification of each category of financial instruments, and their carrying amounts are set out as below:

#### a. Financial Assets

Particulars	Instruments carried at fair value			Instruments carried at amortized cost	Total Fair Value	Total Carrying Value
	FVOCI (Equity instruments)	FVOCI (Other instruments)	FVTPL			
<b>As at 31st March, 2024</b>						
(i) Investments	0.24	-	12.02	28.41	40.67	40.67
(ii) Other financial assets	-	-	-	42.37	42.37	42.37
(iii) Trade receivables	-	-	-	238.67	238.67	238.67
(iv) Cash and cash equivalents	-	-	-	7.07	7.07	7.07
(v) Other Balances with Banks	-	-	-	102.22	102.22	102.22
<b>Total</b>	<b>0.24</b>	<b>-</b>	<b>12.02</b>	<b>418.74</b>	<b>431.00</b>	<b>431.00</b>
<b>As at 31st March, 2023</b>						
(i) Investments	0.20	-	10.95	5.56	16.70	16.70
(ii) Other financial assets	-	-	-	49.07	49.07	49.07
(iii) Trade receivables	-	-	-	262.07	262.07	262.07
(iv) Cash and cash equivalents	-	-	-	10.52	10.52	10.52
(v) Other Balances with Banks	-	-	-	48.47	48.47	48.47
<b>Total</b>	<b>0.20</b>	<b>-</b>	<b>10.95</b>	<b>375.69</b>	<b>386.83</b>	<b>386.83</b>

#### b. Financial Liabilities

Particulars	Fair value through profit & loss	At amortized cost*	Total carrying amount	Total Fair Value
<b>As at 31st March, 2024</b>				
(i) Borrowings	-	18.41	18.41	18.41
(ii) Other financial liabilities	-	24.34	24.34	24.34
(ii) Trade payables	-	92.56	92.56	92.56
<b>Total</b>	<b>-</b>	<b>135.31</b>	<b>135.31</b>	<b>135.31</b>
<b>As at 31st March, 2023</b>				
(i) Borrowings	-	3.58	3.58	3.58
(ii) Other financial liabilities	-	10.12	10.12	10.12
(ii) Trade payables	-	103.15	103.15	103.15
<b>Total</b>	<b>-</b>	<b>116.85</b>	<b>116.85</b>	<b>116.85</b>

\*The carrying value and fair value approximation, if any.

#### c. Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The categories used are as follows:

- Level 1: It includes financial instruments measured using quoted prices and the mutual funds are measured using the closing Net Asset Value (NAV).

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 39 Financial instruments (Contd..)

- Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The below table summarises the categories of financial assets and liabilities as at March 31, 2024 and March 31, 2023 measured at fair value:

As at 31st March, 2024	Level 1	Level 2	Level 3	Total
<b>Financial Assets at Fair Value</b>				
Investments in Equity Shares	0.01	-	0.24	0.25
Investment in Mutual Funds	-	-	12.00	12.00

As at 31st March, 2023	Level 1	Level 2	Level 3	Total
<b>Financial Assets at Fair Value</b>				
Investments in Equity Shares	0.08	-	0.20	0.28
Investment in Mutual Funds	-	-	10.86	10.86

## 40 Segment Reporting

The Board of Directors are identified as Chief Operating Decision Maker of the Company. They are responsible for allocating resources and assessing the performance of the operating segments. Accordingly, they have determined "Agro Chemicals" as its only operating Segment.

Thus the segment revenue, interest revenue, interest expense, depreciation and amortisation, segment assets and segment liabilities are all as reflected in the Financial Statements.

### Geographical Information

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>a. Revenue from external customers</b>		
attributed to the Company's country of domicile, India	409.90	402.22
attributed to all foreign countries	268.86	479.63
<b>Total</b>	<b>678.76</b>	<b>881.85</b>
<b>b. Revenues from transactions with customers (including customers of the same group) exceeding 10% of the Company's sales in current as well as previous year.</b>	<b>83.59</b>	<b>175.32</b>
<b>c. Non-current assets (excluding Deferred/ Current Tax and Financial Assets)</b>		
located in the Company's country of domicile, India	308.05	263.96
located in all foreign countries	-	-
<b>Total</b>	<b>308.05</b>	<b>263.96</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 41 Income tax

This note provides an analysis of the group's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>(i) Tax expense recognised in the standalone statement of profit and loss</b>		
Current Tax on profits for the year	17.76	46.35
Adjustments for current tax of prior periods	0.10	-
<b>Total Current Tax Expense</b>	<b>17.87</b>	<b>46.35</b>
Deferred Tax charge/ (credit) P&L	4.72	2.22
<b>Total Deferred Tax Expense</b>	<b>4.72</b>	<b>2.22</b>
<b>Income tax expense recognised in the standalone statement of profit and loss</b>	<b>22.59</b>	<b>48.57</b>
<b>(ii) Tax expense recognised in OCI</b>		
<b>Deferred Tax:</b>		
Deferred Tax expense on Remeasurement of defined benefit plans	(0.07)	(0.10)
<b>Income tax expense recognised in the standalone statement of profit and loss</b>	<b>(0.07)</b>	<b>(0.10)</b>

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Enacted income tax rate in India applicable to the Company (in %)	25.17	25.17
Profit/ (Loss) before income tax expense	83.78	193.05
<b>Current tax expense on Profit/ (loss) before tax expenses at enacted income tax rate in India</b>	<b>21.09</b>	<b>48.59</b>
<b>Tax effects of :</b>		
Tax effect on non-deductible expenses	0.99	0.83
Effect of Income which is taxed at special rates	0.01	(0.07)
Effect of Income that is exempted from tax	-	-
Other items	0.49	(0.77)
<b>Total Income tax expense</b>	<b>22.59</b>	<b>48.57</b>

The Company elected to exercise the option of lower tax rate permitted under section 115BAA of the Income-tax Act, 1961 inserted vide Taxation Laws (Amendment) Act, 2019.

The Company, accordingly has recognized Provision for Income Tax.

**The details of Income tax Assets / Liabilities are as follows:-**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Income Tax Assets	261.61	240.53
Current Income Tax Liabilities	257.17	239.40
<b>Net Current Income Tax Liabilities/(Assets) at the end of the year</b>	<b>(4.44)</b>	<b>(1.13)</b>



# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 41 Income tax (Contd..)

The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

As at 31st March, 2024

Particulars	Balance sheet 01st April 2023	Profit and loss For the Year	OCI For the Year	Balance sheet 31st March, 2024
<b>Deferred Tax (Assets)/Liabilities</b>				
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	13.74	4.04	-	17.78
Amount allowable on payment basis & others	(3.42)	0.83	(0.07)	-2.66
<b>Total</b>	<b>10.32</b>	<b>4.87</b>	<b>(0.07)</b>	<b>15.11</b>

As at 31st March, 2023

Particulars	Balance sheet 01st April 2022	Profit and loss For the Year	OCI For the Year	Balance sheet 31st March, 2023
<b>Deferred Tax (Assets)/Liabilities</b>				
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	10.51	3.23	-	13.74
Amount allowable on payment basis & others	(2.50)	(0.82)	(0.10)	-3.42
<b>Total</b>	<b>8.02</b>	<b>2.42</b>	<b>(0.10)</b>	<b>10.33</b>

## 42 Earnings per share (EPS)

(a) Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

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

### i Profit attributable to Equity holders of Company

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit attributable to equity share holders of the Company for basic and diluted earnings per share	61.19	144.74

### ii Weighted average number of ordinary shares

Particulars	As at 31st March, 2024	As at 31st March, 2023
Equity shares outstanding as at year end	11,51,63,508	11,51,63,508
Weighted average number of shares as at year end for basic earnings per shares	11,51,63,508	11,51,63,508
Weighted average number of shares as at year end for diluted earnings per shares	11,51,63,508	11,51,63,508
<b>Basic earnings per share (in Rs)</b>	<b>5.33</b>	<b>12.57</b>
<b>Diluted earnings per share (in Rs)</b>	<b>5.33</b>	<b>12.57</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 43 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company is exposed to various financial risks arising from its underlying operations and finance activities. The Company is primarily exposed to market risk (i.e. interest rate and foreign currency risk) and to credit risk and liquidity risk. The Company's Corporate Treasury function plays the role of monitoring financial risk arising from business operations and financing activities.

Financial risk management within the Company is governed by policies and guidelines approved by the senior management and the Board of Directors. These policies and guidelines cover interest rate risk, foreign currency risk, credit risk and liquidity risk. Company policies and guidelines also cover areas such as cash management, investment of excess funds and the raising of short and long-term debt. Compliance with the policies and guidelines is managed by the Corporate Treasury function within the Company. Review of the financial risk is done on a monthly basis by the Chairman and Managing Director and on a quarterly basis by the Board of Directors. The objective of financial risk management is to contain, where deemed appropriate, exposures on net basis to the various types of financial risks mentioned above in order to limit any negative impact on the Company's results and financial position.

In accordance with its financial risk management policies, the Company manages its market risk exposures by using specific type of financial instruments duly approved by the Board of Directors as and when deemed appropriate. It is the Company's policy and practice neither to enter into derivative transactions for speculative purpose, nor for any purpose unrelated to the underlying business. The Board of Directors / Chairman and Managing Director reviews and approves policies for managing each of the above risks.

The Company has exposure to the following risks arising from financial instruments:

- a. Credit risk;
- b. Liquidity risk;
- c. Market risk; and
- d. Interest rate risk

### (A) Credit risk

Credit risk arises from the possibility that the value of receivables or other financial assets of the Company may be impaired because counterparties cannot meet their payment or other performance obligations.

To manage credit risks from trade receivables other than Related Party, the credit managers from Order to Cash department of the Company regularly analyse customer's receivables, overdue and payment behaviours. Some of these receivables are collateralised and the same is used according to conditions. These could include advance payments, security deposits, post-dated cheques etc. Credit limits for this trade receivables are evaluated and set in line with Company's internal guidelines.

There is no significant concentration of default risk.

Credit risks from financial transactions are managed independently by Finance department. For banks and financial institutions, the Company has policies and operating guidelines in place to ensure that financial instrument transactions are only entered into with high quality banks and financial institutions. The Company had no other financial instrument that represents a significant concentration of credit risk.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in statement of profit & loss.

Credit risk is managed at Company

For other financial assets, the Company assesses and manages credit risk based on internal control and credit management system.

The finance function consists of a separate team who assess and maintain an internal credit management system. Internal credit control and management is performed on a Company basis for each class of financial instruments with different characteristics.

The Company considers whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. It considers available reasonable and supportive forward-looking information.

Macroeconomic information (such as regulatory changes, market interest rate or growth rates) are also considered as part of the internal credit management system.

A default on a financial asset is when the counterparty fails to make payments as per contract. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Based on the historical data, no additional provision has been considered necessary in respect of trade receivables more than 3 months, since the management has taken suitable measures to recover the said dues and is hopeful of recovery in due course of time.

### Ageing of account receivables :

Particulars	As at	As at
	31st March, 2024	31st March, 2023
0-3 months	130.36	160.91
More than 3 months	119.04	111.44
<b>Total</b>	<b>249.40</b>	<b>272.35</b>

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

### Reconciliation of loss allowance - Trade Receivables

Particulars	As at	As at
	31st March, 2024	31st March, 2023
Opening balance	10.28	9.72
Allowance made during the year	0.45	0.56
<b>Closing balance</b>	<b>10.73</b>	<b>10.28</b>

The Company maintains exposure in cash and cash equivalents, deposits with banks, investments, and other financial assets. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience.

Credit limits and concentration of exposures are actively monitored by the Management of the Company.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### (B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Due to the dynamic nature of underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecast of Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

all non-derivative financial liabilities, and the amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

### Maturity analysis of significant financial liabilities

Particulars	Contractual cash flows					
	As at 31st March, 2024			As at 31st March, 2023		
	Carrying amount	Upto 1 year	More than 1 year	Carrying amount	Upto 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>						
Term Loans	3.62	1.60	2.02	2.38	0.68	1.71
Short Term Borrowings	14.78	14.78	-	1.20	1.20	-
Trade and Other Payables	92.56	92.56	-	103.15	103.15	-
Other Financial Liabilities	23.75	22.95	0.81	9.64	8.20	1.45
Other Current Liabilities	9.99	9.99	-	6.44	6.44	-

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

### (C) Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and market value of its investments. Thus the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

#### Foreign Currency Risk

Foreign currency opportunities and risks for the Company result from changes in exchange rates and the related changes in the value of financial instruments (including receivables and payables) in the functional currency (INR).

The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to US Dollar(USD).

The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

#### Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

Particulars	As at 31st March , 2024				As at 31st March , 2023			
	INR Rs in cr	EURO Rs in cr	USD RS in cr	AUD RS in cr	INR Rs in cr	EURO Rs in cr	USD RS in cr	AUD RS in cr
<b>Financial Assets</b>								
Trade Receivables	218.98	3.79	15.89	-	209.69	1.20	51.19	-
<b>Total</b>	<b>218.98</b>	<b>3.79</b>	<b>15.89</b>	<b>-</b>	<b>209.69</b>	<b>1.20</b>	<b>51.19</b>	<b>-</b>
<b>Financial Liabilities</b>								
Trade payables	73.77	-	18.78	-	70.09	-	33.05	-
<b>Total</b>	<b>73.77</b>	<b>-</b>	<b>18.78</b>	<b>-</b>	<b>70.09</b>	<b>-</b>	<b>33.05</b>	<b>-</b>

The following significant exchange rates have been applied during the year.

Currency	31st March, 2024	31st March, 2023
USD	83.37	82.22
EURO	90.22	89.61

#### Sensitivity analysis

The following table details the Company's sensitivity to a 25 basis points increase and decrease in the Rupee against the relevant foreign currencies is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 0.25% change in foreign currency rate. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

	Year ended 31st March, 2024		Year ended 31st March, 2023	
	0.25% increase	0.25% decrease	0.25% increase	0.25% decrease
USD	(0.01)	0.01	0.45	(0.45)
EURO	0.01	(0.01)	0.03	(0.03)
AUD	-	-	-	-

### (D) Cash flow and fair value interest rate risk

#### - Interest rate risk management:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's approach to managing interest rate risk is to have a judicious mix of borrowed funds with fixed and floating interest rate obligation. Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

The Company is also exposed to interest rate risk on its financial assets that includes fixed deposits, since the same are generally for short duration, the Company believes it has manageable risk and achieving satisfactory returns. The Company also has long - term fixed interest bearing assets. However the Company has in place an effective system to manage risk and maximise return.

#### - Interest rate risk exposure:

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Fixed-rate instruments</b>		
Financial assets	132.78	86.05
Financial liabilities	3.62	2.38
<b>Variable-rate instruments</b>		
Financial assets	-	-
Financial liabilities	14.78	1.20
<b>Total</b>	<b>151.18</b>	<b>89.63</b>

#### Interest rate sensitivity

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant. In cases where the related interest rate risk is capitalised to fixed assets, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets.

