Date :- September 04, 2023

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 531599

Symbol: FDC

Sub.: Annual Report for the Financial Year 2022-23 of FDC Limited ("the Company").

Dear Sir / Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, please find enclosed the Annual Report for the financial year 2022-23 of the Company. The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34 (2) and 34 (3) of the SEBI Listing Regulations.

The 83rd AGM of the members of FDC Limited will be held on Wednesday, September 27, 2023 at 10:00 a.m. IST through Video Conferencing/ Other Audio-Visual Means.

The Cut-off date for the purpose of determining the Members eligible to vote on the resolutions set out in the notice of 83rd AGM is Wednesday, September 20, 2023.

The Remote e-voting period begins on Sunday, September 24, 2023 at 09:00 a.m. IST and ends on Tuesday, September 26, 2023 at 05:00 p.m. IST.

The Annual Report for the financial year 2022-23 is also being made available on the website of the Company at www.fdcindia.com.

This is for your information and dissemination.

Thanking you,

Yours sincerely,
For FDC Limited

VARSHARANI RAJARAM KATRE
Digitally signed by VARSHARANI RAJARAM KATRE
Date: 2023.09.04 20:15:35 +05'30'

Varsharani Katre
Company Secretary & Compliance Officer
Mem. No.: FCS-8948

CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-6291 7900 / 950 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2677 3462
E-mail : fdc@fdcindia.com • Website : www.fdcindia.com

REGISTERED OFFICE : B-8, M.I.D.C. Industrial Area, Waluj - 431 136, Dist. Aurangabad. INDIA
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299
E-mail : waluj@fdcindia.com • CIN : L24239MH1940PLC003176

FDC Limited

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136, District - Aurangabad, Maharashtra, India.

Corporate Office:- C-3 Skyvistas, Near Versova Police Station, D.N. Nagar, Andheri (West), Mumbai - 400 053

Website: www.fdcindia.com ; **E-mail Id:** investors@fdcindia.com

Tel: 0240-2554407; **Fax:** 0240-2554299

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-THIRD (83RD) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF FDC LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 10.00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 along with Report of the Auditors thereon.

3. To re-appoint Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Director, who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

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

   Ratification of the remuneration of the Cost Auditors for the Financial Year 2023–24.

   "RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable to **M/s. Sevekari Khare and Associates (Firm Registration No.000084),** who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year 2023-24 amounting to ₹ 4,75,000 (Rupees Four lakh Seventy Five Thousand) plus applicable GST and reimbursement of out of pocket expenses be and is hereby ratified and approved.

   RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

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

   Re-appointment of Mr. Nandan M. Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company.

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nandan M Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company for a further period of 5 (five) years with effect from March 01, 2024 to February 28, 2029, not liable to retire by rotation on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Nandan M. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution".

6. To consider and if thought fit, to pass the following Resolution as an **Special Resolution:**

Re-appointment of Mr. Mohan A. Chandavarkar (DIN: 00043344) as Managing Director of the Company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mohan A. Chandavarkar (DIN: 00043344) as a Managing Director of the Company for a further period of 5 (five) years with effect from April 01, 2024 to March 31, 2029, not liable to retire by rotation on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Mohan A. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution".

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

Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as Non-Executive Director of the Company.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of the Nomination and Remuneration Committee, and duly approved by the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332), as an Non-Executive Director of the Company for a term of 5 (Five) consecutive years with effect from June 02, 2024 to June 01, 2029 and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution".

By Order of the Board of Directors of
FDC Limited

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: August 09, 2023
Place: Mumbai

Registered Office:
FDC Limited
(**CIN:** L24239MH1940PLC003176)
Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431 136, District Aurangabad, Maharashtra, India.
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 4

The Board of Directors of the Company at their meeting held on May 25, 2023 based on the recommendation of the Audit Committee, has considered and approved the re-appointment and remuneration of M/s. Sevekari Khare and Associates (Firm Registration No.000084), as the Cost Auditor for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024, at a remuneration not exceeding ₹ 4,75,000 (Rupees Four lakh Seventy Five Thousand) plus GST and reimbursement of out of pocket expenses in connection with audit. M/s. Sevekari Khare and Associates (Firm Registration No.000084) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and are not disqualified under section 141 read with section 148 of the Act and rules made thereunder.

Pursuant to provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

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

The Board of Directors accordingly recommends the resolution set out at Item No. 4 for the approval of the members.

Item No. 5

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Mr. Nandan M. Chandavarkar as a Joint Managing Director, for a period of 5 (five) years with effect from March 01, 2024 till February 28, 2029. It is proposed to seek the members' approval at this Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Nandan M. Chandavarkar as Joint Managing Director, in terms of the applicable provisions of the Act and rules made thereunder.

Mr. Nandan M. Chandavarkar is the Joint Managing Director of the Company since 2004. He is associated with the Company as a Director since 1993. He has graduated in Bachelor of Pharmacy Degree. He is actively involved in Commercial, marketing operations of the Company. He is also responsible for the various functions such as Technical & Operation, Distribution, Human Resources, Business Development, R&D (Formulation), Corporate Quality Control, R&D (Biotech), Sales Force Excellence, Medical Services, Intellectual Property Rights and Marketing Divisions in the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is the Promoter of the Company and holds 51,25,051 shares of the Company in his name as on March 31, 2023.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Nandan M. Chandavarkar, Joint Managing Director is as mentioned hereunder. Mr. Nandan M. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

He is neither disqualified from being appointed as director in terms Section 164 of the Companies Act, 2013 nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as Joint Managing Director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as Joint Managing Director of the Company.

Mr. Mohan A. Chandavarkar being related to Mr. Nandan M. Chandavarkar to the extent of their shareholding and his relatives and Mr. Nandan M. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Relevant details relating to appointment of M. Nandan M. Chandavarkar, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the **"Annexure-I"** to the Notice.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Nandan M Chandavarkar are as under:

1. The material terms are as follows:

i. Term: March 01, 2024 to February 28, 2029

ii. Salary: ₹ 7,28,000 (Rupees Seven Lakhs Twenty Eight Thousand Only) p.m. with effect from March 01, 2024, with an annual increment of ₹ 20,000 (Rupees Twenty Thousand Only) p.m. upto to maximum salary of ₹ 8,08,000 (Rupees Eight Lakhs Eight Thousand Only) p.m.

iii. Commission: In addition to salary and perquisites, commission not exceeding 0.60 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Act and subject to the overall ceilings laid-down under Sections 198 of the Act.

2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:

i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.

ii. Medical, Hospitalization and Health Care Expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner, travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 3 (three) months' salary in a block period of 3 (three) years.

iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holiday in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.

iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.

v. Personal Accident Insurance: As per any rules specified by the Company.

vi. Health Mediclaim Insurance: As per any rules specified by the Company.

vii. Provident Fund: Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.

Contribution to provident fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.

viii. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.

ix. Ex- Gratia: In accordance with the Company's Rules and Regulations in force from time to time.

x. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.

xi. Land line telephone/mobile phone/internet for official use.

3. Where in any financial year during the currency of the tenure of the said appointee the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Act except with the approval of the Central Government wherever necessary.

4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment.

Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.

5. The said appointee shall be entitled to:

(i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.

(ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.

6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the Board of Directors and shall in all respects conform to and comply with the directions and regulations made by the board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.

7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6(six) months of his illness or for causes

beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (Twelve) months or until the Agreement entered into the Company and the said appointee ("the agreement") is determined as hereinafter provided, whichever is earlier.

8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, Formulas and know-how to be used for the Manufacturing or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as director or in any other manner whatsoever during the course of his employment.

9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.

10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine the agreement.

11. The said appointee shall not during the continuance of the Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.

12. The said appointee hereby agrees that he will not at any time after determination of his employment:

(i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of Company; and

(ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.

13. Subject to Section 191 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.

14. Notwithstanding anything to the contrary contained in the agreement, either party shall be entitled to terminate the agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 for the approval of the members.

Item No. 6

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Mr. Mohan A. Chandavarkar as a Managing Director, for a period of 5 (five) years from April 01, 2024 to March 31, 2029. It is proposed to seek the Members' approval at this Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Mohan A. Chandavarkar as Managing Director, in terms of the applicable provisions of the Act.

Mr. Mohan A. Chandavarkar is the Managing Director of the Company since 1999. He is associated with the Company as a Director since 1959. He has graduated in Bachelor of Science (Honours). He is actively involved in commercial, marketing, technical & operations, research & development and international business of the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is also the Chairman of Corporate Social Responsibility Committee and member of the Audit and Stakeholder Relationship Committee of the Company. He is not holding any shares in the Company as on March 31, 2023, however he is the part of the Promoter Group of the Company.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Mohan A. Chandavarkar, Managing Director is as mentioned hereunder. Mr. Mohan A. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

He is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as Managing Director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as Managing Director of the Company.

Mr. Nandan M. Chandavarkar and Mr. Ashok A. Chandavarkar being related to Mr. Mohan A. Chandavarkar, and their relatives and Mr. Mohan A. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Relevant details relating to re-appointment of M. Mohan A. Chandavarkar, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the **"Annexure-I"** to the Notice.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mohan A Chandavarkar are as under:

1. The material terms are as follows:

i Term: April 01, 2024 to March 31, 2029.

ii. Salary: ₹ 9,49,000 (Rupees Nine Lakhs Forty Nine Thousand Only) p.m. with effect from April 01, 2024, with an annual increment of ₹ 30,000/- (Rupees Thirty Thousand Only) p.m. upto to maximum salary of ₹ 10,69,000 (Rupees Ten Lakhs Sixty Nine Thousand Only) p.m.

iii. Commission: In addition to salary and perquisites, commission not exceeding 0.70 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Act and subject to the overall ceilings laid-down under Sections 198 of the Act.