	Year ended 31st March, 2024		Year ended 31st March, 2023	
	0.25% increase	0.25% decrease	0.25% increase	0.25% decrease
Increase / (Decrease) in Profit	(0.04)	0.04	(0.00)	0.00

#### Price Risk

The Company's exposure to price risk arises from investment in mutual funds and classified in the balance sheet as fair value through profit and loss. Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However, due to very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 44 Capital management

### (a) Risk management

The Company's objectives when managing capital are to:

1. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The gearing ratios were as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total Debt	18.41	3.58
Less: Cash & cash equivalents	7.07	10.52
Less: Other Bank Balances	102.22	48.47
<b>Net debt / (Net Cash)</b>	<b>(90.88)</b>	<b>(55.40)</b>
Total equity	827.78	775.01
<b>Gearing Ratio</b>	<b>-</b>	<b>-</b>

## 45 Financial Ratios

Sr. No.	Particulars	Note reference	FY 2023-24	FY 2022-23	% Variance	Reason for Variance
1	Current Ratio	a	4.05	4.65	-12.95%	
2	Debt - Equity Ratio	b	0.02	0.00	381.08%	Increase in borrowing
3	Debt Service Coverage Ratio	c	13.64	38.50	-64.57%	Decrease in Profit
4	Return on Equity (ROE):	d	7.64%	18.64%	-59.04%	Decrease in Profit
5	Inventory Turnover Ratio	e	3.15	4.85	-35.16%	Carrying Lower inventory due to global supply chain disruption
6	Trade receivables turnover ratio	f	2.72	3.47	-21.67%	
7	Trade payables turnover ratio	g	4.06	5.75	-29.47%	Decrease in purchases
8	Net profit ratio	h	8.99%	16.32%	-44.92%	Decrease in Profit
9	Net capital turnover ratio (in times)	i	1.54	1.96	-21.71%	
10	Return on capital employed (%)	j	10.17%	25.29%	-59.79%	Decrease in Profit
11	Return on investment (ROI)	k	7.39%	18.64%	-60.34%	Decrease in Profit

### Note :

- a Current ratio (in times) : Current Assets / Current liabilities
- b Debt - Equity ratio : Total Debt divided by Equity
- c Debt Service Coverage Ratio (DSCR) (no. of times) : Profit before interest, divided by Interest expense.
- d ROE : Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity
- e Inventory turnover ratio: Revenue from operations / Average Inventory

# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 45 Financial Ratios

- f Trade receivable turnover ratio: Revenue from operations / Average (Trade receivable and contract assets)
- g Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables
- h Net profit margin (in %) : profit after tax / Revenue from operation
- i Net capital turnover ratio = Net Sales / Working Capital
- j ROCE : Earning before interest and taxes / Capital Employed (Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability)
- k Return on investment (ROI) :  $\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\} / \{MV(T0) + \text{Sum } [W(t) * C(t)]\}$
- T1 = End of time period T0 = Beginning of time period
- t = Specific date falling between T1 and T0 MV(T1) = Market Value at T1
- MV(T0) = Market Value at T0 C(t) = Cash inflow, cash outflow on specific date
- W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as  $[T1 - t] / T1$

- 46 (A)** No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
- (B)** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (C)** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (D)** There were no transactions relating to previously unrecorded income that have been surrendered and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (E)** The Company does not have any transactions with companies struck off.
- (F)** The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries





# Notes to Standalone Financial Statements

for the year ended 31st March 2024

(All amounts in Indian Rupees Crores, unless otherwise stated)

## 46 (Contd..)

- (G)** The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
- (i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (H)** The Ministry of Corporate Affairs vide notification number GSR 205 (E) dated 24th March 2021 and as amended from time to time, read with proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023 has prescribed, inter-alia, certain requirements related to maintenance of an audit trail emanating from accounting software. The Company had enabled the audit trail facility in the accounting software for maintaining its books of account, and the same has operated throughout the year for all relevant transactions recorded in the software.

- 47** The previous year figures have been re-grouped / re-classified wherever required to conform to current year's classification.

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**A. S. Agarwal**

Director  
DIN: 00777581

**R. S. Sharma**

Director  
DIN: 02487797

**D. K. Jain**

Chief Executive Officer

**S. P. Gupta**

Chief Financial Officer

**Ajeet Pandey**

Company Secretary

Place : Lucknow

Dated: May 30, 2024

# Independent Auditor's Report

To The Members of  
**India Pesticides Limited**

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of India Pesticides Limited ("the Holding Company") and its subsidiaries (hereinafter to be referred as "the Group") which comprises of consolidated Balance Sheet as at March 31, 2024, the consolidated statement of Profit & Loss (including other comprehensive income), the consolidated Statement of changes in equity and the consolidated Statement of cash flow for the year than ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2024, its profits (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the

Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Holding Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No	Key Audit Matters	Auditor's response
1.	<p><b>Allowances for Expected Credit Losses</b></p> <p>The Holding Company determines the allowance for credit losses on trade receivables based on historical loss experience adjusted to reflect current and estimated future economic conditions.</p>	<p>Our principal procedures included the following, but were not limited to:</p> <ul style="list-style-type: none"> <li>• Evaluated the design and tested operating effectiveness of internal controls over allowance for credit losses on trade receivables.</li> <li>• Development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions.</li> <li>• Completeness and accuracy of information used in the estimation of probability of default.</li> <li>• Analysis of those trade receivables where there is significant increase in credit risk and review of ageing of the trade receivables pertaining to current and immediately preceding years.</li> <li>• Computation of the allowance for credit losses.</li> </ul>

Sr. No	Key Audit Matters	Auditor's response
	<p>In calculating expected credit loss, the Holding Company also considers the security deposit and other securities, besides other related information to estimate the probability of default in future. The Management has exercised significant judgement in estimating the allowance for credit losses. Refer Note 9 and 43 to the Consolidated Financial Statements</p>	<ul style="list-style-type: none"> <li>• Testing the arithmetical accuracy and computation of the allowances prepared by the Management.</li> <li>• Assessed the appropriateness of disclosures in Consolidated financial statements in accordance with the applicable accounting standards.</li> </ul>

### Information Other than the Consolidated Financial Statements and auditor's report thereon

The Holding Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business Responsibility and Sustainability Report, Corporate Governance Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

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

### Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that

are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 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 Holding Company and its subsidiaries have 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 management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity'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 consolidated 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 entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of

a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters:

We did not audit the financial statements of two subsidiaries included in the consolidated financial statements of the Group whose financial statements reflect total assets of Rs. 39.50 Crores as at March 31, 2024 (Rs.14.92 Crores as at March 31, 2023); total revenue for the year ended March 31, 2024 of Rs. 0.05 Crores (Rs. 0.04 Crores for the year ended March 31, 2023), Net loss and other comprehensive loss for the year ended March 31, 2024 of Rs. 0.85 Crores (Rs. 1.40 Crores for the year ended March 31, 2023) and net cash inflow of Rs.1.22 Crores for the year ended March 31, 2024 (Cash Outflow of Rs. 2.08 Crores for the year ended March 31, 2023), as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiaries, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

## Report on Other Legal and Regulatory Requirements

1. 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 maintained by the Group have been kept so far as it appears from our examination of those books and records.
- (c) The Consolidated Balance sheet, the Consolidated Statement of Profit & Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls with reference to financial statements of the Holding Company and its subsidiaries and the operating effectiveness of such controls, please refer Annexure B of the standalone audit report attached with the standalone financial statements included in this annual report.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in

our opinion and to the best of our information and according to the explanations given to us:

- i. The Group has disclosed the impact of pending litigations on its financial performance in its consolidated financial statements. [Refer note no. 35 to the consolidated financial statements]
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries.
- iv. (a) The respective Managements of the Holding Company and its subsidiaries which are Companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or by any of the such subsidiaries to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Holding Company and its subsidiaries which are Companies incorporated in India has represented whose financial statements have been audited under the Act, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and by any of the such subsidiaries from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend

- or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to the notice that has caused to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.
- v. (a) The final dividend paid by the Holding Company during the year in respect of the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- (b) As stated in note 16 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing annual general meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to the declaration of dividend.
- vi. (a) Based on our examination, which included test checks, the Holding Company and its subsidiaries have used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- (b) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and by the auditors of the subsidiaries company included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Lodha & Co. LLP**

Chartered Accountants

Firm registration No. – 301051E/E300284

**R.P. Baradiya**

Partner

Membership No. 44101

UDIN No 24044101BKCLTC3620.

Place : Mumbai

Date : May 30, 2024



# Consolidated Balance Sheet

as at 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Note	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	2A	262.08	230.93
Right of Use Assets	2B	16.57	17.22
Capital work-in-progress	2C	58.40	27.35
Other Intangible Assets	3	0.36	0.12
<b>Financial Assets</b>			
Investments	4	12.26	12.05
Deferred Tax Assets (Net)	5	0.71	0.24
Other Financial Assets	6	38.27	41.33
Other Non-current Assets	7	7.94	6.91
<b>Total Non current assets</b>		<b>396.58</b>	<b>336.15</b>
<b>Current Assets</b>			
Inventories	8	208.02	224.97
<b>Financial Assets</b>			
Trade Receivables	9	238.46	262.07
Cash and Cash Equivalents	10	10.39	12.62
Other Balances with Banks	11	102.22	48.47
Other Financial Assets	12	3.87	3.85
Income Tax Assets (Net)	13	4.45	1.12
Other Current Assets	14	37.73	31.62
<b>Total Current Assets</b>		<b>605.14</b>	<b>584.72</b>
<b>Total Assets</b>		<b>1,001.72</b>	<b>920.87</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	15	11.52	11.52
Other Equity	16	813.39	761.63
Non Controlling Interest		0.49	-
<b>Total Equity</b>		<b>825.40</b>	<b>773.15</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	2.02	1.71
Lease Liabilities	18	6.15	8.14
Provisions	19	1.70	1.43
Deferred Tax Liabilities (Net)	20	15.11	10.33
<b>Total Non Current Liabilities</b>		<b>24.98</b>	<b>21.61</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	21	16.38	1.88
Lease Liabilities	22	1.04	1.03
Trade Payables	23		
Total outstanding dues of micro enterprises and small enterprises		10.64	3.68
Total outstanding dues of creditors other than micro enterprises and small enterprises		84.00	99.46
Other Financial Liabilities	24	22.97	8.20
Other Current Liabilities	25	10.08	6.62
Provisions	26	6.23	5.24
<b>Total Current Liabilities</b>		<b>151.34</b>	<b>126.11</b>
<b>Total Liabilities</b>		<b>176.32</b>	<b>147.72</b>
<b>Total Equity and Liabilities</b>		<b>1,001.72</b>	<b>920.87</b>
<b>Material accounting policies and Key accounting estimates and judgements</b>	1		
See accompanying notes to Consolidated Financial Statements	2-47		

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**R.P. Baradiya**  
Partner

**A. S. Agarwal**  
Director  
DIN: 00777581

**R. S. Sharma**  
Director  
DIN: 02487797

**D. K. Jain**  
Chief Executive Officer

**S. P. Gupta**  
Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024

# Consolidated Statement of Profit and Loss

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Note	FY 2023-24	FY 2022-23
Revenue from Operations	27	680.41	884.94
Other Income	28	15.14	13.23
<b>Total Income</b>		<b>695.55</b>	<b>898.17</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	29	378.32	553.19
Changes in inventories of finished goods and work-in-progress	30	19.76	(68.23)
Employee Benefits Expense	31	42.25	35.47
Finance Costs	32	4.38	7.15
Depreciation and Amortisation Expense	2 & 3	15.07	11.38
Other Expenses	33	153.47	167.57
<b>Total Expenses</b>		<b>613.25</b>	<b>706.53</b>
<b>Profit Before Tax</b>		<b>82.30</b>	<b>191.64</b>
<b>Tax Expense</b>			
(1) Current Tax		17.77	46.35
(2) Deferred Tax		4.26	2.05
(3) Current taxes relating to earlier years		0.10	-
<b>Profit for the period</b>		<b>60.17</b>	<b>143.24</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans		0.23	0.42
- Equity Instruments through OCI		0.04	(0.04)
- Income tax related to items that will not be reclassified to Profit and loss		(0.07)	(0.10)
<b>Total Other comprehensive income/(loss) for the year (Net of Tax)</b>		<b>0.20</b>	<b>0.28</b>
<b>Total Comprehensive income for the Year</b>		<b>60.37</b>	<b>143.52</b>
<b>Earnings per Equity Share of ₹ 1 Each</b>	42		
Basic (in ₹)		5.24	12.46
Diluted (in ₹)		5.24	12.46
<b>Material accounting policies and Key accounting estimates and judgements</b>	1		
See accompanying notes to Consolidated Financial Statements	2-47		

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**  
Partner

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**A. S. Agarwal**  
Director  
DIN: 00777581

**R. S. Sharma**  
Director  
DIN: 02487797

**D. K. Jain**  
Chief Executive Officer

**S. P. Gupta**  
Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024



# Consolidated Statement of Cash Flow

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>A Cash flow from operating activities:</b>		
<b>Net profit before tax</b>	<b>82.30</b>	<b>191.48</b>
<b>Adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation	15.07	11.25
Net unrealised foreign exchange loss/(gain)	(0.43)	(0.70)
Net gain on sale / fair valuation of investments through profit and loss	(1.91)	(0.27)
(Profit)/Loss on Sale of property, plant and equipment (net)	(0.02)	(0.04)
Dividend Income	(0.00)	(0.00)
Provision for Employee Benefits	0.23	0.42
Interest received	(9.41)	(4.23)
Provision for Expected Credit Loss	0.45	0.56
Bad Debt	0.47	0.49
Interest expenses	4.14	6.22
<b>Operating profit before working capital changes</b>	<b>90.89</b>	<b>205.18</b>
<b>Adjustment for</b>		
Decrease/ (Increase) in other financial assets	6.70	(36.54)
Decrease/ (Increase) in non current assets	(4.84)	(0.28)
Decrease/ (Increase) in trade receivables	22.76	(14.59)
Decrease/(Increase) in other current assets	(6.16)	20.27
Decrease/(Increase) in Inventories	16.94	(85.28)
(Decrease)/Increase in other financial liabilities	7.05	(3.82)
(Decrease)/Increase in trade payables	(2.32)	8.66
(Decrease)/ Increase in other current liabilities	3.48	(2.38)
(Decrease)/ Increase in provisions	1.27	1.48
<b>Cash generated from operations</b>	<b>135.77</b>	<b>92.70</b>
Add/(Deduct) :		
Direct taxes paid (net)	(21.21)	(47.25)
<b>Net cash generated from / (used in) operating activities</b>	<b>114.56</b>	<b>45.45</b>
<b>B Cash generated from investing activities</b>		
Purchase of property, plant and equipment, Intangible assets and Capital work in progress	(77.11)	(75.99)
Proceeds from sale of property, plant and equipment	0.31	0.16
Purchase of Non-current Investments	(12.55)	(6.30)
Sale of Non- current Investments	14.29	11.65
Dividend Income	0.00	-
Decrease/(Increase) in Term Deposits with Banks	(53.86)	42.05
Interest Income	9.36	4.19
<b>Net cash flow from / (used in) from investing activities</b>	<b>(119.56)</b>	<b>(24.25)</b>

# Consolidated Statement of Cash Flow

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>C Cash generated from financing activities</b>		
Payment of Lease Liabilities (Net)	(0.53)	(0.08)
Proceeds/(repayment) from Long term Borrowings (net)	0.32	(1.85)
Proceeds/(repayment) from short-term borrowings (net)	14.51	(8.92)
Transactions Non Controlling Interest	0.49	
Dividend paid	(8.64)	(8.64)
Interest paid (net)	(3.35)	(5.37)
<b>Cash generated from / (used in) financing activities</b>	<b>2.80</b>	<b>(24.86)</b>
<b>D Net Increase/ (Decrease) in cash and cash equivalent ( A+B+C)</b>	<b>(2.20)</b>	<b>(3.66)</b>
<b>Cash and Cash equivalents</b>		
At the beginning of the year	12.62	16.28
<b>At the end of the year</b>	<b>10.39</b>	<b>12.62</b>