2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:

i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.

ii. Medical, Hospitalization and Health care expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (One) month's salary per year or 3 (Three) months' salary in a block period of 3 (Three) years.

iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any Rules specified by the Company subject to a ceiling of 1 (One month's salary during leave for holiday in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.

iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (Two) clubs, excluding life membership and admission fees.

v. Personal Accident Insurance: As per any Rules specified by the Company.

vi. Health Mediclaim Insurance: As per any Rules specified by the Company.

vii. Provident Fund: Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.

Contribution to provident fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.

viii. Gratuity: As per the Rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.

ix. Ex- Gratia: In accordance with the Company's Rules and Regulations in force from time to time.

x. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.

xi. Land line telephone/ mobile phone/ internet for official use.

3. Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Act.

4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (Twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (Ninety) days during the tenure of his appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included

in the computation of the ceiling on perquisites.

5. The said appointee shall be entitled to:

   (i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.

   (ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.

6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the board of directors and shall in all respects conform to and comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.

7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6 (Six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (Twelve) months or until the Agreement entered into the Company and the said appointee ("the agreement") is determined as hereinafter provided, whichever is earlier.

8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, Formulas and know-how to be used for the Manufacturing or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipment's, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as Director or in any other manner whatsoever during the course of his employment.

9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.

10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (Six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine the Agreement.

11. The said appointee shall not during the continuance of the Agreement, or for a period of 3 (Three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.

12. The said appointee hereby agrees that he will not at any time after determination of his employment:

    (i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of the Company; and

    (ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.

13. Subject to Section 191 of the Act in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.

14. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time giving the other party 90 (Ninety) days notice in writing in that behalf.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 for the approval of the members.

Item No. 7

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Ms. Nomita R. Chandavarkar as a Non-Executive Director, for a period of 5 (five) years with effect from June 02, 2024 to June 01, 2029.

It is proposed to seek the members' approval at this Annual General Meeting, for the re-appointment of Ms. Nomita R. Chandavarkar as a Non-Executive Director, in terms of the applicable provisions of the Act. The sitting fees and commission would be payable to her on same terms as applicable to Non-Executive Directors of the Company.

Ms. Nomita R. Chandavarkar Joined the Board as Whole time Director of the Company in 2014. She pursued Bachelor of Commerce from University of Mumbai. Later, she was actively involved in Human Resource and Corporate Social

Responsibility activities as Executive Director of the Company. Subsequently, in FY 2022-23 she had stepped down from the position of Executive Director of the Company and continued on the board as a Non-Executive Director with effect from April 01, 2022. Her knowledge will be of beneficial to the Company.

She is the Promoter of the Company and holds 53,48,262 shares of the Company in her name as on March 31, 2023.

She is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given her consent to act as director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as a Director of the Company.

Except Ms. Nomita R. Chandavarkar being appointee and her relatives to the extent of their shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

Relevant details relating to appointment of Ms. Nomita R. Chandavarkar, including her profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure-I" to the Notice.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 for the approval of the members.

By Order of the Board of Directors of
FDC Limited

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: August 09, 2023
Place: Mumbai

Registered Office:
FDC Limited
(**CIN:** L24239MH1940PLC003176)
Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431 136, District Aurangabad, Maharashtra, India.
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com

"Annexure –I"

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

Name of the Director	Mr. Ashok A. Chandavarkar	Mr. Nandan M. Chandavarkar	Mr. Mohan A. Chandavarkar	Ms. Nomita R. Chandavarkar
Designation	Executive Director	Joint Managing Director	Managing Director	Non-Executive Director
DIN	00042719	00043511	00043344	00042332
Date of Birth and Age	August 01, 1941 (82 Years)	March 13, 1966 (57 Years)	March 31, 1936 (87 Years)	July 10, 1965 (58 Years)
Experience and nature of expertise in specific functional area	Mr. Ashok Chandavarkar is having extensive experience of around 36 years in manufacture and marketing of fine chemicals and pharmaceuticals.	Mr. Nandan Chandavarkar has a vast experience of around 30 years in various functions such as Technical & Operation, Distribution, Human Resources, Business Development, R&D (Formulation), Corporate Quality Control, R&D (Biotech), Sales Force Excellence, Medical Services, Intellectual Property Rights and Marketing Divisions in the Company.	Mr. Mohan Chandavarkar has to his credit a rich and varied experience of 56 years, in the fields of Production, Marketing Operations, International Business and Administration of the Company.	Ms. Nomita Chandavarkar is having experience of more than 10 years in handling Human Resource and Corporate Social Responsibility activities of the Company.
Qualifications	Bachelor of Engineering (Mechanical)	Bachelor of Pharmacy Degree.	Bachelor of Science (Honours).	Bachelor of Commerce
Date of first appointment on the Board	April 01, 1987	September 30, 1993	April 24, 1959	June 02, 2014
Relationship with other directors, if any	Mr. Ashok Chandavarkar is father of Mr. Ameya Chandavarkar, brother of Mr. Mohan Chandavarkar and uncle of Mr. Nandan Chandavarkar and Ms. Nomita Chandavarkar.	Mr. Nandan Chandavarkar is son of Mr. Mohan Chandavarkar, nephew of Mr. Ashok Chandavarkar, and cousin of Mr. Ameya Chandavarkar and Ms. Nomita Chandavarkar.	Mr. Mohan Chandavarkar is father of Mr. Nandan Chandavarkar, brother of Mr. Ashok Chandavarkar, and uncle of Ms. Nomita Chandavarkar and Mr. Ameya Chandavarkar.	Ms. Nomita Chandavarkar is niece of Mr. Mohan Chandavarkar and Mr. Ashok Chandavarkar and cousin of Mr. Nandan Chandavarkar and Mr. Ameya Chandavarkar.
Details of Remuneration sought to be paid	N.A.	As mentioned in the Notice.	As mentioned in the Notice.	Sitting fees for attending Board Meetings.

Details of Listed entities from which he resigned during the last three years.	Nil	Nil	Nil	Nil
Memberships/ Chairmanships of committees across all other companies	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the year (FY 2023-24) till the date of notice	3	3	3	3
Number of Equity Shares held in the Company	Nil	51,25,051 Shares	Nil	53,48,262 Shares
Directorships held in other companies as on the date of the Notice	Mr. Ashok Chandavarkar is Director in 2 other following Companies: Virgo Advisors Private Limited Leo Advisors Private Limited	Nil	Nil	Ms. Nomita Chandavarkar is director in DSS Outsourcing Solutions Private Limited.
Terms and conditions of appointment & Remuneration	N.A.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/ justification for choosing the appointee for appointment as Independent Directors	Not Applicable	Not Applicable	Not Applicable	Not Applicable

NOTES:

1. In terms of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022, respectively issued by the Ministry of Corporate Affairs, Government of India **("MCA Circulars")**, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, respectively issued by the Securities and Exchange Board of India **("SEBI Circulars")** and in compliance with the applicable provisions of the Companies Act, 2013 **("the Act")** read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations/Listing Regulations"),** the 83rd Annual General Meeting **("83rd AGM/AGM")** of the Company is being held through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")** without the physical presence of the Members at a common venue. The deemed venue for the 83rd AGM shall be the Registered Office of the Company situated at B - 8 MIDC area, Waluj - 431 136 District - Aurangabad, Maharashtra., India.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under **Item Nos. 4 to 7** of the Notice is annexed hereto. The Board of Directors of the Company at its meeting held on August 09, 2023 considered that the special business under Item No. 4 to 7 being considered unavoidable, be transacted at the 83rd AGM of the Company.

3. The relevant details with respect to Item No. 5, 6 and 7 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

4. In terms of MCA Circulars and SEBI 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 83rd AGM and hence the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.

5. However, in pursuance of Section 113 of the Act, the Body Corporate member/institutional members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, at investors@fdcindia.com copy marked to evoting@nsdl.co.in and sanjayrd65@gmail.com. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.

6. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested or deemed to be interested. maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members from the date of circulation of this notice up to the date of AGM. Members who wish to inspect such documents can send their requests to the Company at investors@fdcindia.com by mentioning their Name and Folio Number / DP ID and Client ID.

8. In terms of the MCA Circulars and SEBI Circulars, Notice of the 83rd AGM and the Annual Report for the financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023, the Auditors Report and the Directors Report are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with RTA i.e. Link Intime India Private Limited or with their respective Depository Participant/s and who wish to receive the Notice of the 83rd AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

   a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investors@fdcindia.com or to RTA at rnt.helpdesk@linkintime.co.in

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, as per the provisions of Section 72 of the Act read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled to M/s. Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

10. The Notice convening the 83rd AGM and the Annual Report for financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023, will be uploaded on the website of the Company at www.fdcindia.com and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com.

    The Notice of 83rd AGM will also be available on the website of NSDL at www.evoting.nsdl.com

11. The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.

12. The Company has engaged the services of National Securities Depository Limited **("NSDL")** as the Agency for providing e-Voting facility (remote e-voting and e-voting at AGM) to the members of the Company in order to cast their votes by electronic means.

13. The members are requested to:

    i. intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;

    ii. quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;

    iii. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIIPL") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIIPL.

    iv To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long time.

14. **The members are requested to claim the Unpaid/ Unclaimed dividend:**

    i. Members whose dividend is remained unclaimed are requested to contact Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s. Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in or the Secretarial Department of the Company, at investors@fdcindia.com to claim the same. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013.

    ii. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the rules"), as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years in the name of Investor Education and Protection Fund (IEPF). The shareholders who wish to claim the said shares from the IEPF may claim the same by filing e-form IEPF-5 available on www.iepf.gov.in along with requisite fee as decided by the Authority from time to time and by sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

iii. Final Dividend for the Financial Year 2016-17 will be due for transfer to IEPF in the month of September 2024; Shareholders are requested to ensure that they claim the dividend before transfer of the said amount to IEPF Authority.

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

Financial Year	Date of Declaration	Last date of claiming dividend
FY 2016-17	August 19, 2017	September 24, 2024
FY 2019-20	March 13, 2020	April 18, 2027

v. Members who have not claimed the dividend amounts for above-mention years are requested to claim the same immediately.

15. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form. Therefore, Members holding shares in physical form are advised to convert their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.

16. Pursuant to provisions of Section 91 of the Act read with Regulation 42 of SEBI Listing Regulations, the register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 21, 2023, to Wednesday, September 27, 2023 (both days inclusive)** for the purpose of the 83rd AGM of the Company.

17. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **Wednesday, September 20, 2023 ("Cut-off date"),** are entitled to avail of the facility of remote e-voting as well as e-voting during the AGM. 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. Any recipient of the Notice, who has no voting rights as of the Cut-off date, shall treat this Notice as intimation only.

18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 83rd AGM and prior to the Cut-off date i.e. Wednesday, September 20, 2023, shall be entitled to exercise his/her vote electronically i.e. through remote e-voting or e-voting system on the date of the AGM.

19. The remote e-voting period will **commence on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 at 5.00 p.m.** The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

20. Mr. Sanjay Dholakia, Proprietor of M/S. Sanjay Dholakia & Associates Practicing Company Secretary (FCS -2655) has been appointed as the Scrutinizer to scrutinize the votes casted through remote e-voting process (including e-voting at the AGM) in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

21. The Scrutinizer shall after the conclusion of e-voting at the 83rd AGM, first download the votes cast during the AGM and through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 83rd AGM, who shall then declare the result of the e-voting forthwith.

22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.fdcindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE").

23. In terms of SEBI circular dated December 09, 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.

24. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN), KYC details and nomination by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the said details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit these details to Link Intime India Pvt. Ltd. SEBI vide its circular dated March 16, 2023 has mandated the RTA's to freeze the folios not having these details after October 01, 2023.

25. **INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:**

i. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as may be amended, and MCA Circulars, the Company is providing e-voting and remote e-voting facility to all the Members of the Company in respect of the business to be transacted at the 83rd AGM and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM, and the e-voting system on the date of the 83rd AGM will be provided by NSDL. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

ii. The remote e-voting period will **commence on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 at 5.00 p.m.**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. on **Wednesday, September 20, 2023** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iii. Members are provided with the facility for voting through e-voting system during the VC/OAVM proceedings at the AGM and Members who have not cast their vote by remote e-voting, are eligible to exercise their right to vote during the AGM.

iv. Members who have already casted their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.

v. **For assistance/queries for E-voting etc.;**
In case you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under the help section or write an email to Mr. Amit Vishal, Assistant Vice President, (NSDL) at evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal, Assistant Vice President, (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India or send an email to evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

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

The remote e-voting period begins on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 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 record date (cut-off date) i.e. on Wednesday, September 20, 2023, 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 Wednesday, September 20, 2023. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 83rd AGM and prior to the Cut-off date i.e. Wednesday, September 20, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on Wednesday, September 27, 2023, the date of the AGM by following the procedure mentioned below.

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

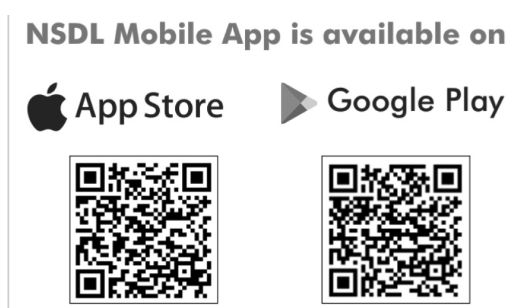
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

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 09, 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.

<u>Login method for Individual shareholders holding securities in demat mode is given below:</u>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 sanjayrd65@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President, (NSDL) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@fdcindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@fdcindia.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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@fdcindia.com till Wednesday, September 20, 2023 to enable the management to respond to these queries objectively at the AGM.
6. Members who would like to express their views/ask questions as a Speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@fdcindia.com between Monday, September 11, 2023 to Wednesday, September 20, 2023. Only those Members who have pre-registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors of
FDC Limited

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: August 09, 2023
Place: Mumbai

Registered Office:
FDC Limited
(**CIN:** L24239MH1940PLC003176)
Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431 136, District Aurangabad, Maharashtra, India.
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com

FDC Limited

ANNUAL REPORT 2022-23

DELIVERING EXCELLENCE

CORPORATE INFORMATION

Late Anand L. Chandavarkar

(1905-1959) Founder

Late Ramdas A. Chandavarkar

(1933-2001) Chairman Emeritus

Directors

CA. Uday Kumar Gurkar
Chairman of the Board & Independent Director

Mr. Mohan A. Chandavarkar
Managing Director

Mr. Nandan M. Chandavarkar
Joint Managing Director

Mr. Ashok A. Chandavarkar
Executive Director

Mr. Ameya A. Chandavarkar
CEO – International Business & Executive Director

Ms. Nomita R. Chandavarkar
Non-Executive & Non-Independent Director

CA. Swati S. Mayekar
Independent Director

Mr. Melarkode Ganesan Parameswaran
Independent Director

Ms. Usha Athreya Chandrasekhar
Independent Director

Dr. Mahesh Bijlani
Independent Director

CA. Vijay Maniar
Independent Director

CA. Vijay Nautamlal Bhatt
Independent Director (w.e.f. May 25, 2023)

Key Managerial Personnel

Mr. Sanjay Jain
Chief Financial Officer (till April 06, 2023)

Mr. Vijay Dharmadatt Bhatt
Chief Financial Officer (w.e.f. April 06, 2023)

Ms. Varsharani Katre
Company Secretary & Legal Head

Auditors

B S R & Co. LLP, Mumbai

Plants

- Roha, Raigad, Maharashtra
- Waluj, Aurangabad, Maharashtra
- Sinnar, Nashik, Maharashtra
- Goa (Plants I, II & III)
- Baddi, Himachal Pradesh

R&D Centers

- Jogeshwari R&D Center
  142-48, S. V. Road, Jogeshwari (West),
  Mumbai – 400102,
  Maharashtra, India.
- Kandivali R&D Center
  54 – EFGH, Kandivali Co-operative Industrial
  Estate Limited, Charkop, Kandivali (West),
  Mumbai – 400067,
  Maharashtra, India.

Registered Office

B-8 MIDC Industrial Estate,
Waluj, Aurangabad – 431136,
Maharashtra, India.

Corporate Office

C-3 Skyvistas, Near Versova Police Station 106A,
J.P. Road, Andheri (West), Mumbai – 400053,
Maharashtra India.

INSIDE THIS REPORT

An electronic version of this Report is available online at:
https://www.fdcindia.com/annual-report

Or scan this QR code to access the online version of this Report

INVESTOR INFORMATION

CIN
L24239MH1940PLC003176

BSE Code
531599

NSE Symbol
FDC

AGM Date
September 27, 2023; 10:00 AM IST

AGM Venue
Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

DELIVERING EXCELLENCE

In a realm of ever-evolving industries, one name shines brightly, etching an eight-decade-long legacy in the global pharmaceutical domain. With unparalleled achievements and unwavering commitment, we stand tall as leaders, paving the path to excellence. Our journey has been fueled by relentless dedication to deliver the most trusted products, fortified by ground-breaking R&D capabilities and continuous portfolio innovation.

Within our core, beats the heart of progress, as our formulation and API division flourish with substantial growth, elevating our stature on the international stage. A symphony of success resonates from our flagship brands like Electral, Enerzal, and Zifi, their resonance echoing far and wide. In the previous year, the cosmos of accomplishment aligned, propelling all our top 10 brands to soaring heights, sparking the embers of ambition to forge Ziglim into a beacon of inspiration.

We are adventurers voyaging into uncharted territories of newer drugs freshly unveiled in the Indian market, expanding our diverse product basket. Our enhanced customer reach stands as a testament to our prowess, empowering us to fulfill short-term and mid-term goals with unrivalled brilliance. Focusing on excellence with precision and purpose has adorned us with a crown of distinction, standing at the zenith of greatness.

As we surge forward, an iridescent future awaits, radiating with promise and potential. United by a shared vision, we march with unyielding determination, crafting a narrative of transformation and touching lives with every stride. Together, we script an opus of trust, innovation, and a steadfast commitment to excellence, inspiring the world with our luminous saga of global pharmaceutical leadership.

COMPANY'S GROWTH IN FY 2022-23

On annual basis, FDC ranks one of the-Fastest Growing Company

Among the Top **25** Corporations

FDC Grew by **16%** against the **7.9%** Growth of Domestic Market

₹ 2,000+ Crore

Sales Achieved

Land Mark Sales of Three Flagship Products

₹ 400+ Crore

Sales of Electral

₹ 350 Crore

Sales of Zifi

₹ 170 Crore

Sales of Enerzal

(Source: IQVIA TSA March 2023)

LEADING US THROUGH EXPERTISE

Board of Directors

CA. Uday Kumar Gurkar

Chairman of the Board & Independent Director

Mr. Mohan A. Chandavarkar

Managing Director

Mr. Nandan M. Chandavarkar

Joint Managing Director

Mr. Ashok A. Chandavarkar

Executive Director

Mr. Ameya A. Chandavarkar

CEO – International Business & Executive Director

Ms. Nomita R. Chandavarkar

Non-Executive & Non-Independent Director

CA. Swati S. Mayekar

Independent Director

Mr. Melarkode Ganesan Parameswaran

Independent Director

Ms. Usha Athreya Chandrasekhar

Independent Director

Dr. Mahesh Bijlani

Independent Director

CA. Vijay Maniar

Independent Director

CA. Vijay Nautamlal Bhatt

Independent Director
(w.e.f. May 25, 2023)

INTRODUCING FDC

Unleashing Excellence with Trust

FDC Limited (hereinafter referred to as 'FDC,' 'The Company,' or 'we') has proudly stood as a beacon of excellence in the pharmaceutical and consumer healthcare industries. With the illustrious market presence of eight remarkable decades with an unwavering dedication to innovation and cutting-edge technology, we have cemented our position as a global leader. Our relentless pursuit of medical advancements has positively impacted patients across the globe, earning us unparalleled recognition and trust from healthcare professionals and consumers alike. As a catalyst for positive change, we remain steadfast in our commitment to delivering premium, affordable products that elevate the standards of care worldwide. With an unyielding focus on fostering a healthier, more sustainable future, we lead by example, setting the benchmark for excellence in the pharmaceutical and consumer healthcare arena.