**Notes:**

- a. Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**b. Net Debt Reconciliation**

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Opening Net Debt	3.49	13.50
Proceeds from Borrowings (net)	13.98	(9.00)
Repayment of Borrowings (net)	0.32	(1.85)
Interest Expense (net)	4.14	6.22
Interest Paid (net)	(3.35)	(5.37)
<b>Closing Net Debt</b>	<b>18.59</b>	<b>3.49</b>

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**  
Partner

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**A. S. Agarwal**  
Director  
DIN: 00777581

**R. S. Sharma**  
Director  
DIN: 02487797

**D. K. Jain**  
Chief Executive Officer

**S. P. Gupta**  
Chief Financial Officer

**Ajeet Pandey**  
Company Secretary

Place : Mumbai  
Dated: May 30, 2024

Place : Lucknow  
Dated: May 30, 2024



# Consolidated Statement of Changes in Equity

for the year ended 31st March 2024

## A. Equity Share Capital

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	No. of Shares	Amount
<b>As at 31st March, 2022</b>	<b>11,51,63,508</b>	<b>11.52</b>
Changes in equity share capital during the period (Refer note 16)	-	-
<b>As at 31st March, 2023</b>	<b>11,51,63,508</b>	<b>11.52</b>
Changes in equity share capital during the period (Refer note 16)	-	-
<b>As at 31st March, 2024</b>	<b>11,51,63,508</b>	<b>11.52</b>

## B. Other Equity

(All amounts in Rupees Crores, unless otherwise stated)

Particulars	Reserves and Surplus				Equity Instruments through OCI	Remeasurement of net defined benefit plan through OCI	Total
	Securities Premium	Revaluation Reserve	General Reserve	Retained Earnings			
<b>Balance as on 31st March 2022</b>	<b>95.44</b>	<b>-</b>	<b>51.84</b>	<b>479.35</b>	<b>0.24</b>	<b>(0.61)</b>	<b>626.26</b>
Profit/(Loss) for the year	-	-	-	143.24	-	-	143.24
Other Comprehensive Income	-	-	-	-	(0.03)	0.31	0.28
Total Comprehensive Income for the year	-	-	-	143.24	(0.03)	0.31	143.52
Dividends paid	-	-	-	(8.64)	-	-	(8.64)
Amounts utilized towards Offer Expenses on Initial Public Offering	0.50	-	-	-	-	-	0.50
<b>Balance as on 31st March 2023</b>	<b>95.94</b>	<b>-</b>	<b>51.84</b>	<b>613.95</b>	<b>0.21</b>	<b>(0.30)</b>	<b>761.64</b>
Profit/(loss) for the year	-	-	-	60.17	-	-	60.17
Other Comprehensive Income	-	-	-	-	0.03	0.17	0.20
Total Comprehensive Income for the year	-	-	-	60.17	0.03	0.17	60.37
Dividends paid	-	-	-	(8.64)	-	-	(8.64)
<b>Balance as on 31st March 2024</b>	<b>95.94</b>	<b>-</b>	<b>51.84</b>	<b>665.48</b>	<b>0.24</b>	<b>(0.13)</b>	<b>813.39</b>

As per our report of even date attached

For **Lodha & Co. LLP**  
Chartered Accountants

ICAI Firm Registration No: 301051E/E300284

**R.P. Baradiya**

Partner

For and on behalf of Board of Directors of  
**India Pesticides Limited****A. S. Agarwal**

Director

DIN: 00777581

**R. S. Sharma**

Director

DIN: 02487797

**D. K. Jain**

Chief Executive Officer

**S. P. Gupta**

Chief Financial Officer

**Ajeet Pandey**

Company Secretary

Place : Mumbai

Dated: May 30, 2024

Place : Lucknow

Dated: May 30, 2024

# Material Accounting Policies and Explanatory Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## Group Overview

The consolidated financial statements comprises financial statements of India Pesticides Limited, Parent Company, and its subsidiaries (hereinafter referred as "the Group").

India Pesticides Limited ("the Company" or "the Holding Company") is a company incorporated on 13th December 1984 and having its registered office at Bareilly, Uttar Pradesh, India.

The Group is engaged in 'Agri Chemicals' business which primarily includes manufacture, sale and distribution of insecticides, fungicides, herbicide and various other agrochemical products. The Groups has its manufacturing site for agrochemical production at Sandila and Dewa Road in Uttar Pradesh.

### Group Structure:

Name of the Company	Country of incorporation	Shareholding as at	
		31st March, 2024	31st March, 2023
Shalvis Specialities Limited	India	100%	100%
Amona Specialities Private Limited	India	51%	-

## 1.1 Basis of Preparation of Financial Statements

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the years presented in the Consolidated financial statements.

The Consolidated Financial statements of the Group have been prepared on an accrual basis under the historical cost convention except for the following that are measured at fair value as required by relevant Ind AS.

- Certain financial assets measured at fair value (refer accounting policy regarding financial instruments)
- Defined Benefit and other Long-term Employee Benefits - Refer Note 1.(o) below

## 1.2 Use of Estimates and Judgments

In preparing the Consolidated Financial Statements, the Management has to make certain assumptions and estimates that may substantially impact the presentation of the Group's financial position and/ or results of operations.

The estimates and judgments used in the preparation of the Consolidated Financial Statements are continuously evaluated by the Holding Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Holding Company believes to be reasonable under the existing circumstances. Although the Holding Company regularly assesses these estimates, actual results may differ from these estimates. Changes in estimates are recorded in the periods in which they become known.

### Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or noncurrent classification of assets and liabilities.

## 1.3 Basis of Preparation of Consolidated Financial Statement

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiary as at 31st March 2023. The Holding Company prepares and report its consolidated financial statements in INR.

### Subsidiaries:

Subsidiaries are all entities over which the group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

# Material Accounting Policies and Explanatory Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary.

## Consolidation procedure:

### Subsidiaries:

- a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-

controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

## 1.4 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

The Group has identified its Managing Director as CODM which assesses the operational performance and position of the Group and makes strategic decisions.

- 1.5 For other accounting policies - Refer significant accounting policies mentioned in the standalone financial statements.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 2A Property, Plant and Equipment

Particulars	Factory Building	Plant & Equipment	R&D Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
<b>Gross Carrying Amount</b>								
<b>Balance as at 31st March, 2022</b>	42.68	129.54	0.19	1.07	6.29	0.37	0.45	180.61
Additions during the year	13.31	68.14	0.49	0.29	1.20	0.25	0.18	83.87
Less: Disposals/ Reclassifications during the year	-	-	-	0.03	0.16	0.00	-	0.19
<b>Balance as at 31st March, 2023</b>	55.99	197.68	0.68	1.33	7.33	0.62	0.63	264.29
Additions during the year	3.98	37.86	0.13	0.09	3.11	0.21	0.14	45.52
Less: Disposals/ Reclassifications during the year	-	0.03	-	-	0.07	-	0.19	0.29
<b>Balance as at 31st March, 2024</b>	59.97	235.51	0.81	1.42	10.37	0.83	0.58	309.52
<b>Accumulated depreciation, amortisation and impairment</b>								
<b>Balance as at 31st March, 2022</b>	4.09	16.51	0.02	0.38	1.18	0.16	0.30	22.64
Depreciation expense for the year	1.61	8.06	0.02	0.13	0.84	0.08	0.11	10.85
Less: Disposal of asset/ reclassifications	-	-	-	0.02	0.12	-	-	0.13
<b>Balance as at 31st March, 2023</b>	5.70	24.57	0.04	0.49	1.90	0.24	0.41	33.36
Depreciation expense for the year	1.94	10.78	0.03	0.14	1.17	0.12	0.13	14.33
Less: Disposal of asset/ reclassifications	-	0.02	-	-	0.05	-	0.19	0.26
<b>Balance as at 31st March, 2024</b>	7.64	35.33	0.08	0.63	3.03	0.36	0.35	47.43
<b>Net Carrying amount</b>								
Balance as at 31st March, 2022	38.59	113.03	0.17	0.69	5.11	0.21	0.15	157.97
<b>Balance as at 31st March, 2023</b>	50.29	173.11	0.64	0.84	5.43	0.38	0.22	230.93
<b>Balance as at 31st March, 2024</b>	52.33	200.18	0.73	0.79	7.34	0.47	0.24	262.08

Refer Note 17 &amp; 21 for details of security charge on Property, Plant &amp; Equipment

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 2B Right of Use Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Opening Balance</b>	<b>17.22</b>	<b>15.61</b>
Reclassified on account of adoption of Ind AS 116	-	-
Additions	0.03	2.10
Deletions	-	-
Amortization	0.69	0.48
<b>Closing Balance</b>	<b>16.57</b>	<b>17.22</b>

**Note:** Refer Note 34 for detailed disclosures

## 2C Capital work-in-progress

Particulars	Plant & Machinery under Installation	Buildings under construction	Total
Balance as at 31st March, 2022	32.30	12.12	44.41
<b>Balance as at 31st March, 2023</b>	<b>21.60</b>	<b>5.74</b>	<b>27.35</b>
<b>Balance as at 31st March, 2024</b>	<b>34.29</b>	<b>24.12</b>	<b>58.40</b>

### Capital work in progress (CWIP) Ageing Schedule

As at 31 March 2024

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	29.74	24.08	-	4.59	58.40
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>29.74</b>	<b>24.08</b>	<b>-</b>	<b>4.59</b>	<b>58.40</b>

As at 31 March 2023

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	22.95	0.51	3.88	-	27.35
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>22.95</b>	<b>0.51</b>	<b>3.88</b>	<b>-</b>	<b>27.35</b>

## 3 Intangible Assets

Particulars	Software	Know How	Total
<b>Gross Carrying Amount</b>			
<b>Balance as at 31st March, 2022</b>	<b>0.04</b>	<b>0.21</b>	<b>0.25</b>
Additions during the year	0.09	-	0.09
Deductions during the year	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>0.13</b>	<b>0.21</b>	<b>0.34</b>
Additions during the year	0.12	0.16	0.27
Deductions during the year	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>0.25</b>	<b>0.37</b>	<b>0.61</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 3 Intangible Assets (Contd..)

Particulars	Software	Know How	Total
<b>Accumulated amortization</b>			
<b>Balance as at 31st March, 2022</b>	<b>0.03</b>	<b>0.14</b>	<b>0.17</b>
Amortization expense for the year	0.01	0.03	0.04
Deductions for the year	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>0.04</b>	<b>0.17</b>	<b>0.21</b>
Amortization expense for the year	0.03	0.02	0.05
Deductions for the year	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>0.07</b>	<b>0.20</b>	<b>0.26</b>
<b>Net Carrying amount</b>			
Balance as at 31st March, 2022	0.01	0.07	0.08
<b>Balance as at 31st March, 2023</b>	<b>0.09</b>	<b>0.04</b>	<b>0.12</b>
<b>Balance as at 31st March, 2024</b>	<b>0.17</b>	<b>0.17</b>	<b>0.36</b>

## 4 Investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(A) INVESTMENTS MEASURED AT AMORTISED COST</b>		
<b>In Unquoted, fully paid up Debt Instrument</b>		
1 L&T Infra Debt Fund Limited Series B BR NCD 2 @ 7.50% (31st March, 2023 : 2) non-convertible debentures of Rs. 10,00,000 each	-	0.25
2 L&T Finance Limited Series A BR NCD 2 @ 7.40% (31st March, 2023 : 2) non-convertible debentures of Rs. 10,00,000 each	-	0.24
3 Tata Cleantech Capital Limited SR A FY 2020-21 BR NCD 35 @ 7.40% (31st March, 2023: 35) non-convertible debentures of Rs. 1,00,000 each	-	0.41
<b>Total</b>	<b>-</b>	<b>0.90</b>
<b>In Unquoted Government Securities</b>		
National Savings Certificate	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>(B) INVESTMENTS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI)</b>		
<b>In Unquoted, fully paid up Equity Shares of Other Company</b>		
1 Swarup Chemicals Private Limited 3900 (31st March, 2023 : 3900) equity shares of Rs.10 each	0.24	0.20
<b>Total</b>	<b>0.24</b>	<b>0.20</b>
<b>(C) INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL)</b>		
<b>In Quoted, fully paid up Equity Shares of Other Companies</b>		
1 Suditi Industries Limited 6,632 (31st March, 2023 : 6,632) equity shares of Re.10 each	0.01	0.01
2 Reliance Industries Limited - Right Issue NIL (31st March, 2023 : 299) equity shares of Rs.10 each	-	0.07
<b>Total</b>	<b>0.01</b>	<b>0.08</b>



# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 4 Investments (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>In unquoted, fully paid up Mutual Funds</b>		
<b>a) Equity Oriented Mutual Funds</b>		
1 BOI Multicap Fund 1,99,990.000 (31st March, 2023: 1,99,990.000) units.	0.30	0.20
2 ICICI Prudential Equity Arbitrage Fund 91,903.791 (31st March, 2023: 91,903.791) units.	0.29	0.27
3 ICICI Prudential Balanced Advantage Fund 15,173.377 (31st March, 2023: 15,173.377) units.	0.10	0.08
4 Axis Special Situations Fund 5,00,087.396 (31st March, 2023: 5,00,087.396) units.	0.78	0.57
5 Axis Growth Opportunities Fund 1,57,621.375 (31st March, 2023: 1,57,621.375) units.	0.44	0.30
6 Axis Small Cap Fund 45,175.062 (31st March, 2023: 45,175.062) units.	0.39	0.28
7 Edelweiss Arbitrage Fund 3,71,381.901 (31st March, 2023: 3,71,381.901) units.	0.66	0.61
8 Mirae Asset Mid Cap Fund 1,50,350.334 (31st March, 2023: 1,50,350.334) units.	0.45	0.31
9 PGIM India Flexi Cap Fund 60,824.209 (31st March, 2023: 60,824.209) units.	0.19	0.15
10 PGIM India Midcap Opportunities Fund 40,754.402 (31st March, 2023: 40,754.402) units.	0.22	0.17
11 PGIM India Arbitrage Fund 3,48,338.332 (31st March, 2023: 3,48,338.332) units.	0.58	0.55
12 Parag Pareikh Flexicap Fund 48,300.417 (31st March, 2023: 48,300.417) units.	0.33	0.24
13 Mahindra manulife Hybrid Equity Nivesh Yojana 3,00,841.798 (31st March, 2023: 3,00,841.798) units.	0.67	0.51
14 SBI Multicap Fund-Regular Fund 2,99,985.001 (31st March, 2023: 2,99,985.001) units.	0.41	0.30
15 SBI Dividend Yield Fund -Regular Growth 99,995.000 (31st March, 2023: 99,995.000) units.	0.13	0.10
16 Invesco India Dynamic Equity Fund 69,114.598 (31st March, 2023: 69,114.598) units.	0.33	0.26
17 Invesco India Equity Savings Fund 1,94,704.93 (31st March, 2023: 1,94,704.93) units.	0.32	0.26
18 BOI Multi Asset Allocation Fund-Reg G 2,99,985.001 (31st March, 2023: NIL) units.	0.30	-
19 Tata Arbitrage Fund 9,29,257.573 (31st March, 2023: 13,26,284.542) units.	1.22	1.63
<b>b) Debt Oriented Mutual Funds</b>		
1 ICICI Prudential Regular Savings Plan Growth 34,641.616 (31st March, 2023: 34,641.616) units.	0.10	0.09
2 HDFC Ultra Short Term Fund 6,33,708.073 (31st March, 2023: 6,33,708.073) units.	0.88	0.82
3 Nippon India Ultra Short Duration Fund 1,565.127 (31st March, 2023: 1,565.127) units.	0.58	0.54
4 SBI Corporate Bond Fund - Regular Growth 3,87,646.635 (31st March, 2023: 3,87,646.635) units.	0.53	0.51
5 SBI Magnum Medium Duration Fund -Direct Growth 83,099.800 (31st March, 2023: 2,40,385.845) units.	0.38	1.10

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 4 Investments (Contd..)