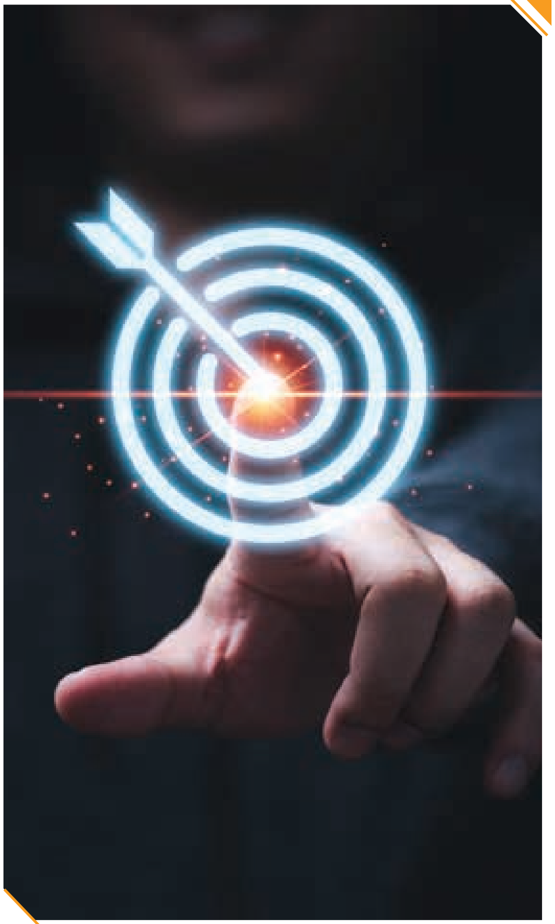
FDC, a pioneering pharmaceutical company, is renowned for specialized formulations. Notably, our flagship product 'Electral' dominates the Oral Rehydration Salt (ORS) market with a commanding 70% share. Additionally, our acclaimed ophthalmic portfolio, featuring Timolol, Latanoprost, and Dorzolamide, is preferred by healthcare professionals for its quality and competitive pricing. Ranked 22nd in IPM with 16.34% growth and 1.05% market share, our revenue relies on top therapies, including Anti-Infective, Electrolyte and Energy Drinks (GI), Vits/Mins/Nutri, Dermatological and Ophthalmological. Our key brands are Electral, Zifi, Enerzal, Zocon and Vitcofol. These accomplishments reflect FDC's enduring commitment to sustainable value for stakeholders.

OUR VISION

Expanding health horizons by improving the quality of life through innovative products and processes.

OUR MISSION

FDC is a people-oriented organization, dedicated to innovate, manufacture, and market high-quality healthcare products that enhance the quality of human life all over the globe, and in turn, increase shareholders' value.



VALUES

OUR CORE VALUES

Quest for excellence

A desire to be the best and be recognized as 'the best'.

Trust

An organization built on trust, is a better place to work in and is more likely to produce results in the long run.

Creativity

Thinking of new ideas and new ways to add value to the organization.

Synergy

The whole organization, working as a team, is stronger than the sum of its parts.

Integrity

Always speak the truth, fulfill expectation, and keep promises.

Discipline

Adherence to prescribed regulations, proper conduct and action maintained by correction and training.

Openness

Willingness to share information and discuss differences within the organization.

Competitiveness

A desire to perform better than one's competitors, by challenging oneself, to attain new heights.

MISSION AND PATH TOWARDS PROGRESS

We firmly believe that our people are the cornerstone of our success, and it is the collective efforts and unwavering commitment of our employees and partners that have propelled FDC to its present stature. We take immense pride in the exceptional caliber and dedication exhibited by our talented workforce, enabling us to consistently deliver world-class products and services. Throughout our illustrious journey spanning over 80 years, we have remained steadfast in our commitment to excellence and innovation. These core attributes have served as our guiding principles and continue to fuel our growth and success well into the future.

VALUES AND BELIEFS OF THE FIRM

We place great importance on adhering to prescribed regulations of global standards. We strive to ensure that our practices and operations meet the highest industry standards and comply with relevant regulations to maintain the integrity of our business. Additionally, we firmly believe in the value of truthfulness, emphasizing the importance of honesty and transparency in all our interactions. We are committed to fulfilling the expectations of our stakeholders, by delivering high-quality products and services that meet or exceed their needs. Furthermore, we recognize the strength and power that comes from working together as a team. By fostering a collaborative environment, where individuals support and rely on one another, we can achieve greater success collectively than we would as separate entities. Through these principles of compliance, truthfulness, expectation fulfillment, and teamwork, we empower our organization to thrive and make a positive impact in the world.

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

I am truly honored and filled with a deep sense of pride while addressing you all. This year has been nothing short of extraordinary, despite the enormous difficulties that we have overcome with relentless dedication, strong perseverance and remarkable achievements. I would like to convey my sincere gratitude to our respected shareholders and other stakeholders. We all are overwhelmed celebrating this remarkable journey. This year we have achieved great milestones and excellent results, all because of your steadfast support, diligence and collaborative efforts.

The global pharmaceutical market is expected to grow in the upcoming years despite recent slowdowns in key markets across the globe. This is attributed to the aging and growing population, rising income levels, and the emergence of new diseases.

The global expansion of the Indian pharmaceutical company is fueled by its competitive pricing. India's pharmaceutical sector ranks as a leading exporter of medicinal products on the global stage. This invaluable impact on patient care has elevated India's stature as the 'Pharmacy of the World, a key supplier of global generic drugs. The frame of the global supply chain has shown brighter than ever due to India's strong background in chemistry and research, which enables it to produce active pharmaceutical ingredients (APIs).

The Indian pharmaceutical market is expected to grow by 2025. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The speedy introduction of generic medicines into the market has remained in focus and is expected to benefit Indian pharmaceutical companies. In addition, the thrust on rural health programs, lifesaving medicines, and preventive vaccines also augurs well for the pharmaceutical companies.

At FDC, we firmly believe that our impact on the world markets is of the utmost importance and guides our actions and decisions. The key driver behind our progress is the significant impact of responsible management and teamwork. This practice has been instrumental in our progress, reflecting our commitment and resilience.

We recognize that our workforce is the foundation of our success, and we greatly appreciate their invaluable contributions. We prioritize the well-being and growth of our employees, implementing rigorous health and safety measures to provide a secure and supportive work environment.

As a socially responsible Company, we have consistently upheld its values and principles throughout the year, as we strive to improve the lives of the society as a whole.

In conclusion, I express my heartfelt gratitude to our stakeholders for their unwavering support. I also extend my appreciation to the Board members, who have served as an inspiration during both ups and downs, directing FDC towards greater heights.

As we forge ahead, we remain committed to embracing innovation and making significant contributions to the global pharma industry and society through our healthcare offerings.

Thank you, once again, for your determined faith in us.

With warm regards,
CA Uday Kumar Gurkar
Chairman of the Board, FDC Limited

MESSAGE FROM THE MANAGING DIRECTOR

Dear Stakeholders,

I am delighted to present you the Company's Annual Report for FY 2022-23, which highlights another successful year in our journey. Over the past eight decades, we have emerged as a significant player in the pharmaceutical industry, at domestic and global front. This success is a result of the sheer hard work of whole FDC Team, firm support and trust from our valued stakeholders.

Demonstrating a firm dedication to 'Creating a legacy of excellence,' we have made strategic and substantial investments in our seven globally accredited manufacturing facilities. These state-of-the-art facilities ensure manufacturing products of global quality standards. Seamlessly integrating physical processes, we constantly analyze and optimize for maximum efficiency, upholding our dedication to excellence. As a result, we consistently supply top-tier quality products that not only meet but exceed the dynamic demands of our esteemed customers and partners worldwide.

The Indian pharmaceutical market continues to show promise, with steady growth witnessed in FY 2022-23. The projections suggest that the domestic market will continue to expand due to factors such as urbanization, increased healthcare coverage and higher consumer spending. Our industry's strength is featured by continuous research and innovation in various pharmaceutical areas. The convergence of pharmaceuticals with medical devices and health technology is driving digital health advancements that are reshaping patient care.

Aligned with our strategic vision and market opportunities, we have developed a comprehensive plan to expand our global presence. This involves introducing our established brands to new markets while strengthening our presence in existing ones. Thorough market research guides our entry into regions with strong demand, with an emphasis on expanding key brands like Electral, Enerzal, ZIFI and Zocon etc.

We firmly believe in our impact on the world, which guides our actions. As the innovators of Electral, we recognize the responsibility to ensure its availability and affordability all over.

The past years has testified to our organizational success and enhanced brand reputation, which we value deeply. Each brand has contributed to our continued success during this time.

Moving on to our performance, we have achieved commendable results in FY 2022-23, with growth over the previous year. We are optimistic about our performance in the coming years, building on the momentum gained from the market.

Our most noteworthy brand, ZIFI, stands as a beacon of our commitment to excellence acknowledged as the 2nd Runner Up for 'Brand of the Year 2022' in the acute therapy category among 500-2,000 Crore Corporates. ZIFI's recognition with the Certificate of Excellence speaks volumes about its impact and importance.