Particulars	As at 31st March, 2024	As at 31st March, 2023
6 SBI Magnum Medium Duration Fund -Regular Growth 1,88,681.078 (31st March, 2023: 1,88,681.078) units.	0.93	0.81
7 SBI Fixed Maturity plan (FMP) Series 66 (1361 days) Reg G 1,99,990.000 (31st March, 2023: 1,99,990.000) units.	0.22	0.21
8 ICICI Prudential Medium Term Bond Fund-Reg G 65,866.232 (31st March, 2023: NIL) units.	0.27	-
<b>Total</b>	<b>12.00</b>	<b>10.86</b>
<b>Total NON CURRENT INVESTMENT</b>	<b>12.26</b>	<b>12.05</b>
<b>Aggregate book value of:</b>		
Quoted investments	9.51	10.17
Unquoted investments	28.50	5.64
<b>Aggregate market value of:</b>		
Quoted investments	12.01	10.95
Unquoted investments	0.24	1.10
<b>Aggregate amount of impairment in value of Investments</b>	<b>0.09</b>	<b>0.09</b>

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(A) Investment in Quoted investments (Fully paid up)</b> <b>(At fair value through Profit and Loss account)</b>		
Investment in Quoted Equity Shares	0.01	0.08
<b>(B) Investment in Unquoted investments (Fully paid up)</b> <b>(At fair value through Profit and Loss account)</b>		
Investment in Unquoted Equity Shares	0.00	0.00
Investment in Mutual Funds	12.00	10.86
a) Equity Oriented Mutual Funds	8.11	6.78
a) Debt Oriented Mutual Funds	3.89	4.08
<b>(At fair value through Other Comprehensive Income)</b>		
Investment in Unquoted Equity Shares	0.24	0.20
<b>(C) Investment in Unquoted investments (Fully paid up)</b> <b>(At Amortised Cost)</b>		
Investment in Subsidiaries	-	-
Investment in Government Securities	0.00	0.00
Investment in Debt Instruments	-	0.90
<b>Total</b>	<b>12.26</b>	<b>12.05</b>

## 5 Deferred Tax Assets (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	-	-
Amount allowable on payment basis & others	0.71	0.24
<b>Total</b>	<b>0.71</b>	<b>0.24</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 6 Other Financial Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Security Deposits	3.27	2.93
Term Deposits	35.00	38.40
<b>Total</b>	<b>38.27</b>	<b>41.33</b>

## 7 Other Non-current Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Others</b>		
Advance Gratuity*	0.94	0.62
Capital Advances	7.00	6.28
<b>Total</b>	<b>7.94</b>	<b>6.91</b>

\*Refer Note 37 for additional details relating to Gratuity

## 8 Inventories

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	62.79	61.39
Work-in-Progress	8.65	7.22
Finished Goods	124.62	145.89
Packing Materials	8.63	6.69
Stores, Spares and Consumables	3.34	3.76
<b>Total</b>	<b>208.02</b>	<b>224.97</b>

Refer Note 21 for details of security charge on Inventories

## 9 Trade Receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured:</b>		
Considered good	238.46	262.07
Considered doubtful	10.73	10.28
	<b>249.19</b>	<b>272.35</b>
Less: Provision for Doubtful Debts	(10.73)	(10.28)
<b>Total</b>	<b>238.46</b>	<b>262.07</b>

- i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- ii) Trade receivables are non interest bearing and generally on credit terms of 30 to 180 days.
- iii) Refer Note 21 for details of security charge on Trade Receivables

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 9 Trade Receivables (Contd..)

### Trade Receivable Ageing As at 31 March 2024

Particulars	Bill Not Due	Less than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable							
- considered good	161.66	53.83	18.00	4.97	-	-	238.46
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	0.16	0.05	0.02	4.97	3.63	1.90	10.73
Disputed Trade Receivable							
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>161.82</b>	<b>53.88</b>	<b>18.01</b>	<b>9.94</b>	<b>3.63</b>	<b>1.90</b>	<b>249.19</b>
Less: Provision for Doubtful Debts	-0.16	-0.05	-0.02	-4.97	-3.63	-1.90	-10.73
<b>Total</b>	<b>161.66</b>	<b>53.83</b>	<b>18.00</b>	<b>4.97</b>	<b>-</b>	<b>-</b>	<b>238.46</b>

### Trade Receivable Ageing As at 31 March 2023

Particulars	Bill Not Due	Less than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable							
- considered good	204.87	38.15	14.62	4.43	-	-	262.07
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	0.20	0.04	0.16	4.43	3.91	1.54	10.28
Disputed Trade Receivable							
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-
- credit Impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>205.07</b>	<b>38.19</b>	<b>14.78</b>	<b>8.86</b>	<b>3.91</b>	<b>1.54</b>	<b>272.35</b>
Less: Provision for Doubtful Debts	-0.20	-0.04	-0.16	-4.43	-3.91	-1.54	-10.28
<b>Total</b>	<b>204.87</b>	<b>38.15</b>	<b>14.62</b>	<b>4.43</b>	<b>-</b>	<b>-</b>	<b>262.07</b>

## 10 Cash and Cash Equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Cash and Cash Equivalents</b>		
Cash on hand	0.67	0.28
<b>Balances with Banks</b>		
In Current Accounts	9.71	12.34
In Cash Credit Accounts	0.01	-
<b>Total</b>	<b>10.39</b>	<b>12.62</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 11 Other Balances with Banks

Particulars	As at 31st March, 2024	As at 31st March, 2023
Term Deposits	102.22	48.47
<b>Total</b>	<b>102.22</b>	<b>48.47</b>

\*Out of the above, Term Deposits of Rs. 22.16 Crores is earmarked as margin money, against bank guarantee and other commitments as at March 31, 2024 (Rs. 29.62 Crores as at March 31, 2023).

Bank deposits earns interest at fixed rates. Short-term deposits are generally made for varying periods between three months to twelve months, depending on the cash requirements of the Company, and earn interest at the respective deposit rates.

## 12 Other Financial Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured and Considered Good</b>		
Security Deposits	3.87	3.85
Interest Receivable from related party	-0.00	-
<b>Total</b>	<b>3.87</b>	<b>3.85</b>

## 13 Income tax Assets (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Income Tax Assets (Net of Provision Rs. 17.76 Crores as at 31st March, 2024) (Rs. 46.35 Crores as at 31st March, 2023)	4.45	1.12
<b>Total</b>	<b>4.45</b>	<b>1.12</b>

## 14 Other Current Assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balance with Government Authorities	23.54	21.76
Prepaid Expenses	2.47	0.52
<b>Others</b>		
Advances to Employees	0.92	0.78
Advances to Suppliers*	10.80	8.56
<b>Total</b>	<b>37.73</b>	<b>31.62</b>

\*Includes related party balances of Rs. 5.08 Crores (Rs. 5.88 Crores as on 31st March 2023).

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 15 Equity Share Capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Authorised :</b>		
150,000,000 (31st March, 2024 : 150,000,000) Equity Shares of Rs. 1 each (31st March, 2024 : Rs. 1).	150.00	150.00
	<b>150.00</b>	<b>150.00</b>
<b>Issued, Subscribed and Paid up :</b>		
115,163,508 (31st March, 2024 : 115,163,508) Equity Shares of Rs. 1 (31st March, 2024: Rs. 1).	11.52	11.52
	<b>11.52</b>	<b>11.52</b>

### a) Reconciliation of number of shares

Equity Shares	As at 31st March, 2024		As at 31st March, 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	11,51,63,508	11.52	11,51,63,508	11.52
Add: Share Alloted in Fresh Issue	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>11,51,63,508</b>	<b>11.52</b>	<b>11,51,63,508</b>	<b>11.52</b>

### Details of shareholders holding more than 5% equity shares in the Company

Name of Promoter	As at 31st March, 2024		As at 31st March, 2023	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
Fully paid Equity Shares of Re.1 each held by:				
1. Anand Swarup Agarwal	3,58,48,092	31.13%	3,58,48,092	31.13%
2. PSA Family Trust	1,12,64,201	9.78%	1,24,22,242	10.79%
3. Sudha Agarwal	81,30,906	7.06%	89,16,631	7.74%
4. ASA Family Trust	77,17,117	6.70%	77,17,117	6.70%

### b) Details of shares held by Promoter as at 31/03/2024:

Name of Promoter	No. of Shares held at the Beginning of the Year	Sales/ Transfer During the Year	No. of Shares held at the End of the year	% Change in Shareholding during the year to Total
Equity Shares of Rs.1 each held by: (Refer note 16(d) and 16(e))				
1. Anand Swarup Agarwal	3,58,48,092	-	3,58,48,092	0.00%
2. Sudha Agarwal	89,16,631	(7,85,725)	81,30,906	(8.81%)
3. Pramood Swarup Agarwal	1,09,022	-	1,09,022	0.00%
4. Virendra Swarup Agarwal	36,42,020	-	36,42,020	0.00%
5. Vishal Swarup Agarwal	2,78,892	-	2,78,892	0.00%
6. Vishwas Swarup Agarwal	2,21,486	-	2,21,486	0.00%
7. Sanju Agarwal	75,908	-	75,908	0.00%
8. VSA Family Trust	22,00,000	(22,00,000)	-	(100.00%)
9. ASA Family Trust	77,17,117	-	77,17,117	0.00%
10. PSA Family Trust	1,24,22,242	(11,58,041)	1,12,64,201	(9.32%)
11. MSA Family Trust	56,95,875	-	56,95,875	0.00%
12. Anurag Swarup Agarwal	2,67,071	-	2,67,071	0.00%
	<b>7,73,94,356</b>	<b>(41,43,766)</b>	<b>7,32,50,590</b>	<b>(5.35%)</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 15 Equity Share Capital (Contd..)

### Details of shares held by Promoter as at 31/03/2023:

Name of Promoter	No. of Shares held at the Beginning of the Year	Sales/ Transfer During the Year	No. of Shares held at the End of the year	% Change in shareholding during the year to total shares
Equity Shares of Rs.1 each held by:				
((Refer note 16(d) and 16(e))				
1. Anand Swarup Agarwal	3,52,83,092	5,65,000	3,58,48,092	1.60%
2. Sudha Agarwal	87,93,631	1,23,000	89,16,631	1.40%
3. Mahendra Swarup Agarwal*	2,45,895	-2,45,895	-	(100.00%)
4. Pramood Swarup Agarwal	1,09,022	0	1,09,022	0.00%
5. Virendra Swarup Agarwal	36,42,020	0	36,42,020	0.00%
6. Vishal Swarup Agarwal	2,51,892	27,000	2,78,892	10.72%
7. Vishwas Swarup Agarwal	2,21,486	0	2,21,486	0.00%
8. Sanju Agarwal	75,908	0	75,908	0.00%
9. VSA Family Trust	22,00,000	-	22,00,000	0.00%
10. ASA Family Trust	77,17,117	-	77,17,117	0.00%
11. PSA Family Trust	1,24,22,242	-	1,24,22,242	0.00%
12. MSA Family Trust	56,95,875	-	56,95,875	0.00%
13. Anurag Swarup Agarwal**	-	2,67,071	2,67,071	100.00%
	<b>7,66,58,180</b>	<b>7,36,176</b>	<b>7,73,94,356</b>	<b>0.96%</b>

\*\* Promoter Group with effect from April 12, 2022

\* Exit From Promoter Group with effect from April 12, 2022

As per the records of the Company, including its registers of Shareholders/Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of equity shares.

### c) Rights, preferences and restrictions :

The Company has only one class of equity shares having a par value of Rs. 1 Per Share (March 31, 2023 - Rs 1 per share). Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the no. of equity shares held by shareholder.

### d) Bonus Shares

7,95,81,250 bonus equity shares of face value of Rs.1/- each were issued during the year ended March 31, 2021.

### e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current period/year end.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 16 Other Equity

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Securities Premium</b>		
As per Opening Balance	95.94	95.44
Less: Amounts utilized towards Offer Expenses on Initial Public Offering	-	-
Add: On Preferential Allotment	-	-
Add: Proceeds from Initial Public Offering	-	0.50
<b>Closing Balance</b>	<b>95.94</b>	<b>95.94</b>
<b>Revaluation Reserve</b>		
As per Opening Balance	-	-
Add: Addition During the Year	-	-
Less: Depreciation Adjustments	-	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>General Reserve</b>		
As per last Balance Sheet	51.84	51.84
Less : amounts utilized towards issue of fully paid up bonus shares ((Refer note 15(e))	-	-
Add : Transferred from Surplus	-	-
<b>Closing Balance</b>	<b>51.84</b>	<b>51.84</b>
<b>Retained Earnings</b>		
As per last Balance Sheet	613.87	478.99
Add: Net Profit after Tax transferred from the Statement of Profit and Loss	60.17	143.24
Add: Other Comprehensive income (net of tax)	0.20	0.28
Less : Appropriations	-	-
Transfer to General Reserve	-	-
Dividend distributed during the year (refer note below)	8.64	8.64
<b>Closing Balance</b>	<b>665.61</b>	<b>613.87</b>
<b>Total</b>	<b>813.39</b>	<b>761.63</b>

### Nature and purpose of reserves

- Securities premium** : Securities premium is used to record the premium on issue of shares. This will be utilised in accordance with the provisions of the Act.
- General reserve** : The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Act.
- Retained earnings** : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

#### Note 1:

Dividend on Equity shares paid during the year	FY 2023-24	FY 2022-23
Final Dividend paid Rs 0.75 for FY 2022-23 (March 31,2023 : Rs. 0.75 for FY 2021-22) per equity share of Rs. 1 each (31st March, 2023 : Rs..1 each) (Refer note below)	8.64	8.64

#### Note 2:

The Board of Directors at its meeting held on 30th May, 2024 have recommended a payment of final dividend of Rs. 0.75 per equity share of face value of Re.1 each for the financial year ended 31st March, 2024. The above is subject to the approval of the shareholders in Annual General Meeting of the Company and hence not being recognised as a liability.



# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 17 Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured :</b>		
From Banks	3.62	2.38
Less: Current maturities of Long term Debt	1.60	0.68
<b>Unsecured Term Loan:</b>		
From Others	-	
<b>Total</b>	<b>2.02</b>	<b>1.71</b>

### i) Detail of Securities and Terms of repayment

- a Secured Term Loan from Banks comprise of multiple Vehicle Loans which are each repayable in balance 12 to 60 monthly instalments from the date of balance sheet. Interest rate for these loans ranges between 7.95 % to 10.00%. Vehicle loans from Banks are secured by way of hypothecation of respective vehicles.
- b Loans from Others comprise of Inter corporate loans which are not due for repayment in the next 12 months from the date of the Balance Sheet. Interest on these loans are payable at rates ranging between 9% to 12% per annum.

ii) Refer Note 43 for maturity analysis.

## 18 Lease Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured</b>		
Lease Liability	6.15	8.14
<b>Total</b>	<b>6.15</b>	<b>8.14</b>

Refer Note 34 for additional details .

## 19 Provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee Benefits</b>		
Provision for Compensated Absences	1.70	1.43
<b>Total</b>	<b>1.70</b>	<b>1.43</b>

## 20 Deferred Tax Liabilities (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	17.78	13.74
Amount allowable on payment basis & others	-2.67	-3.41
<b>Total</b>	<b>15.11</b>	<b>10.33</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 21 Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured</b>		
Working Capital Loans From Bank	14.78	1.20
Current maturities of Long term Debt From Banks (Refer note no 17)	1.60	0.68
<b>Total</b>	<b>16.38</b>	<b>1.88</b>

- i) Working capital loans are secured by first charge by way of hypothecation on the current assets of the Company namely inventories of raw materials, finished and work in progress, stores spares and consumables and packing materials, book debts and all other movable assets both present and future, and additionally secured by way of second charge on :
- The immovable properties situated at Plot No. E-17 to E-23, UPSIDC, Deva Road, Lucknow.
  - Land & building situated at Khasra No. 691, Village Uttar Dhauna, Tiwariganj, Chinhat, Faizabad Road, Lucknow owned by M/s Ram Swarup Cold Storage & Allied Ind. Lucknow.
  - Hypothecation of Plant & Machinery at UPSIDC, Deva Road, Lucknow in favour of the banks.
  - Leasehold Industrial plot at K4 & K5 at UPSIDC, Sandila, UP.
  - Interest rate varies from MCLR+ Nil spread to 0.85%
- ii) The Company has borrowings from banks on the basis of security of current assets. The quarterly statements of current assets filed by the Company with banks are in agreements with the books of accounts with no discrepancy.
- iii) Refer Note 43 for maturity analysis.

## 22 Lease Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Lease Liability*	1.04	1.03
<b>Total</b>	<b>1.04</b>	<b>1.03</b>

\*Refer Note 34 for additional details.

## 23 Trade Payables

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) Dues to Micro and small enterprises	10.64	3.68
(b) Dues to Other than micro and small enterprises	84.00	99.46
<b>Total</b>	<b>94.64</b>	<b>103.15</b>

### Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 30-120 days terms.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 23 Trade Payables (Contd..)

### Trade Payables Ageing As at 31 March 2024

Particulars	Less than 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Micro and small enterprises	10.64	-	-	-	10.64
(ii) Others	82.02	1.26	0.15	0.56	84.00
(iii) Disputed dues - Micro and small enterprises	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>92.66</b>	<b>1.26</b>	<b>0.15</b>	<b>0.56</b>	<b>94.64</b>

### Trade Payables Ageing As at 31 March 2023

Particulars	Less than 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Micro and small enterprises	3.68	-	-	-	3.68
(ii) Others	98.04	0.48	0.17	0.77	99.46
(iii) Disputed dues - Micro and small enterprises	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>101.72</b>	<b>0.48</b>	<b>0.17</b>	<b>0.77</b>	<b>103.15</b>

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	9.68	3.68
Interest	0.44	0.18
<b>Total</b>	<b>10.12</b>	<b>3.86</b>
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.44	0.18
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

## 24 Other Financial Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trade and Security Deposits from Customers	6.38	5.97
Payable towards Other Expenses	8.34	-
Payable towards Capital Nature Expenses	8.25	2.23
<b>Total</b>	<b>22.97</b>	<b>8.20</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 25 Other Current Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Other Advances		
Advance from Customers	8.90	5.57
Others		
Statutory Dues	1.18	1.05
<b>Total</b>	<b>10.08</b>	<b>6.62</b>

## 26 Provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee Benefits</b>	-	
Provision for Compensated Absences*		
Provision for Corporate Social Responsibility	5.93	5.05
<b>Total</b>	<b>6.23</b>	<b>5.24</b>

\*Refer Note 37 for additional details relating to Compensated Absences.

## 27 Revenue from Operations

Particulars	FY 2023-24	FY 2022-23
<b>(i) Sales of products</b>		
Domestic	409.69	402.22
Exports	268.86	479.63
	<b>678.54</b>	<b>881.85</b>
<b>(ii) Other Operating Revenues</b>		
Export Incentives	1.87	3.09
<b>Total</b>	<b>680.41</b>	<b>884.84</b>

### Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	FY 2023-24	FY 2022-23
<b>Revenue as per contracted price</b>	<b>716.67</b>	<b>896.18</b>
Less: Discounts/Sales Return	38.13	14.34
Revenue from contract with customers	678.54	881.85

## 28 Other Income

Particulars	FY 2023-24	FY 2022-23
<b>Interest Income from financial assets carried at amortised cost</b>		
On bank deposits	8.66	3.63
Other Interest	0.38	0.60
Dividend Income	0.00	0.00
<b>Other non-operating Income</b>		
Fair value gain on Investment through Amortised cost	-	-
Fair value gain on Investments at fair value through profit and loss	1.80	0.15
Miscellaneous income	0.71	1.08

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 28 Other Income (Contd..)

Particulars	FY 2023-24	FY 2022-23
<b>Other gains</b>		
Net Gain on foreign currency transactions & translation	3.45	7.61
Profit from Sale of Investments (net)	0.11	0.12
Profit on Sale of Property, Plant & Equipment (net)	0.02	0.04
<b>Total</b>	<b>15.14</b>	<b>13.23</b>

## 29 Cost of Materials Consumed

Particulars	FY 2023-24	FY 2022-23
<b>Raw materials Consumed</b>		
Opening stock	61.39	47.09
Add : Purchases of Raw Material	358.08	550.82
	-	-
Less: Closing stock	62.79	61.39
<b>Total</b>	<b>356.68</b>	<b>536.52</b>
<b>Packing Materials Consumed</b>		
Opening Stock	6.69	5.46
Add:Purchases of Packing Material	23.57	17.91
Less: Closing Stock	8.63	6.69
<b>Total</b>	<b>21.63</b>	<b>16.68</b>
<b>Total</b>	<b>378.32</b>	<b>553.19</b>

## 30 Changes in inventories of finished goods and work-in-progress

Particulars	FY 2023-24	FY 2022-23
<b>Inventories at the beginning of the year</b>		
Finished Goods	145.89	80.30
Work in Progress	7.22	4.59
	<b>(a) 153.12</b>	<b>84.89</b>
<b>Inventories at the end of the year</b>		
Finished goods	124.70	145.89
Work in Progress	8.65	7.22
	<b>(b) 133.36</b>	<b>153.12</b>
<b>Net (Increase)/Decrease in Inventories</b>	<b>(a) -(b) 19.76</b>	<b>(68.23)</b>

## 31 Employee Benefits Expense

Particulars	FY 2023-24	FY 2022-23
Salaries, wages and benefits	37.88	31.64
Contribution to provident and other funds*	3.10	2.75
Staff welfare expenses	1.27	1.08
<b>Total</b>	<b>42.25</b>	<b>35.47</b>

\*Refer Note 37 for additional details relating to Employee Benefits.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 32 Finance Costs

Particulars	FY 2023-24	FY 2022-23
Interest expense		
- Cash credit facilities / buyers' credit	2.06	3.42
- Term Loans from Banks	0.37	0.20
- On Other Loans	-	0.06
- Interest on Taxes paid	0.00	0.40
- Others	0.34	0.58
- Lease Liabilities	0.68	0.82
Other Borrowing Costs	0.93	1.68
<b>Total</b>	<b>4.38</b>	<b>7.15</b>

## 2 & 3 Depreciation and Amortisation Expense

Particulars	FY 2023-24	FY 2022-23
Depreciation on Property, Plant & equipment	14.34	10.90
Depreciation on Right of Use	0.69	0.48
Amortisation of Intangible Assets	0.05	-
<b>Total</b>	<b>15.08</b>	<b>11.38</b>

## 33 Other Expenses

Particulars	FY 2023-24	FY 2022-23
Consumption of stores, spares and consumables	32.45	43.56
Power and Fuel	29.95	40.43
Labour & Processing Charges	33.80	29.00
Pollution Control Expenses	2.72	3.11
Brokerage & Commission	-	-
Freight and handling Charges	12.57	17.99
Advertisement and Sales Promotion Expenses	3.68	2.13
Legal and Professional expenses	8.76	8.55
Travelling & Conveyance	9.98	7.64
Rent Expenses	1.31	1.28
Directors Fees	0.55	0.39
Repairs & Maintenance		
- Building	0.70	0.95
- Others	1.64	0.56
- Machinery	4.92	2.26
Rates and Taxes	1.08	0.97
Testing and Sampling Charges	0.16	0.10
Insurance	1.27	1.04
Printing, Stationery and Communication Expenses	0.73	1.10
Corporate Social Responsibility Expenses and Other Donations*	3.94	3.29
Payment to Auditors		
- Statutory Audit Fees	0.23	0.23
- In other Capacity		
For Tax Audit	0.04	0.04
For Limited Review & Certification fees	0.15	0.09
For Limited Review & Consolidation	-	-
For Reimbursement of Expenses	-	0.03

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 33 Other Expenses (Contd..)

Particulars	FY 2023-24	FY 2022-23
Bad Debts	0.47	0.49
Provision for Doubtful Debts	0.45	0.56
Loss from Sale of Investments	-	-
Fair value of Investments at fair value through profit and loss	-	-
Miscellaneous Expenses	1.92	1.78
<b>Total</b>	<b>153.47</b>	<b>167.57</b>

### \*Note : Corporate Social Responsibility Expenses

Particulars	FY 2023-24	FY 2022-23
A. Gross Amount Required to be spent by the Company :	3.94	3.28
B. Amount Of Expenditure Incurred		
i Construction / Acquisition of any assets	-	-
ii Purpose other than above	1.05	0.70
C. Short Fall at the end of the year	2.89	2.59
D. Total Of Previous Years Shortfall	2.59	2.46
<b>E. Total Shortfall</b>	<b>5.48</b>	<b>5.05</b>
F. Reason For Shortfall - Projects in progress		
G. Nature Of CSR Activities - Health and Education		
H. Related party transactions in relation to Corporate Social Responsibility:	-	-
<b>I. CSR Provision movement during the year/ Period:</b>		
Opening provision	5.05	4.25
Addition during the year / Period	2.89	2.59
Utilised during the year /Period	2.01	1.78
Closing provision	5.93	5.05

## 34 Leases

Following are the changes in the carrying value of right of use assets (Land)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	17.22	15.61
Additions	0.03	2.10
Deletions	-	-
Depreciation	0.68	0.48
<b>Closing Balance</b>	<b>16.57</b>	<b>17.22</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due. Rent expense recorded for short-term leases was Rs.1.31 Crore for the year ended March 31, 2024 (Rs. 1.28 Crore for the year ended March 31, 2023). The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all the economic benefits from the use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 34 Leases (Contd..)

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense in the statement of profit and loss.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include the options when it is reasonably certain that they will be exercised.

The lease liability is initially measure at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

## 35 Contingent Liabilities

Claims against the Company not acknowledged as debts	As at 31st March, 2024	As at 31st March, 2023
Tax matters in dispute under appeal	0.62	0.55

## 36 Capital and Material other commitments

Claims against the Company not acknowledged as debts	As at 31st March, 2024	As at 31st March, 2023
<b>A Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.94	9.33
<b>B Other Material Commitments</b>	<b>NIL</b>	<b>NIL</b>

## 37 Assets and liabilities relating to Employee Benefits

See accounting policy in Note 1.(o)

For details about the related employee benefit expenses, refer Note 31

### A. Defined Contribution Plan:

The Company's defined contribution plans are superannuation, employees state insurance scheme and provident fund administered by Government since the Company has no further obligation beyond making the contributions.

The expenses recognised during the year towards defined contribution plans are as detailed below:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Provident Fund and other Funds	0.95	0.68
<b>Total (included in Note 31 - 'Contribution to provident and other funds')</b>	<b>0.95</b>	<b>0.68</b>

### B. Defined Benefit Obligation:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972/ Company policy. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity.

The amount of gratuity payable on retirement/ termination is the employee's last drawn salary per month computed proportionately as per the Payment of Gratuity Act, 1972/ Company policy multiplied for the number of years of service.



# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits (Contd..)

The plan asset for the funded gratuity plan is invested in insurer managed fund administered by Life Insurance Corporation of India ('LIC'), independently as per the investment pattern stipulated for Pension and Group Schemes fund as per the regulations framed by Insurance and Regulatory and Development Authority of India i.e., 100% of plan assets are invested in insurer managed fund. Quoted price of the same is not available in active market.

The results of the actuarial study for the obligation for employee benefits as computed by the actuary are shown below:

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Principal actuarial assumptions</b>				
Discount rate	7.20%	7.40%	7.20%	7.40%
Range of compensation increase	10.00%	10.00%	10.00%	10.00%
Withdrawal Rate:				
- Younger ages	10.00%	10.00%	10.00%	10.00%
- Older ages	8.00%	8.00%	8.00%	8.00%

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Components of income statement charge</b>				
Current service cost	0.93	0.87	0.35	0.18
Interest cost	-0.08	(0.05)	-	-
Recognition of past service cost	-	-	-	-
Immediate recognition of (gain)/losses	-	-	-	-
Settlement/curtailment/termination loss	-	-	-	-
<b>Total charged to statement of profit or loss</b>	<b>0.85</b>	<b>0.82</b>	<b>0.35</b>	<b>0.18</b>
<b>Total charged to Retained Earnings</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Movements in net liability/(asset)</b>				
Net liability at the beginning of the year	(0.61)	(0.33)	1.61	1.43
Adjustment to the opening fund	-	-	-	-
Employer contributions	(0.95)	(0.68)	-	-
Total expense recognised in the statement of profit or loss	0.85	0.82	1.84	0.18
Total expense recognised in the Retained Earnings	-	-	-	-
Total amount recognised in OCI	(0.23)	(0.42)	-	-
<b>Net liability at the end of the year</b>	<b>(0.94)</b>	<b>(0.61)</b>	<b>3.45</b>	<b>1.61</b>
<b>Reconciliation of benefit obligations</b>				
Obligation at start of the year	6.31	5.79	1.61	1.43
Current service cost	0.93	0.87	0.35	0.18
Interest cost	0.45	0.38	-	-
Benefits paid directly by the Group	(0.39)	(0.27)	-	-
Extra payments or expenses/(income)	-	-	-	-
Obligation of past service cost	-	-	-	-
Actuarial gain/loss	(0.29)	(0.46)	-	-
<b>Defined benefits obligations at the end of the year</b>	<b>7.01</b>	<b>6.31</b>	<b>1.96</b>	<b>1.61</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits (Contd..)