We continue to drive profitability through our business and it is incumbent upon us to conscientiously contribute to the advancement of a more prosperous world, embracing our commitment towards clean environment and sustainability.

As we move forward, our dedication to excellence remains unwavering. With your continued support and enthusiasm, we are driven to achieve new milestones, shape a brighter future, and make a positive impact on global healthcare.

Best regards,
Mohan A. Chandavarkar
Managing Director, FDC Limited

DIVERSE PORTFOLIO

The Testament of Excellence

FDC's diverse product portfolio enables market resilience, an expanded customer base, revenue stability, cross-selling opportunities, a competitive advantage, a culture of innovation and learning, and a strong brand reputation. With a wide array of offerings spanning multiple therapeutic divisions, functional food, and API divisions, FDC effectively meets diverse customer requirements under a single roof. The Company's established brands have earned a distinguished reputation and a strong market presence since its establishment, further reinforcing the benefits of its comprehensive and varied offerings.

Our Extensive Portfolio

300+

Products

25+

Therapeutic Categories

Our Portfolio is Mainly Bifurcated into Three Sub-Categories

FORMULATIONS

FUNCTIONAL FOODS

ACTIVE PHARMACEUTICAL INGREDIENTS (APIS)

FOCUSING ON THE DOMESTIC MARKETS

More than 3/4th of our revenue comes from the domestic market, making it a crucial focus area for our business strategy. To bolster our position in the domestic market, we are prioritizing our top 10 brands, strategically aiming to increase our market share and solidify our division's standing.

- Venturing into newer therapeutic areas, such as Infant formulations, Nutraceuticals, Dermatological, Cardiological, and Diabetological products, to diversify and drive growth
- Establishing a dedicated vertical to elevate brand recall and customer engagement, focusing on catering to higher brand recall requirements
- Investing in the growth and success of our flagship brands, as an integral part of our domestic market strategy
- Strategically entering the market for recently off-patent drugs in India, seizing opportunities to expand our portfolio and meet evolving customer needs

FORMULATIONS

FDC is a pioneer in producing specialized formulations and maintains a wide presence across therapeutics, including Anti-Infectives, Gastrointestinals, Ophthalmics, Vitamins, minerals, dietary supplements, cardiovascular, anti-diabetics, respiratory, gynecology, dermatology, analgesics, and other categories.

Key Highlights of FY 2022-23

- Executed ANDA batch for Bimatoprost Ophthalmic Solution 0.03% and Moxifloxacin Ophthalmic Solution 0.5%
- Executed exhibit batch for Atropine Sulphate ED 1% targeting the UK market
- Filed ANDA for Olopatadine ophthalmic solution 0.1% and 0.2%
- Improved process efficiency and yield for ZIFI 200, ZIFI CV, and Amodep AT products
- Obtained DCGI approval for ORS with Zinc sachets of 4.38g and 21.9g

Some of the market leading brands under formulations are:

Zifi

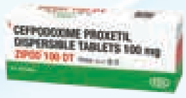
Vitcofol


Pyrimon DF


Zocon

Zoxan


Zathrin



Zipod

Amodep-AT


Zefu

Cotaryl

Mycoderm


Ziglim Plus 2

FUNCTIONAL FOODS

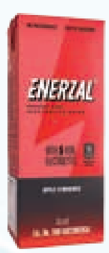
The recent incremental awareness regarding preventive healthcare among the consumers has propelled the growth of our functional food division. At FDC, we constantly develop new formulations in line with ongoing trends. Our wide range of functional foods are majorly categorized into three sub-divisions, namely Anti-oxidants, Balanced Energy & Protein Drinks, and Vitamins and Nutraceuticals, all developed while maintaining high standards to consistently deliver health benefits to our customers.

Key Highlights of FY 2022-23

- Launched Enerzal Zero Powder
- Introduced Zefrich RTD 10gm to the market
- Completed trials for the infant milk substitute formulations for MumMum 1, MumMum 2, Simyl MCT, and Simyl LBW to meet the regulation of the FSSAI and successfully shifted to the commercial level production
- Unveiled the immunity-boosting drink R5
- Fortified Enerzal Powder with Natural Vitamin C, Ginseng & Zinc, completing a trial for product stability
- Froze AV-Uti formulation and scheduled upcoming trials
- Developing other products, including Enerzal with juice concentrate in all RTD formats, Simyl MCT Oil fortification, MumMum 1 fortification, and Humyl reformulation

Some of the market leading brands under our functional food division are:

Electral



Enerzal

Humyl

MumMum 1

ProSoyal

Simyl

Zefrich

ACTIVE PHARMACEUTICAL INGREDIENTS (APIS)

We have gained recognition for our expertise in producing affordable APIs of exceptional quality. Our API formulation follows a stringent ICH (International Council for Harmonization) approach. The manufacturing facilities for API production at FDC have received approval from major regulatory agencies, including the US-FDA and WHO-GMP, further validating our commitment to maintaining excellence in our operations.

Key Highlights of FY 2022-23

9
APIs Developed

18
Commercialized APIs

10 USDMSS & **14** CEPS
Filed for APIs

TECHNOLOGICAL PROWESS

Blow, Fill & Seal (BFS) Technology

Utilization of BFS technology ensures a heightened level of asepsis for ophthalmic product bottles as they are created, filled, and sealed in one seamless operation, eliminating the need for human interference.

Fluidized Bed Processor (FBP) Technology

Our product development incorporates FBP technology for in-house manufacturing of environmentally responsible pallets with sustained or delayed release properties, subsequently filled into capsules to produce the final finished product.

Bi-layer Tablet Technology

Employing Bi-layer Tablet technology, we create tablets that combine multiple drug components, ensuring compatibility between them and providing patients with a unified treatment.

2D Barcoding System

In accordance with the stipulations outlined by DFGT regulations, the organization has implemented a sophisticated 2D barcoding system. This system serves the purpose of establishing a comprehensive parent-child linkage among the primary, secondary, and tertiary packaging components of the products intended for export consignments.

Quality Control Laboratories

Equipped with advanced instruments such as HPLC, GC, ICP-MS, LCMS, and GC-MS, our state-of-the-art quality control laboratories conduct rigorous testing to ensure accuracy and reliability of the data. Implementing a Paperless Laboratory Concept with LIMS and E-Lab Notebook reinforces compliance measures and enhances data security within our operations.

DETAILS OF OUR MANUFACTURING PLANTS

01 ROHA

156 MT
Total Plant Capacity

02 WALUJ

1 Million
Oral Liquid - PET/Glass Bottles/ Per Month

3 Million
Ophthalmic Section - LDPE bottles/ Per Month

7.5 Million
Powder Section - ORS Sachets/ Per Month

03 GOA I & II

17.5 Million
Solid Dosage - Tablets/Per Month

2 Million
Solid Dosage - Capsules/Per Month

8.5 Million
Oral Powder - Sachets/Per Month

04 GOA III

84 Million
Tablets - Blisters/Strips/HDPE Bottles/Per Month

05 SINNAR

125 Million
ORS Sachets/Per Month

28 Million
Food-Powder Sachets/Per Month

1,50,000
Food-Liquid/Per Month

06 BADDI

7,50,000
Oral Liquid - Bottles/Per Month

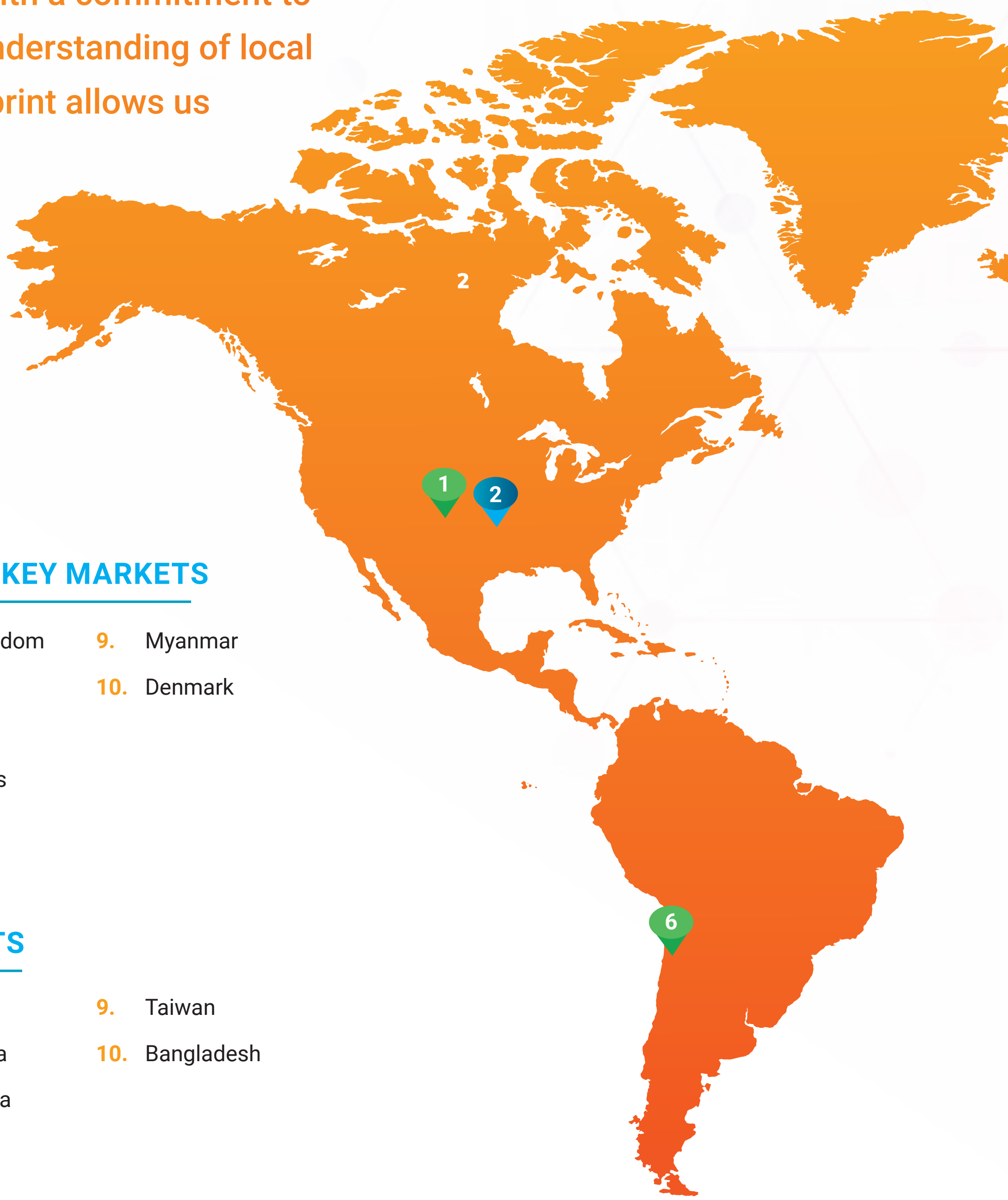
330 Million
Solid Dosage - Tablets/Per Month