Actuarial study analysis	Gratuity		Leave Encashment	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
<b>Reconciliation of plan assets</b>	6.93	6.12	-	-
Adjustment to the Opening Fund	-	-	-	-
Interest Income	0.53	0.44	-	-
Return on plan assets excluding amounts included in interest income	(0.06)	(0.04)	-	-
Contributions by Employer	0.95	0.68	-	-
Benefits paid	(0.39)	(0.27)	-	-
<b>Closing value of plan assets</b>	<b>7.96</b>	<b>6.93</b>	-	-
<b>Re-measurements of defined benefit plans</b>	-	-	-	-
Actuarial gain/(loss) due to changes in demographic assumptions	-	-	-	-
Actuarial gain/(loss) due to changes in financial assumptions	0.11	(0.26)	-	-
Actuarial gain/(loss) on account of experience adjustments	(0.40)	(0.19)	-	-
Return on plan assets excluding amounts included in interest income	0.06	0.04	-	-
<b>Total actuarial gain/(loss) recognised in Other Comprehensive Income</b>	<b>(0.23)</b>	<b>(0.41)</b>	-	-
<b>The Maturity Profile of Defined Benefit Obligation</b>				
Year 1 Cashflow	0.82	0.59	-	-
Year 2 Cashflow	0.52	0.74	-	-
Year 3 Cashflow	0.52	0.47	-	-
Year 4 Cashflow	0.59	0.51	-	-
Year 5 Cashflow	0.99	0.56	-	-
Year 6 to Year 10 Cashflow	3.19	3.35	-	-

### C. Sensitivity analysis of significant assumptions

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Sensitivity of DBO, Service Cost, and P&L Account	Gratuity			
	Year ended 31st March, 2024		Year ended 31st March, 2023	
	% increase in DBO	Liability	% increase in DBO	Liability
<b>Discount rate</b>				
+ 0.5% discount rate	-3.93%	6.73	-3.84%	6.08
- 0.5% discount rate	4.23%	7.30	4.12%	6.58
<b>Salary increase</b>				
+ 0.5% salary growth	3.04%	7.22	3.07%	6.51
+ 0.5% salary growth	-3.26%	6.78	-3.26%	6.11
<b>Withdrawal rate</b>				
+ 0.5% salary growth	-0.60%	6.96	-0.55%	6.28
- 0.5% salary growth	0.61%	7.05	0.56%	6.35

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 37 Assets and liabilities relating to Employee Benefits (Contd..)

Sensitivity of DBO, Service Cost, and P&L Account	Leave Encashment	
	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Discount rate</b>		
+ 0.5% discount rate	15.41	1.54
- 0.5% discount rate	16.99	1.70
<b>Salary increase</b>		
+ 0.5% salary growth	16.97	1.70
+ 0.5% salary growth	15.42	1.54
<b>Withdrawal rate</b>		
+ 1.1 % salary growth	16.00	1.60
- 1.1 % salary growth	16.35	1.64

**Note:**

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors as supply and demand in the employment market.

## 38 Related party disclosures as per Ind AS 24

### 1) Related parties with whom transactions have taken place during the year and its relationship:

Name of the related parties	Designation / Relationship
Anand Swarup Agarwal (w.e.f 6th October, 2020)	Chairman and Non Executive Director
Satya Prakash Gupta (w.e.f 1st November 2020)	Chief Financial Officer
Dheeraj Kumar Jain (w.e.f 23rd January 2021)	Chief Executive Officer
Ajeet Pandey (w.e.f 1st October 2020)	Company Secretary
Rajendra Singh Sharma	Whole-time Director
Rahul Arun Bagaria (w.e.f 23rd January 2021)	Non Executive Director
Adesh Kumar Gupta (w.e.f 23rd January 2021)	Independent Director
Mohan Vasant Tanksale (w.e.f 21st December 2020)	Independent Director
Madhu Dikshit (w.e.f 21st December 2020)	Independent Director
Shalvis Specialities Ltd (w.e.f 18th January 2021)	Wholly Owned Subsidiary
Amona Specialities Pvt Limited(w.e.f 4th January, 2024)	Subsidiary
Swarup Publications Pvt Limited (w.e.f 6th October, 2020)	Entity in which a director or manager or his relative is a member or director
Swarup chemicals Pvt Limited (w.e.f 6th October, 2020)	Entity in which a director or manager or his relative is a member or director
M/s Ram Swarup Cold Storage & Allied Industries.	Entity in which a director or manager or his relative is a member or director
Vishwas Swarup Agarwal(upto 5th November, 2023)	Relative of director
Vishal Swarup Agarwal(upto 5th November, 2023)	Relative of director
Vishwas Swarup Agarwal(w.e.f 6th November, 2023)	Non-Executive Director
Vishal Swarup Agarwal(w.e.f 6th November, 2023)	Non-Executive Director

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 38 Related party disclosures as per Ind AS 24 (Contd..)

### 2 Transactions during the year

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Remuneration</b>		
Rajendra Singh Sharma	0.09	0.08
Ajeet Pandey	0.15	0.10
Satya Prakash Gupta	0.35	0.32
Dheeraj Kumar Jain	0.93	0.84
<b>Director Sitting fees</b>		
Anand Swarup Agarwal	0.08	0.08
Adesh Kumar Gupta	0.14	0.10
Mohan Vasant Tanksale	0.10	0.08
Rahul Arun Bagaria	0.10	0.07
Madhu Dikshit	0.09	0.06
Vishal Swarup Agarwal	0.04	-
Vishwas Swarup Agarwal	0.02	-
<b>Professional Fees</b>		
Sanju Agarwal	-	-
Vishal Swarup Agarwal	0.72	1.20
<b>Vishwas Swarup Agarwal</b>	0.72	1.20
Interest Income		
Swarup Chemicals Pvt Limited	0.35	0.36
<b>Expenses (net)</b>		
Swarup Chemicals Pvt Limited	1.95	1.03
Swarup Publications Pvt Limited	0.26	0.26
Vishal Swarup Agarwal	0.05	0.05
Swarup Cold Storage & Ice Factory	0.01	0.03
<b>Total</b>	<b>6.15</b>	<b>5.86</b>
Shalvis Specialities Ltd	23.25	1.55
Amona Specialities Pvt Limited	0.51	-
<b>Total</b>	<b>30.27</b>	<b>7.57</b>

### 3 Outstanding balances as at the year end

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Advances</b>		
Swarup Chemicals Pvt Limited	5.08	5.88
<b>Payable</b>		
Swarup Publications Pvt Limited	0.78	0.65

### 4 Terms and conditions of transactions with related parties

- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- There have been no guarantees provided or received for any related party receivables or payables.
- No balances in respect of the related parties has been provided for written off / written back.
- The loans and advances in the nature of loans are in the ordinary course of business and accordingly, not prejudicial to the Company's interest.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 38 Related party disclosures as per Ind AS 24 (Contd..)

### 5 Additional Disclosure

Type of Borrower	As at 31st March, 2024		As at 31st March, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
- Advances	5.08	100%	5.88	100%

(b) Disclosure as per Regulation 34(3) and 53(f) read with Part A of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of loans/ advances/Investments outstanding as at year end

Type of Borrower	Investment in equity/ preference at cost		Gross Loan Outstanding		Maximum Amount of Loan and Advances outstanding during the year	
	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
Swarup Chemicals Private Limited	0.39	0.39	5.08	5.88	5.88	5.88

## 39 Financial instruments

The details of material accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed below and Note 1.

### A Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

- The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

### Financial Assets and Liabilities

The accounting classification of each category of financial instruments, and their carrying amounts are set out as below:

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 39 Financial instruments (Contd..)

### a. Financial Assets

Particulars	Instruments carried at fair value			Instruments carried at amortized cost	Total Fair Value	Total Carrying Value
	FVOCI (Equity instruments)	FVOCI (Other instruments)	FVTPL			
<b>As at 31st March, 2024</b>						
(i) Investments	0.24	-	12.02	0.00	12.26	12.26
(ii) Other financial assets	-	-	-	42.14	42.14	42.14
(iii) Trade receivables	-	-	-	238.46	238.46	238.46
(iv) Cash and cash equivalents	-	-	-	10.39	10.39	10.39
(v) Other Balances with Banks	-	-	-	102.22	102.22	102.22
<b>Total</b>	<b>0.24</b>	<b>-</b>	<b>12.02</b>	<b>393.21</b>	<b>405.47</b>	<b>405.47</b>
<b>As at 31st March, 2023</b>						
(i) Investments	0.20	-	10.95	0.91	12.05	12.05
(ii) Other financial assets	-	-	-	45.19	45.19	45.19
(iii) Trade receivables	-	-	-	262.07	262.07	262.07
(iv) Cash and cash equivalents	-	-	-	12.62	12.62	12.62
(v) Other Balances with Banks	-	-	-	48.47	48.47	48.47
<b>Total</b>	<b>0.20</b>	<b>-</b>	<b>10.95</b>	<b>369.26</b>	<b>380.40</b>	<b>380.40</b>

### b. Financial Liabilities

Particulars	Fair value through profit & loss	At amortized cost*	Total carrying amount	Total Fair Value
<b>As at 31st March, 2024</b>				
(i) Borrowings	-	18.41	18.41	18.41
(ii) Other financial liabilities	-	30.17	30.17	30.17
(ii) Trade payables	-	94.64	94.64	94.64
<b>Total</b>	<b>-</b>	<b>143.22</b>	<b>143.22</b>	<b>143.22</b>
<b>As at 31st March, 2023</b>				
(i) Borrowings	-	14.35	14.35	14.35
(ii) Other financial liabilities	-	22.51	22.51	22.51
(ii) Trade payables	-	94.58	94.58	94.58
<b>Total</b>	<b>-</b>	<b>131.44</b>	<b>131.44</b>	<b>131.44</b>

\*The carrying value and fair value approximation, if any.

### c. Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The categories used are as follows:

- Level 1: It includes financial instruments measured using quoted prices and the mutual funds are measured using the closing Net Asset Value (NAV).
- Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 39 Financial instruments (Contd..)

The below table summarises the categories of financial assets and liabilities as at March 31, 2024 and March 31, 2023 measured at fair value:

As at 31st March, 2024	Level 1	Level 2	Level 3	Total
<b>Financial Assets at Fair Value</b>				
Investments in Equity Shares	0.01	-	0.24	0.25
Investment in Mutual Funds	-	-	12.00	12.00

As at 31st March, 2023	Level 1	Level 2	Level 3	Total
<b>Financial Assets at Fair Value</b>				
Investments in Equity Shares	0.08	-	0.20	0.28
Investment in Mutual Funds	-	-	10.86	10.86

## 40 Segment Reporting

The Board of Directors are identified as Chief Operating Decision Maker of the Company. They are responsible for allocating resources and assessing the performance of the operating segments. Accordingly, they have determined "Agro Chemicals" as its only operating Segment.

Thus the segment revenue, interest revenue, interest expense, depreciation and amortisation, segment assets and segment liabilities are all as reflected in the Financial Statements.

## Geographical Information

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>a. Revenue from external customers</b>		
attributed to the Company's country of domicile, India	409.69	402.22
attributed to all foreign countries	268.86	479.63
<b>Total</b>	<b>678.55</b>	<b>881.85</b>
<b>b. Revenues from transactions with customers (including customers of the same group) exceeding 10% of the Company's sales in current as well as previous year.</b>	<b>83.59</b>	<b>175.32</b>
<b>c. Non-current assets (excluding Deferred/ Current Tax and Financial Assets)</b>		
located in the Company's country of domicile, India	337.41	275.63
located in all foreign countries	-	-
<b>Total</b>	<b>337.41</b>	<b>275.63</b>

## 41 Income tax

This note provides an analysis of the group's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Enacted income tax rate in India applicable to the Company (in %)	25.17	25.17
Profit/ (Loss) before income tax expense	82.30	191.64

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 41 Income tax (Contd..)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Current tax expense on Profit/ (loss) before tax expenses at enacted income tax rate in India</b>	20.71	48.23
<b>Tax effects of :</b>		
Tax effect on non-deductible expenses	0.99	0.83
Effect of Income which is taxed at special rates	(0.48)	(0.07)
Effect of Government grants offered to income tax on receipt basis	-	-
Effects of Adjustments for current tax of prior periods	-	-
Other items	0.92	(0.59)
<b>Total Income tax expense</b>	<b>22.14</b>	<b>48.40</b>

The Company elected to exercise the option of lower tax rate permitted under section 115BAA of the Income-tax Act, 1961 inserted vide Taxation Laws (Amendment) Act, 2019.

The Company, accordingly has recognized Provision for Income Tax.

**The details of Income tax Assets / Liabilities are as follows:-**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Income Tax Assets	261.29	240.53
Current Income Tax Liabilities	256.51	239.08
<b>Net Current Income Tax Liabilities/(Assets) at the end of the year</b>	<b>(4.78)</b>	<b>(1.45)</b>

**The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:**

**As at 31st March, 2024**

Particulars	Balance sheet 01st April 2023	Profit and loss For the Year	OCI For the Year	Balance sheet 31st March, 2024
<b>Deferred Tax (Assets)/Liabilities</b>				
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	13.74	4.03	-	17.78
Amount allowable on payment basis & others	-3.65	0.35	-0.07	-3.38
<b>Total</b>	<b>10.09</b>	<b>4.38</b>	<b>-0.07</b>	<b>14.40</b>

**As at 31st March, 2023**

Particulars	Balance sheet 01st April 2022	Profit and loss For the Year	OCI For the Year	Balance sheet 31st March, 2023
<b>Deferred Tax (Assets)/Liabilities</b>				
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961	10.51	3.23	-	13.74
Amount allowable on payment basis & others	(2.56)	(1.00)	(0.10)	(3.65)
<b>Total</b>	<b>7.95</b>	<b>2.24</b>	<b>(0.10)</b>	<b>10.09</b>



# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 42 Earnings per share (EPS)

(a) Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

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

### i Profit attributable to Equity holders of Company

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit attributable to equity share holders of the Company for basic and diluted earnings per share	60.17	143.52

### ii Weighted average number of ordinary shares

Particulars	As at 31st March, 2024	As at 31st March, 2023
Equity shares outstanding as at year end	11,51,63,508	11,51,63,508
Weighted average number of shares as at year end for basic earnings per shares	11,51,63,508	11,51,63,508
Weighted average number of shares as at year end for diluted earnings per shares	11,51,63,508	11,51,63,508
<b>Basic earnings per share (in Rs)</b>	<b>5.24</b>	<b>12.46</b>
<b>Diluted earnings per share (in Rs)</b>	<b>5.24</b>	<b>12.46</b>

## 43 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company is exposed to various financial risks arising from its underlying operations and finance activities. The Company is primarily exposed to market risk (i.e. interest rate and foreign currency risk) and to credit risk and liquidity risk. The Company's Corporate Treasury function plays the role of monitoring financial risk arising from business operations and financing activities.

Financial risk management within the Company is governed by policies and guidelines approved by the senior management and the Board of Directors. These policies and guidelines cover interest rate risk, foreign currency risk, credit risk and liquidity risk. Company policies and guidelines also cover areas such as cash management, investment of excess funds and the raising of short and long-term debt. Compliance with the policies and guidelines is managed by the Corporate Treasury function within the Company. Review of the financial risk is done on a monthly basis by the Chairman and Managing Director and on a quarterly basis by the Board of Directors. The objective of financial risk management is to contain, where deemed appropriate, exposures on net basis to the various types of financial risks mentioned above in order to limit any negative impact on the Company's results and financial position.

In accordance with its financial risk management policies, the Company manages its market risk exposures by using specific type of financial instruments duly approved by the Board of Directors as and when deemed appropriate. It is the Company's policy and practice neither to enter into derivative transactions for speculative purpose, nor for any purpose unrelated to the underlying business. The Board of Directors / Chairman and Managing Director reviews and approves policies for managing each of the above risks.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Interest rate risk

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

### (A) Credit risk

Credit risk arises from the possibility that the value of receivables or other financial assets of the Company may be impaired because counterparties cannot meet their payment or other performance obligations.

To manage credit risks from trade receivables other than Related Party, the credit managers from Order to Cash department of the Company regularly analyse customer's receivables, overdue and payment behaviours. Some of these receivables are collateralised and the same is used according to conditions. These could include advance payments, security deposits, post-dated cheques etc. Credit limits for this trade receivables are evaluated and set in line with Company's internal guidelines.

There is no significant concentration of default risk.

Credit risks from financial transactions are managed independently by Finance department. For banks and financial institutions, the Company has policies and operating guidelines in place to ensure that financial instrument transactions are only entered into with high quality banks and financial institutions. The Company had no other financial instrument that represents a significant concentration of credit risk.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in statement of profit & loss.

Credit risk is managed at Company level.

For other financial assets, the Company assesses and manages credit risk based on internal control and credit management system.

The finance function consists of a separate team who assess and maintain an internal credit management system. Internal credit control and management is performed on a Company basis for each class of financial instruments with different characteristics.

The Company considers whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. It considers available reasonable and supportive forward-looking information.

Macroeconomic information (such as regulatory changes, market interest rate or growth rates) are also considered as part of the internal credit management system.

A default on a financial asset is when the counterparty fails to make payments as per contract. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Based on the historical data, no additional provision has been considered necessary in respect of trade receivables more than 3 months, since the management has taken suitable measures to recover the said dues and is hopeful of recovery in due course of time.

### Ageing of account receivables :

Particulars	As at 31st March, 2024	As at 31st March, 2023
0-3 months	130.36	160.91
More than 3 months	118.83	111.44
<b>Total</b>	<b>249.19</b>	<b>272.35</b>

### Reconciliation of loss allowance - Trade Receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Opening balance	10.28	9.72
Allowance made during the year	0.45	0.56
<b>Closing balance</b>	<b>10.73</b>	<b>10.28</b>

The Company maintains exposure in cash and cash equivalents, deposits with banks, investments, and other financial assets. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience.

Credit limits and concentration of exposures are actively monitored by the Management of the Company.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

## (B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Due to the dynamic nature of underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecast of Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

### Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

all non-derivative financial liabilities, and the amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Maturity analysis of significant financial liabilities

Particulars	Contractual cash flows					
	As at 31st March, 2024			As at 31st March, 2023		
	Carrying amount	Upto 1 year	More than 1 year	Carrying amount	Upto 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>						
Term Loans	3.62	1.60	2.02	4.20	0.65	3.55
Short Term Borrowings	14.78	14.78	-	10.15	10.15	-
Trade and Other Payables	94.64	94.64	-	94.58	94.58	-
Other Financial Liabilities	29.13	22.97	6.16	21.39	13.51	7.88
Other Current Liabilities	10.08	10.08	-	9.01	9.01	-

### (C) Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and market value of its investments. Thus the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

#### Foreign Currency Risk

Foreign currency opportunities and risks for the Company result from changes in exchange rates and the related changes in the value of financial instruments (including receivables and payables) in the functional currency (INR).

The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to US Dollar(USD).

The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

#### Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

Particulars	As at 31st March , 2024				As at 31st March , 2023			
	INR Rs in cr	EURO Rs in cr	USD RS in cr	AUD RS in cr	INR Rs in cr	EURO Rs in cr	USD RS in cr	AUD RS in cr
<b>Financial Assets</b>								
Trade Receivables	218.77	3.79	15.89	-	185.94	17.49	44.50	-
<b>Total</b>	<b>218.77</b>	<b>3.79</b>	<b>15.89</b>	<b>-</b>	<b>185.94</b>	<b>17.49</b>	<b>44.50</b>	<b>-</b>
<b>Financial Liabilities</b>								
Trade payables	75.85	-	18.78	-	63.18	0.28	32.73	-
<b>Total</b>	<b>75.85</b>	<b>-</b>	<b>18.78</b>	<b>-</b>	<b>63.18</b>	<b>0.28</b>	<b>32.73</b>	<b>-</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

The following significant exchange rates have been applied during the year.

Currency	31st March, 2024	31st March, 2023
USD	83.37	82.22
EURO	90.22	89.61

### Sensitivity analysis

The following table details the Company's sensitivity to a 25 basis points increase and decrease in the Rupee against the relevant foreign currencies is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 0.25% change in foreign currency rate. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

	Year ended 31st March, 2024		Year ended 31st March, 2023	
	0.25% increase	0.25% decrease	0.25% increase	0.25% decrease
USD	(0.01)	0.01	0.45	(0.45)
EURO	0.01	(0.01)	0.03	(0.03)
AUD	-	-	-	-

## (D) Cash flow and fair value interest rate risk

### - Interest rate risk management:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's approach to managing interest rate risk is to have a judicious mix of borrowed funds with fixed and floating interest rate obligation. Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

The Company is also exposed to interest rate risk on its financial assets that includes fixed deposits, since the same are generally for short duration, the Company believes it has manageable risk and achieving satisfactory returns. The Company also has long - term fixed interest bearing assets. However the Company has in place an effective system to manage risk and maximise return.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 43 Financial risk management (Contd..)

### - Interest rate risk exposure:

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Fixed-rate instruments</b>		
Financial assets	133.74	86.86
Financial liabilities	3.62	2.38
<b>Variable-rate instruments</b>		
Financial assets	-	-
Financial liabilities	14.78	1.20
<b>Total</b>	<b>152.14</b>	<b>90.45</b>

### - Interest rate sensitivity

#### Interest rate sensitivity

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant. In cases where the related interest rate risk is capitalised to fixed assets, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets.

#### Price Risk

The Company's exposure to price risk arises from investment in mutual funds and classified in the balance sheet as fair value through profit and loss. Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However, due to very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

## 44 Capital management

### (a) Risk management

The Company's objectives when managing capital are to:

1. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The gearing ratios were as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total Debt	18.41	3.58
Less: Cash & cash Equivalents	10.39	12.62
Less: Other Bank Balances	102.22	48.47
<b>Net debt / (Net Cash)</b>	<b>(94.20)</b>	<b>(57.51)</b>
Total equity	825.40	773.15
<b>Gearing Ratio</b>	<b>-</b>	<b>-</b>

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

## 45 Financial Ratios

Sr. No.	Particulars	Note reference	FY 2023-24	FY 2022-23	% Variance	Reason for Variance
1	Current Ratio	a	4.00	4.65	-13.97%	
2	Debt – Equity Ratio	b	0.02	0.00	382.46%	Increase in borrowing
3	Debt Service Coverage Ratio	c	12.41	38.50	-67.76%	Decrease in Profit
4	Return on Equity (ROE):	d	7.53%	18.64%	-59.62%	Decline due to drop in profitability during the current year
5	Inventory Turnover Ratio	e	3.14	4.85	-35.24%	Carrying higher inventory due to global supply chain disruption
6	Trade receivables turnover ratio	f	2.72	3.47	-21.66%	
7	Trade payables turnover ratio	g	3.86	5.75	-32.91%	Decrease in purchases
8	Net profit ratio	h	8.84%	16.33%	-45.84%	Decline due to higher cost of raw material and fuel
9	Net capital turnover ratio (in times)	i	1.53	1.96	-21.96%	
10	Return on capital employed (%)	j	10%	25%	-60.09%	Decrease in Profit
11	Return on investment (ROI)	k	7%	19%	-60.89%	Decrease in Profit

### Note :

- a Current ratio (in times) : Current Assets / Current liabilities
- b Debt - Equity ratio : Total Debt divided by Equity
- c Debt Service Coverage Ratio (DSCR) (no. of times) : Profit before interest, divided by Interest expense.
- d ROE : Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity
- e Inventory turnover ratio: Revenue from operations / Average Inventory
- f Trade receivable turnover ratio: Revenue from operations / Average (Trade receivable and contract assets)
- g Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables
- h Net profit margin (in %) : profit after tax / Revenue from operation
- i Net capital turnover ratio = Net Sales / Working Capital
- j ROCE : Earning before interest and taxes / Capital Employed (Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability)
- k Return on investment (ROI) :  $\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\} / \{MV(T0) + \text{Sum } [W(t) * C(t)]\}$
- T1 = End of time period T0 = Beginning of time period
- t = Specific date falling between T1 and T0 MV(T1) = Market Value at T1
- MV(T0) = Market Value at T0 C(t) = Cash inflow, cash outflow on specific date
- W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as  $[T1 - t] / T1$

# Notes to Consolidated Financial Statements

for the year ended 31st March 2024

(All amounts in Rupees Crores, unless otherwise stated)

- 46 (A)** No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
- (B)** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (C)** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (D)** There were no transactions relating to previously unrecorded income that have been surrendered and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (E)** The Company does not have any transactions with companies struck off.
- (F)** The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (G)** The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
- (i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (H)** The Ministry of Corporate Affairs vide notification number GSR 205 (E) dated 24th March 2021 and as amended from time to time, read with proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023 has prescribed, inter-alia, certain requirements related to maintenance of an audit trail emanating from accounting software. The Company had enabled the audit trail facility in the accounting software for maintaining its books of account, and the same has operated throughout the year for all relevant transactions recorded in the software.
- 47** The previous year figures have been re-grouped / re-classified wherever required to conform to current year's classification.

For and on behalf of Board of Directors of  
**India Pesticides Limited**

**A. S. Agarwal**

Director  
DIN: 00777581

**R. S. Sharma**

Director  
DIN: 02487797

**D. K. Jain**

Chief Executive Officer

**S. P. Gupta**

Chief Financial Officer

**Ajeet Pandey**

Company Secretary

Place : Lucknow

Dated: May 30, 2024



**INDIA PESTICIDES LIMITED**

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Aishbagh, Lucknow-226004

Registered Office -35-A, Civil Lines, Bareilly - 243001

e-mail id-[investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com)website: [www.indiapesticideslimited.com](http://www.indiapesticideslimited.com)**NOTICE**

Notice is hereby given that 39<sup>th</sup> Annual General Meeting ("the AGM") of India Pesticides Limited ("IPL") will be held on Tuesday, 20<sup>th</sup> August, 2024 at 03:30 P.M. through Video Conferencing/Other AudioVisual Means ("VC/OAVM"), without physical presence of members at the AGM venue to transact businesses as set out in this notice. The venue of the AGM shall be deemed to be the Registered Office of the Company at 35-A Civil Lines, Bareilly, Uttar Pradesh- 243001. The following businesses will be transacted at the AGM:

**ORDINARY BUSINESSES:**

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the Report of Auditors thereon.**

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the report of Auditors thereon, as circulated to the Members and laid before the meeting, be considered, received and adopted."

- To declare a Final Dividend on equity shares of the Company for the Financial Year 2023-24.**

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

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors, a Final Dividend of ₹ 0.75 paise per equity share of face value of ₹ 1/- each, of the Company for the year ended March 31<sup>st</sup> March, 2024, be and is hereby declared and that the same be paid, out of the profits of the Company."

- To re-appoint Mr. Anand Swarup Agarwal (DIN: 00777581), Non-Executive Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Anand Swarup Agarwal (DIN: 00777581) Non-Executive director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company."

**SPECIAL BUSINESSES:**

- Item No. 4: Increase in Remuneration of the Whole-Time Director (Executive Director).**

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

**"RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for increase in the remuneration of Mr. Rajendra Singh Sharma, Whole Time Director (Executive Director) of the Company w.e.f. 24.08.2023 and authority be given to Board of Directors to alter and vary the terms and conditions of the remuneration from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Rajendra Singh Sharma

### Remuneration:

- 1) The consolidated remuneration of ₹ 81,000 for the FY 2024-25 shall be on the basis of his performance appraisal and it will be effective from 01<sup>st</sup> April 2024.
- 2) He shall be entitled to the bonus/ex-gratia payment of if any as may be decided by the Chairperson of the Company from time to time.
- 3) Moreover, he shall be entitled to the perquisites, benefits, and allowance, if any as may be decided by the Management of the Company from time to time;
- 4) In addition to the above, he shall be entitled for the Company's contribution to the Provident Fund, leave encashment and payment of gratuity as per the Policy of the Company;
- 5) Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Rajendra Singh Sharma in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
- 6) The perquisites, if any shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per the Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- 7) The Whole Time Director shall be entitled to use the Company's car, all the expenses for maintenance and running of the same including the salary of the driver to be borne by the Company if any.
- 8) Telecommunications facilities including broadband, internet, and mobile if any.

The remuneration is revised from time to time as may be decided by the Chairperson of the Company subject to the recommendation of the Nomination and Remuneration Committee and noting and approval of the Board in accordance with the policy of the Company.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

#### Item No. 5: To ratify the remuneration of Cost Auditors for the Financial Year 2024-25.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, **M/s Honey Singh & Associates, Cost Accountants (FRN: 101134)**, Lucknow who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records for the Financial Year 2024-25, be paid the remuneration of ₹ 0.02 Crore p.a. plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

**RESOLVED FURTHER THAT** any of the director of the Company and/or Mr. Ajeet Pandey, Company Secretary and Compliance Officer of the Company, be and is hereby

severally authorized to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary to give effect to this resolution."

#### Item No. 6: Regularisation of Additional Director Dr. Kuruba Adeppa by appointing him as a Whole-time Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (LODR) (including any amendments, statutory modifications and/ or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the appointment of Dr. Kuruba Adeppa (DIN- 08987462) as a Whole-time Director of the Company for a period of 5 (five) years with effect from 22.07.2024 on the terms and conditions including remuneration, as decided by the Board and contained in the draft of the Agreement to be entered into between the Company and Dr. Kuruba Adeppa, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Dr. Kuruba Adeppa, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and is/are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms/ e-forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution."

By the order of the Board  
For **India Pesticides Limited**

**Ajeet Pandey**

Company Secretary and  
Compliance Officer

Membership No.: 42500

Address: Swarup Cold Storage,

Water Works Road,

Aishbagh, Lucknow-226004

Date: 22.07.2024

Place: Lucknow

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India in respect to the Special Business setting out material facts concerning the businesses under Item Nos. 4 to 6 of the accompanying Notice is annexed hereto **Annexure I**.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility only. Therefore, proxy form, attendance slip and route map are not annexed to this notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate/Institutional Members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company, a certified true copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said resolution/authorisation shall be sent to the scrutinizer, GSK & Associates, Company Secretaries appointed by the Company ("Scrutinizer"), by e-mail through its registered e-mail address to [cssaket.associates@gmail.com](mailto:cssaket.associates@gmail.com) with a copy marked to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The facility of joining the AGM through the VC facility shall open 15 minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Alternatively, Members can also view the proceedings of the AGM through live webcast facility available at <https://www.evoting.nsdl.com>.
6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such **dividend, subject to deduction of tax at source**, will be made on or after 21<sup>st</sup> August, 2024 to all the Beneficial Owners in respect of shares held in Dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively referred as "Depositories", as on record/cut off date i.e. Tuesday, 13<sup>th</sup> August, 2024.
7. Members are requested to note that under Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India.
8. The Company's Registrar and Transfer Agent (RTA) for its Share Registry Work is Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited), having its office at Selenium Tower -B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Phone: +914067162222, E-mail Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
9. Members may note that the Notice of the 39<sup>th</sup> AGM along with the Annual Report for the Financial Year 2023-24 will also be available on the Company's corporate website <https://www.indiapesticideslimited.com> and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the 39<sup>th</sup> AGM will also be available at the website of KFinTech at <https://evoting.kfintech.com>.
10. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members holding shares in electronic form may contact their respective Depository Participants for availing the facility of nomination in respect of shares held by them.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.