7,50,000
Solid Dosage - Dry Syrup Powder (Bottles)/Per Month

OUR GLOBAL FOOTPRINT

Excellence beyond Borders

Our global footprint extends across continents, with a strong presence in key markets worldwide. Through strategic partnerships and distribution networks, we reach customers in diverse regions, enabling us to serve a wide-ranging international clientele. With a commitment to excellence and a deep understanding of local markets, our global footprint allows us to make a positive impact on a global scale.



EXPORT FORMULATIONS - KEY MARKETS

1. USA
2. Ethiopia
3. Malaysia
4. New Zealand
5. United Kingdom
6. Chile
7. Tanzania
8. Netherlands
9. Myanmar
10. Denmark

EXPORT API - KEY MARKETS

1. Japan
2. USA
3. Germany
4. Switzerland
5. France
6. South Korea
7. Saudi Arabia
8. Spain
9. Taiwan
10. Bangladesh

Disclaimer: This map is a generalized illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

STRATEGIC BRILLIANCE

Paving the Path to Delivering Excellence

We, at FDC, have taken strategic initiatives such as exploring new markets, establishing strong partnerships, and adopting innovative marketing and sales approaches tailored to the domestic and international context. After the domestic market, our key share in the global market is led by the United States. Furthermore, our products are exported to more than 50 countries worldwide, mainly sub-categorized in five regions: North America, UK-Europe, Africa, Asia, South Africa and CIS region.

STRENGTHENING THE INTERNATIONAL MARKETS

THE US MARKET – THE LARGEST EXPORT MARKET FOR FDC

The US market plays a crucial role in the Company's export business in terms of both value and volume. The US market's high margins compared to other markets contribute significantly to the overall export revenue.

- Strengthening the ophthalmic solution business in view of the increasing demand in the market
- The Company's partners in the US market have successfully revived the sales post-Covid-19 pandemic of key ophthalmic solutions like Timolol 0.5%, Ciprofloxacin 0.3%, Ofloxacin 0.3% and Dorzolamide 2%
- Optimizing the production batch sizes and supply-chain by increasing production to stabilize the price pressure

UK MARKET

FDC operates in the UK region through its subsidiary FDC Internationals UK. The recent slowdown in the market impacted the business in the previous financial year owing to high inventory of competitor stocks of particular products. However, we keep our base strong in such instances and keep the wheel running

- Filed additional products in the ophthalmic space for FY 2023-24, along with certain non-ophthalmic products being evaluated for the market
- Providing trusted anti-diarrheal and ophthalmic products to respected global NGOs, including UNICEF-Denmark, MSF-France/Belgium, and WHO

ASIAN MARKETS

During the FY 2022-23, we achieved remarkable growth and success in the Asia region. The total business of the Company in Asia amounted to approximately ₹ 38.38 Crore, indicating a remarkable growth rate of 83% compared to the previous financial year. As the Company already has a strong presence in Asia, it can explore new markets and expand its reach globally.

- Focusing on strengthening the Ophthalmic and Oral Rehydration Salt business as these are the prime contributor of export business in the region

- Achieved a significant milestone in terms of entering medical devices segment in Asia with successful registration of I Lube Eye Drops - Polyvinyl Alcohol BP 1.4% w/v + Povidone BP 0.6% w/v in Malaysia
- Launched four ophthalmic products in Uzbekistan and expanded our presence in the CIS region
- Planning to extend products, including finished formulations and medical devices to Southeast Asia and CIS regions

AFRICAN MARKETS

The African region experienced a significant increase in business revenue during the FY 2022-23, with a 49% growth that amounted to ₹ 38.20 Crore. This impressive achievement represents 22% of the total exports, showcasing a prosperous contribution to the revenue.

- Launched and commercialized Electral Zinc kit in ten African countries viz., Ethiopia, Tanzania, Uganda, Botswana, Lesotho, Mauritius, Congo, Guinea, Senegal, and Mauritania
- Anticipated Electral Ready-to-Drink and Electral Z powder in single sachets will further propel the segment to ₹ 16 Crore

KEY PRODUCTS LAUNCHED IN GLOBAL MARKET

PRODUCT NAME
Brimonidine Tartrate ED 0.2%W/V 5ML (OM)
COUNTRY
Oman

PRODUCT NAME
Ioprost Eye Drops 2.5 ML SPIKE (TT)
COUNTRY
West Indies

PRODUCT NAME
Nepapix Eye Drops 5ML (TT)
COUNTRY
West Indies

PRODUCT NAME
Flunarizine Tablets 5 MG 10T (OM)
COUNTRY
Oman

PRODUCT NAME
Moisol Eye Drops 10ML (BH)
COUNTRY
Bahrain

PRODUCT NAME
Allerfix Eye Drops
COUNTRY
New Zealand

PRODUCT NAME
Iotim-B Eye Drops 5 Ml
COUNTRY
Uzbekistan

PRODUCT NAME
Iobrim Eye Drops
COUNTRY
Uzbekistan

PRODUCT NAME
Mosi Eye Drops
COUNTRY
Uzbekistan

PRODUCT NAME
Mosi-D Eye Drops
COUNTRY
Uzbekistan

A CLOSER LOOK AT OUR FINANCIALS

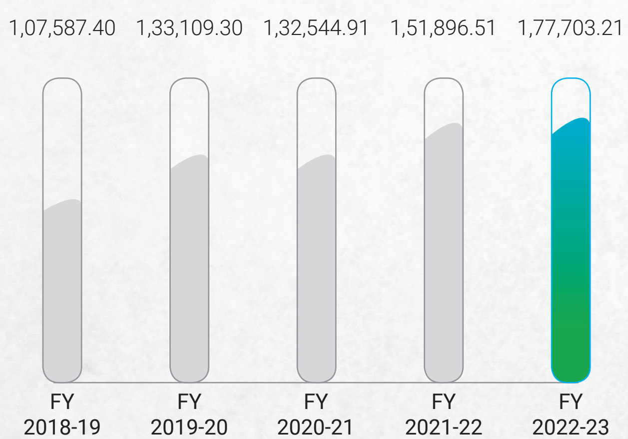
Thriving with Excellence

Our resilient financial performance can be attributed to its long-standing presence in the market, which has fostered brand loyalty and a strong customer base. Our wide geographical presence allows us to tap into diverse markets, reducing the impact of regional economic fluctuations. As inflation stabilizes, we are now better positioned to manage costs and maintain profit margins. Also, the successful price revisions will contribute to our revenue, ultimately propelling the overall financial resilience and growth.

Revenue Mix (%)

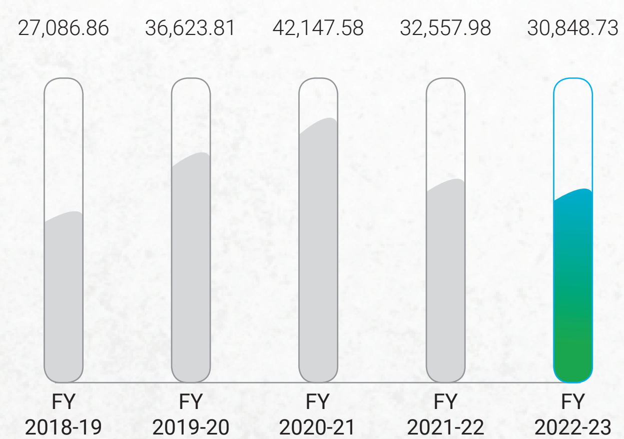
Revenue from Operations

(₹ in Lakhs)



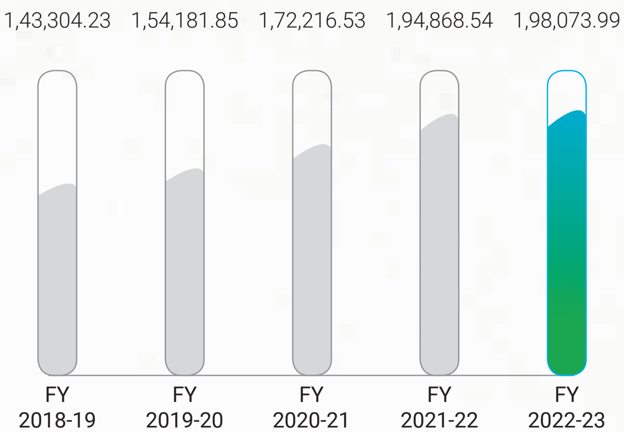
EBITDA

(₹ in Lakhs)