14. In terms of Section 152 of the Act, Mr. Anand Swarup Agarwal, Non-Executive Director of the Company is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
15. Details under Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the 39<sup>th</sup> Annual General Meeting are annexed hereto as **Annexure II** to this Notice which forms part of the explanatory statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
16. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
17. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, August 13, 2024. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
18. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. Tuesday, August 13, 2024, shall follow the same procedure for e-Voting as mentioned **at point no 23**.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the date only shall be entitled to avail the facility remote e-voting as well as voting at the AGM through VC/OAVM.
- 20. An Electronic Dispatch of Annual Report and Process for Registration of Email Id for Obtaining Copy of Electronic Annual Report:**
- The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being held through VC /OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
  - Members who do not have registered their E-mail ID and/or bank details (such as Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No.) are required to register their email addresses and/or bank details, in respect of electronic holdings with their concerned Depository Participants In case, Demat Holding please contact your Depository Participant (DP) and register your email address and bank account details in your Demat account, as per the process advised by your DP.
  - In compliance with the "MCA Circulars" and SEBI circular dated October 7, 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Notice of AGM along with Annual Report for the Financial Year 2023-24, is also available on the website of the Company at <https://www.indiapesticideslimited.com> the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 21. PROCEDURE FOR INSPECTION OF DOCUMENTS:**
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
  - All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.
  - Members seeking to inspect such documents can send an e-mail to [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com).

(iv) Members may also note that the Notice of the 39<sup>th</sup>AGM and the Annual Report for the Financial Year 2023-24 will also be available on the Company's corporate website, [www.indiapesticideslimited.com](http://www.indiapesticideslimited.com), for download. The physical copies of the documents referred to in this Notice will also be available at the Company's Corporate Office for inspection during normal business hours on working days, up to the date of the Meeting.

## 22. DIVIDEND TDS COMMUNICATION:

- (i) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, August 13, 2024, i.e. the date prior to the commencement of book closure, being the Record date, will be paid the Final Dividend for the Financial Year ended 31<sup>st</sup> March, 2024, as recommended by the Board, if approved at the AGM, within 30 days from the date of AGM.
- (ii) Members holding shares in Demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar & Transfer Agent cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in Demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

(iii) Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company on or after 01<sup>st</sup> April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

(iv) The Resident Non-Individual Members i.e. Insurance Companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Member i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms/ declarations/documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

### Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFinTech / Depository Participant.

## A. Resident Shareholders:

### A.1 Tax Deductible at Source for Resident Shareholders

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed C 5,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2.	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company / KFinTech / Depository Participant. In case of individual shareholder, if PAN is not registered with the Company / KFinTech / Depository Participant & cumulative dividend payment to an individual shareholder is more than K 5000, TDS / Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961. All the shareholders are requested to update, on or before August 12, 2024, their PAN with their Depository Participant (if shares are held in electronic form) and Company / NSDL (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
3.	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company / NSDL / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person". Please also refer note (vii) below
4	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before August 12, 2023.
5.	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

**A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before August 12, 2024.**

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1.	2. Submission of form 15G / 15H	3. NIL	4. Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc	NIL	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3.	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4.	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961.
5.	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

**B. Non-Resident Shareholders:** The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before August 12, 2024, the following document(s), as mentioned in column no.4 of the below table, to the Company / NSDL. In case all necessary documents are not submitted, then the Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	2.	3.	4.
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other NonResident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> <li>1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.</li> <li>2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format.</li> <li>3. E-filed Form 10F in case of shareholders having a PAN and manual Form 10F, filled &amp; duly signed in case of shareholders not having a PAN.</li> <li>4. Self-declaration for non-existence of permanent establishment/ fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company).</li> </ol>
2.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 40% (plus applicable surcharge and cess).
3.	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction
5.	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	Double the applicable tax rate	The PAN of the shareholder registered with the Company / NSDL / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly applicable TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person". Please also refer note (vii) below.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
6.	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / DTAA (whichever is beneficial) to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column 4 will be required in addition to the above declaration.

**Notes:**

(i) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with NSDL post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.

(ii) The aforesaid documents such as Form 15G / 15H, documents under sections 196, 197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA declaration etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before August 12, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after August 12, 2024 shall not be considered.

NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual Members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before August 12, 2024.

(iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the shareholder by the specified date.

(iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

(v) No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed K 5000. However, where the PAN is

not updated in Company / KFinTech / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than K 5000, the Company will deduct TDS / Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961

From July 1, 2023 the PAN of shareholder who have failed to link the PAN with AADHAR, as required, shall become inoperative & TDS will be deducted at the rate of 20% with reference to section 206AA of Income Tax Act. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form) against all their folio holdings on or before August 12, 2024.

(vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

(vii) The "specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident: • who has not filed the returns of income for AY 23-24, as may be applicable and; • the aggregate of TDS and TCS is C 50,000 or more in the said previous year. Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.

(viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

**23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER :-**

**The remote e-voting period begins on Saturday, 17<sup>th</sup> August, 2024 at 9:00 A.M. and ends on Monday,**



**19<sup>th</sup> August, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, August 13, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 13, 2024.

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


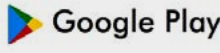


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of <b>NSDL</b> Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 02248867000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

AADHAR (self attested scanned copy of Aadhar Card) to [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.

- b. Alternatively shareholder/ members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- c. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password"(If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. Physical User Reset Password?" (If b) you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat

- account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssaket.associates@gmail.com](mailto:cssaket.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 02248867000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

3. Members who need assistance before or during the AGM, may contact the following:
  - a. Name and Designation: Ms. Pallavi Mhatre, Manager-NSDL or Ms. Soni Singh, Asst. Manager-NSDL
  - b. Contact No: 02248867000

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
6. Members who have cast their votes by remote e-voting prior to the AGM may also attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops/Desktop for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name Demat account number/ folio number, email id, mobile number at [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com). The same will be replied by the company suitably.

### 24. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com) on or before **13<sup>th</sup> August, 2024** to enable the management to keep the information ready at the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name,

Demat account number/folio no., mobile number at [investor@indiapesticideslimited.com](mailto:investor@indiapesticideslimited.com) on or before **13<sup>th</sup> August, 2024**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The other members desiring to seek information/clarification during the AGM may ask through the chat box facility provided by NSDL. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

### 25. DECLARATION OF RESULTS

1. Mr. Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. Subject to receipt of a requisite number of votes, the Resolution shall be deemed to be passed on the date of the meeting i.e. Tuesday, 20<sup>th</sup> August, 2024.
4. The results shall be declared not later than 2 working days from the conclusion of the meeting by posting the same on the website of the Company ([www.indiapesticideslimited.com](http://www.indiapesticideslimited.com)), website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com).) and by filing with the BSE Ltd. and National Stock Exchange of India Ltd. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.

# Annexure 1

## Explanatory Statement

[pursuant to Section 102 of Companies Act, 2013]

### Item No. 4

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on March 21, 2024, has decided to increase the remuneration of Mr. Rajendra Singh Sharma in the manner as provided in the proposed resolution.

The proposed remuneration is towards his able guidance and a service provided to the Company and is well within the limits prescribed under Schedule V of The Companies Act, 2013.

Mr. Sharma has been associated with the Company since incorporation and he also has rich and varied experience in the industry and his understanding of business helps the management in taking the financial and business decisions diligently as well as his presence in the board will be beneficial for the growth of the Company. The Board have appreciated his zeal, enthusiasm, positive attitude and his openness to accept all the suggestions of the directors for betterment of the Company and looking for the implementation of those suggestions in the best interest of the Company. The proposed remuneration is as per the remuneration policy of the company and also in terms of regular increment policy of the Company.

The present proposal requires approval of Shareholders of the company by way of Special Resolution. None of the Directors, except Mr. Rajendra Singh Sharma himself is interested in this resolution.

Details of the Director are as under:

Name	Rajendra Singh Sharma
Age	80 years
Date of Appointment	10.06.1998
Qualification	B.Sc. in Agriculture
Experience and Expertise in specific functional areas	Mr. Rajendra Singh Sharma is having 50 Years of experience in field of Pesticides
List of other Public Limited Companies in which directorships held.	Anand Herbal Limited Shalvis Specialities Limited
No- Of Equity Shares held in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	There are no inter-se relations between Dr. Kuruba Adeppa and the other members of the Board.
Information as required pursuant to NSE Circular with ref. no. NSE/ CML/2018/24 and BSE Circular with ref. no. LIST/ COMP/14/ 2018- 19.	Not Applicable

The Directors recommend the Item No. 4 of the Notice for consent and approval by Shareholders.

Except Mr. Rajendra Singh Sharma, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.4.

### Item No. 5

The Board on the recommendation of the Audit Committeemeeting held on 30.05.2024, approved the re-appointment of **M/s Honey Singh & Associates, Cost Accountants FRN: 101134**, Lucknow as the Cost Auditors to conduct the cost audit of the Company for the Financial Year 2024-25 and remuneration of ₹ 0.02 Crore p.a. including re-imburement of expenses and applicable taxes have been fixed for this purpose. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification is required

for the remuneration payable to the Cost Auditors for the Financial Year 2024-25.

The resolution at Item No.5 of the Notice is set out as an Ordinary Resolution for approval by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.5.

### Item No. 6

The Board pursuant to the Section 196, 197 and 203 of the Companies Act, 2013, read with Rule 8,9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of Regulation 17 of SEBI (LODR) (including any amendments, statutory modifications and/ or re-enactment thereof for the

time being in force and upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 22, 2024, has appointed Dr. Kuruba Adeppa as an additional director in the capacity of Whole Time Director in the Board of the Company in the manner as provided in the proposed resolution.

The Company Secretary shall inform the Board that **Dr. Kuruba Adeppa** is a seasoned professional with over 32 years of experience in the agrochemical and pharmaceutical manufacturing sectors. He earned his PhD in Organic Chemistry from Gautam Budh Technical University, Lucknow, and has been a vital part of IPL since June 1997. Prior to joining IPL, Dr. Adeppa gained valuable experience at Vantech Industry and Dr. Reddy's Laboratories in Hyderabad from August 1993 to June 1997.

Throughout his distinguished career, Dr. Adeppa has been instrumental in developing innovative commercial technologies for fungicides, herbicides, and insecticides. His contributions have significantly enhanced product quality and operational efficiency at IPL, where he continues to drive advancements across various manufacturing locations.

He was also a Whole Time Director of the Company since 21.12.2020 to 08.02.2021. Dr. K Adeppa is not related to any Promoters of the Company. Keeping his knowledge, expertise and dedication Chairperson shall place the Proposal for his appointment in the Board of the Company.

#### Details of Proposed Remuneration:

The proposed remuneration will be Rs. 2,24,420/- (Consolidated) subject to the annual increments and other increments as may be decided by the management.

- 1) He shall be entitled to the bonus/ex-gratia payment if any as may be decided by the Chairperson of the Company from time to time
- 2) Moreover, he shall be entitled to the perquisites, benefits, and allowance, if any as may be decided by the Management of the Company from time to time;
- 3) In addition to the above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the Policy of the Company if any;

- 4) Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Dr. K Adeppa in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
- 5) The perquisites, if any shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- 6) The Executive Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of the driver to be borne by the Company if any.
- 7) Telecommunications facilities including broadband, internet and mobile if any.

The remuneration will be revised from time to time as may be decided by the Chairperson of the Company subject to the recommendation of the Nomination and Remuneration Committee and noting and approval of the Board in accordance with the policy of the Company.

By the order of the Board  
For **India Pesticides Limited**

**Ajeet Pandey**  
Company Secretary and Compliance Officer  
Membership No.: 42500  
Address: Swarup Cold Storage,  
Water Works Road,  
Aishbagh, Lucknow-226004

Date: 22.07.2024  
Place: Lucknow

## Annexure II

**Information of directors to be re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard -2**

### Mr. Anand Swarup Agarwal

Mr. Anand Swarup Agarwal is Non-Executive Director (Promoter) of the Company. He holds a Bachelor's degree in Law from the University of Lucknow. He has 38 years of experience in agrochemical manufacturing.

Name	Mr. Anand Swarup Agarwal
Designation	Non-Executive Director
Date of Birth	23.01.1945
Age	79 years
Qualifications	Bachelor's degree in Law
Experience	38 years in Agro- Chemical Industry
Remuneration last drawn	NIL
Remuneration sought to be paid	Being Non- Executive Director of the Company, no remuneration has been drawn by Mr. Anand Swarup Agarwal, apart from sitting fee.
Nationality	Indian
Expertise in specific functional area	He has over 38 years of experience in agrochemical manufacturing
Date of first appointment on the Board of the Company	10.09.2020
No. of Equity Shares held in the Company	3,52,83,092
No. of Board meetings attended during the year (F.Y. 2023-24)	5
Relationship with other directors, Manager and other KMP	Father of Mr. Vishal Swarup Agarwal and Mr. Vishwas Swarup Agarwal, Non-Executive Directors of the Company.
Other Directorships, Membership/ Chairmanship of Committees of other Boards in Listed entities	Nil
Terms and conditions of appointment or re-appointment	Liable to retire by rotation and is eligible for re-appointment.
Name of the Listed Entities from which the person has resigned in the past 3 years	NIL
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/COMP/14/ 2018- 19. -	Not debarred from holding the office by virtue of any SEBI Order or any other authority





## Details of Directors seeking appointment/re-appointment at the 39th at the forthcoming Annual General Meeting pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Details of Directors seeking appointment/re-appointment at the 39th at the forthcoming Annual General Meeting pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name Of Director	Mr. Kuruba Adeppa
Date of Appointment	22-07-2024
Period of Appointment	Dr. Adeppa is appointed as Whole-time Director, designated as Executive Director of the Company for period of 5 years commencing from July 22, 2024, through July 21, 2029 subject to Shareholders Approval
Reason for change	Appointment
Date of Birth	14-08-1970
Nationality	Indian
Education	PhD in Organic Chemistry.
Directorship in other companies	Nil
Brief resume and Expertise in specific functional area	Dr. Kuruba Adeppa is a seasoned professional with over 32 years of experience in the agrochemical and pharmaceutical manufacturing sectors. He earned his PhD in Organic Chemistry from Gautam Budh Technical University, Lucknow, and has been a vital part of IPL since June 1997. Prior to joining IPL, Dr. Adeppa gained valuable experience at Vantech Industry and Dr. Reddy's Laboratories in Hyderabad from August 1993 to June 1997.
Disclosure of relationships between directors	There are no inter-se relations between Dr. Kuruba Adeppa and the other members of the Board.
Number of shares held in the Company	Nil
Name of the Listed Entities from which the person has resigned in the past 3 years	Nil
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/COMP/14/ 2018- 19.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.

By the order of the Board  
For **India Pesticides Limited**

**Ajeet Pandey**

Company Secretary and Compliance Officer  
Membership No.: 42500  
Address: Swarup Cold Storage,  
Water Works Road,  
Aishbagh, Lucknow-226004

Date: 22.07.2024  
Place: Lucknow





## India Pesticides Limited

Where Innovation, Quality & Sustainability are ways of life

### Corporate Office

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