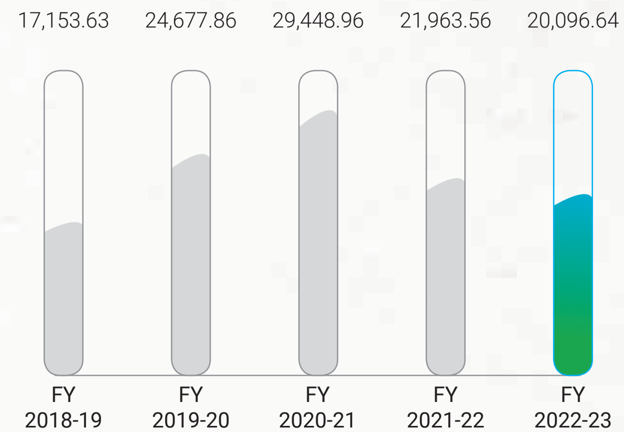
Net Worth

(₹ in Lakhs)



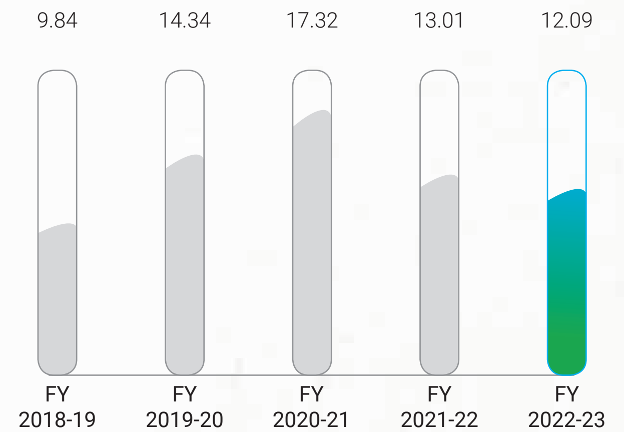
Net Profit After Tax

(₹ in Lakhs)



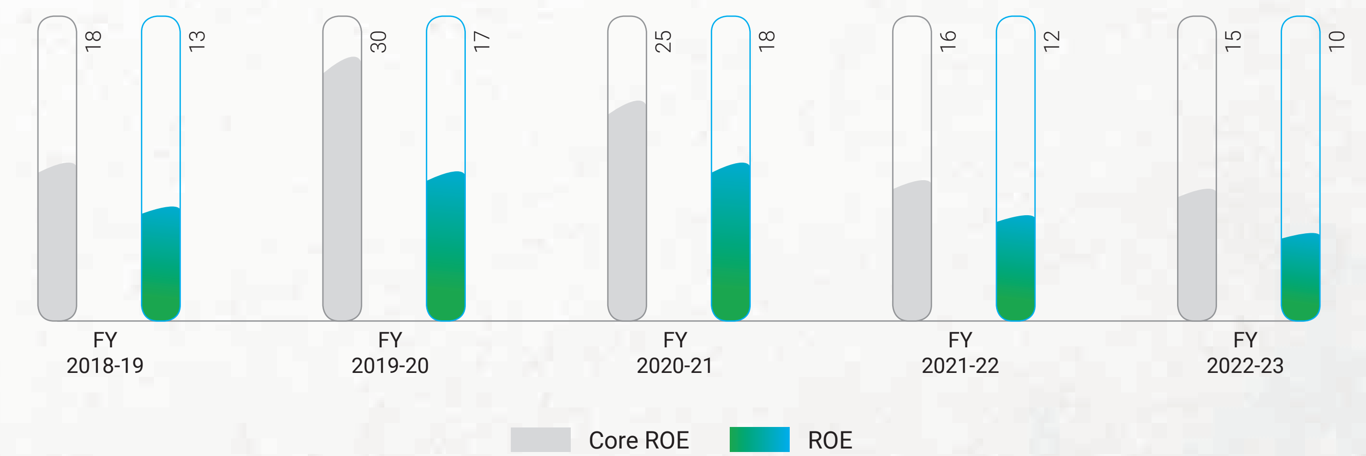
Earnings Per Share

(₹)



Core Return on Equity and Return on Equity

(₹ in Lakhs)



OUR ESG JOURNEY UNFOLDED

Catalysts of Excellence

> **As we continue to drive profitability through our business, it is incumbent upon us to conscientiously contribute to the advancement of a more prosperous world, embracing our commitment to sustainability.**

FDC is deeply committed to its ESG (Environmental, Social, and Governance) endeavors, recognizing the importance of responsible business practices. Through various initiatives, we strive to reduce our environmental impact, implement sustainable business operations, and promote eco-friendly technologies. Additionally, we prioritize social initiatives by fostering diversity and inclusion, ensuring the well-being of our employees, and actively engaging with local communities. Our strong governance framework ensures transparency, accountability, and ethical decision-making, guiding us towards a more sustainable and responsible future.

Environmental Sustainability

Amidst bustling industry, our Company embraces the environment's vital role, seeking harmony between progress and preservation. With a drive for efficiency and innovation, we unite to create eco-friendly solutions, envisioning a sustainable future. Our mission is clear: leaving a greener, cleaner legacy for generations to come, woven into our journey with care and responsibility.

Climate Change and Carbon Emission

FDC is committed to conserving the environment and mitigating climate change. We aim to build the resilience to climate risks, while realizing the opportunities of transitioning to a low carbon future for the pharmaceutical sector. We have implemented a number of strategies to reduce our carbon emissions, including:

- Switching to briquette & light diesel oil (LDO)-fired boilers from conventional furnace oil-fired boilers
- Switching to an electric-based hot water system instead of a high-speed diesel (HSD)-fired system
- Installed eco-efficient biomass briquette-fired steam boilers in our plants as the primary source of steam
- installed a rooftop PV solar system with a total capacity of 2.5 MWp
- Sandwiching most roofs with Rockwool insulation to achieve a temperature gradient of up to 8-10 degrees Celsius. This helps to maintain ambient conditions below 30 degrees Celsius without air conditioning, which saves electricity and reduces carbon emissions

Air and Water Pollution

We are aware of the environmental impact of our plants' emissions and waste disposal. We have taken steps to reduce these risks from the start of our operations, and we continue to reinforce these practices.

FOR AIR POLLUTION

Air Pollution Control Measures and Technologies

Cyclone Separator

A cyclone separator is a crucial device used to separate solid particulate matter from boiler flue gases.

Benefits

- By maximizing the filtration of boiler flue gases, cyclone separators significantly contribute to reducing environmental pollution
- The separation of solid particles prevents their release into the atmosphere, thus minimizing air pollution and potential health hazards

Dust Collector

Dust collectors are employed to separate and collect dust generated during manufacturing and filling processes.

Benefits

- Reduced dusting in manufacturing and filling areas enhances the health and safety of workers
- Prevents dust accumulation on machine parts, promoting optimal machinery performance and reducing breakdowns
- Collected dust is handed over to authorized solid waste management agencies, ensuring proper disposal and reducing environmental impact

Wet Scrubbers

Wet scrubbers are used to cleanse solvent fumes emitted from process equipment.

Benefits

- Wet scrubbers effectively eliminate hazardous solvent fumes, preventing their release into the atmosphere and improving air quality
- This technology aids in maintaining a safe and Environmental friendly workspace by reducing harmful emissions

FOR WATER POLLUTION

Water Pollution Control Measures and Technologies

- *Water usage:* The Company constantly monitors water usage and enhances the use of treated water to minimize reliance on freshwater sources
- *Effluent treatment plants:* The Company has upgraded the effluent treatment plants through constant investments. This has resulted in cleaner effluent
- *Dissolved air flotation unit:* A dissolved air flotation unit is used in the effluent treatment plant to separate emulsified items like oil, grease, and ghee from the effluent feed water. This results in cleaner effluent for further treatment
- *Reverse osmosis and multi-effect evaporator:* A reverse osmosis and multi-effect evaporator (RO-MEE) system is operational at the API plant to treat high-pollutant and low-pollutant streams. This system helps to achieve zero liquid discharge

FOR NOISE POLLUTION

Noise Pollution Control Measures and Technologies

Utilities like diesel generators, air compressors, and blowers, among others which cause noise pollution are covered with acoustic enclosures.

Water Management

In our water conservation initiatives, we have diligently embraced the 4R principles of Reduce, Reuse, Recycle, and Recharge. By prioritizing these principles, we remain steadfast in our commitment to minimize water usage in our operations. Our dedicated efforts revolve around incorporating these principles into our daily practices.

Reduce	Reuse	Recycle	Recharge
• High-pressure water cleaning system • Auto water dispensing taps for hand wash • Auto CIP system for process equipment	• Boiler steam condensate water recovery system • ETP treated water for toilet flushing • RO reject water for toilet flushing	• Effluent treatment plants (ETPs) • Sewage treatment plant	• Rainwater harvesting and ground water recharging system

~0 Liquid Discharge

Status Achieved for Roha Facility

1.80 Lakhs

Approx. Savings from Treated Effluent for Toilet Flushing

0.45 Lakhs

Approx. Savings from RO Reject for Toilet Flushing

Deforestation

To address the potential pollution resulting from plant emissions and waste, we initiated tree plantation programs within the vicinity of our factory premises. Through these efforts, we aimed to establish a denser green belt, effectively curbing pollution in the plant areas and contributing to a significant reduction in environmental impacts.

~ 1,000

Teak Wood Trees Planted within Waluj & Sinnar Plant Premises

~25-30%

Factory Premises Covered with Green Corridor

~ 2,000

Trees Planted in the Premises of All Manufacturing and R&D Plants

Energy Efficiency

We have implemented numerous measures to boost energy efficiency across our operations. As we expand our production units, we closely monitor our energy consumption patterns and tailor our energy conservation strategies accordingly. Measures undertaken:

- *Energy-efficient utility equipment:* The Company has installed energy-efficient utility equipment, such as HVAC chillers, air compressors, boilers, fans, pumps, and motors. This has resulted in significant energy savings, with an estimated 20% to 40% reduction in electrical energy consumption
- *LED lighting:* The Company has replaced most of the existing lighting with energy-efficient LED lights. Also for any new project, energy efficient LED lights are used. This further reduced energy consumption by an estimated 50%
- *Rooftop solar systems:* The Company has installed rooftop solar systems with an approximate capacity of 2.5 MWp. These systems have generated 32.30 Lakhs of units and saved ₹ 1.16 Crore for FY 2022-23
- *Boiler steam condensate water recovery system:* The Company has installed a boiler steam condensate water recovery system. This system recycles the thermal energy and water from the boiler, which helps to conserve energy and water
- *Energy-efficient ceiling fans:* The Company has replaced its existing conventional ceiling fans with energy-efficient BLDC fans. This has resulted in an estimated 50% reduction in electrical energy consumption
- *Insulated roofing for stores area:* Installed sandwiched Rockwool insulated rooftops to achieve temperature gradient up to 8-10 degrees Celsius without air conditioning system
- *On-site Nitrogen gas generator:* Installed centralized Nitrogen gas generator at Roha (API) to achieve long-term low operating cost

2.5 MWP

PV Solar System (Roof Top) Installed

32,30,969 KWH

Solar Electricity Generation

Waste Management

Waste generated from the ETP as well as the product manufacturing process is safely handed over to the authorized Common Hazardous Waste Treatment, Storage and Disposal Facility (CHWTSDF) at respective locations.

PLASTIC WASTE MANAGEMENT UNDER EPR POLICY

Extended Producer Responsibility (EPR) is an environmental protection strategy that shifts the responsibility for managing a product's end-of-life from the consumer to the producer. This means that the producer is responsible for the collection, recycling, and disposal of their products, which can help to reduce the environmental impact of the product.

- In India, the Extended Producer Responsibility (EPR) policy places financial and physical responsibility on producers, importers, and brand owners who deal with significant amounts of plastic to treat or dispose of post-consumer products
- As a brand owner, FDC Limited holds the responsibility for recycling the plastic materials (rigid/flexible/multilayer) used in our products
- To fulfil this obligation, we have entered into an agreement with an authorized plastic recycler
- The recycler will collect and recycle an equivalent amount of waste plastic from each state where our products are sold

SOCIAL IMPACT

We deeply acknowledge the significance of communities as an integral part of our business environment. We take great care in closely monitoring our business's impact on them and are committed to making positive contributions towards uplifting their lives. To ensure their progress and well-being, we invest in our communities and place substantial emphasize on our social development commitments.

Community Investments: Creating Lasting Impact

Our commitment to community investments goes beyond philanthropy. Through strategic initiatives in education, healthcare, and economic development, we aim to create a lasting impact on the communities we serve.

FDC Comprehensive Rural Development Project

FDC's Comprehensive Rural Development Project (FDC - CRDP) is undertaken in partnership with BAIF Institute's Sustainable Livelihoods and Development (BISLD) program, aimed at enhancing the well-being of residents in the peripheral villages around Sinnar District, Nashik. This project encompasses a range of activities, including forestry plantations, improved agriculture, and livestock development, among others.

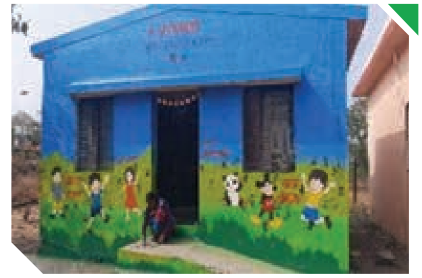
89 lbs Work Completed in Sulewadi Village

Three Core Wall Gabion Structure Work Done in Sulewadi Village

Sweet Corn and wheat Cultivation under Improved Agriculture

Distribution of Mineral Mixture and Silage Bag under Livestock Development Program

Wall Painting and Distribution of Sports Material & Educational Games in Zilla Parishad School at Sulewadi Village



Kandap Machine Provided under Income Generation Activity to Woman SHG in Manegaon

Three Farmers Supported Bio Gas Unit in Baragaon Pimpri village

Medical Care for Rehabilitation of Street Youth through SUPPORT

The program is dedicated to providing support and rehabilitation for youth struggling with drug consumption, with the society taking on the responsibility for their well-being. In the reporting period, 48 children and youth successfully completed the detox camp and proceeded to participate in the rehabilitation program and vocational training center. Moreover, SUPPORT organized a medical program in conjunction with the rehabilitation initiatives for the children and youth. During the same period, 52 children underwent IQ tests at Sion Hospital, Mumbai.

Support Medical Staff with the Boy in Hospital (June 2022)

Malaria Camp at Girls' Center (July 2022)

FDC'S Support to Jankalyan Foundation, Mumbai

FDC provided valuable assistance to JANKALYAN FOUNDATION in organizing a medical camp that encompassed blood donation, health check-ups, free eye check-ups, as well as the distribution of wheelchairs to handicap people and hearing aids for senior citizens at no cost.

FDC'S Support to 'Late Digambarrao Padvi Ashram Shala' in Palghar District

In an effort to support education and provide nourishing meals to the underprivileged, the Company has forged a partnership with Late Digambarrao Padvi Ashram Shala in Palghar District. Financial aid is being provided to the Trust of the Ashram Shala, enabling the empowerment of differently abled individuals and children from disadvantaged backgrounds. This assistance is utilized for various purposes, including the maintenance and repair of the Ashram facilities, the installation of solar heaters, and the implementation of a nutrition program, among others.

FDC'S Support to Anvi Medical & Educational Foundation

To promote education and community mobilization to the underprivileged, the Company has been associated with Anvi Medical & Educational Foundation. Foundation is engaged in the activities of constructing schools and providing vocational training, and self-employment training in rural areas of Mumbai and the suburban district.

FDC'S Support to Karmaputra Charitable Trust

The Company has partnered with the Karmaputra Charitable Trust to promote awareness of legal rights, education, and the empowerment of women throughout India.

FDC's Support to AIDS Combat International (ACI)

The Company supported AIDS Combat International (ACI), an NGO, Mumbai for Breast Cancer Surgery for patients

Other Initiatives

The Company made several contributions to support various social causes. It actively participated in aiding national relief efforts by contributing to the Prime Minister's National Relief Fund. Additionally, it showed its commitment to promoting cleanliness and hygiene by contributing to the Swachh Bharat Kosh. Moreover, the Company provided support to the Omkar Andh-Apang Samajik Sanstha, facilitating the distribution of food and grains to impoverished and vulnerable individuals.

Fundamentals of Our Human Resource Management

Employee Engagement: Our initiatives to enhance employee engagement have significantly reduced attrition rates. Our goal is to create a motivating and inspiring work environment for our employees.

Gender Diversity: Embracing diversity is a top priority at FDC, and we promote equal opportunity for all, irrespective of gender, caste, religion, geography, physical abilities, or sexual orientation. Our inclusive workforce fosters cross-cultural collaboration skills for overall development, guided by our core pillars of teamwork, achievement, respect, and knowledge.

Human Rights: Honesty, integrity, and compliance with laws and regulations form the foundation of our human rights policy. We adhere to the Universal Declaration of Human Rights and protect our employees' interests through strict adherence to relevant laws.

Labor Standards: At FDC, we ensure fair treatment and strictly prohibit discrimination. Our comprehensive benefits package includes medical insurance, accident insurance, leave benefits, pension scheme, provident fund, and transportation. We also prioritize a secure work environment with strong grievance redressal policies on 'Prevention of Sexual Harassment' to safeguard our female employees.

6,372

Total Workforce

Director's Report

Dear Members,

Your Directors take pleasure in presenting the 83rd Annual Report together with the Audited Accounts of FDC Limited ("the Company/your Company") for the year ended March 31, 2023 ("the Year").

1. FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Revenue from Operations	**1,77,703.21**	**1,51,896.51**	**1,78,375.02**	**1,52,791.95**
Other income	5,391.16	7,873.35	4,985.56	7,609.49
Total Income	**1,83,094.37**	**1,59,769.86**	**1,83,360.58**	**1,60,401.44**
Profit (before finance costs and depreciation/ amortization)	**30,848.73**	**32,557.98**	**30,082.99**	**32,978.17**
Finance costs	403.86	304.79	408.72	308.95
Depreciation and amortization	3,875.76	3,708.11	3,893.94	3,730.21
Profit Before tax	**26,569.11**	**28,545.08**	**25,780.33**	**28,939.01**
Less: Taxation				
-Current Tax	6,900.00	6,800.00	6,902.05	6,854.71
-Deferred Tax	(427.53)	(218.48)	(504.53)	467.81
Profit After Tax	**20,096.64**	**21,963.56**	**19,382.81**	**21,616.49**
Other Comprehensive Income/(Loss) for the year	72.04	764.62	84.58	699.70
Total Comprehensive Income/(Loss) for the year	**20,168.68**	**22,728.18**	**19,467.39**	**22,316.19**
Earnings per equity share (Basic & Diluted) (Face value ₹1)	**12.09**	**13.01**	**11.66**	**12.81**

2. COMPANY'S PERFORMANCE

On a consolidated basis, your Company achieved a total income of ₹ 1,83,360.58 Lakhs for FY 2022-23 as against total income of ₹ 1,60,401.44 Lakhs in the previous year. Your Company reported a net profit of ₹ 19,382.81 Lakhs for FY 2022-23 against a net profit of ₹ 21,616.49 Lakhs for the previous financial year.

On a standalone basis, your Company achieved a total income of ₹ 1,83,094.37 Lakhs for FY 2022-23 as against total income of ₹ 1,59,769.86 Lakhs in the previous year. Your Company reported a net profit of ₹ 20,096.64 Lakhs for FY 2022-23 against a net profit of ₹ 21,963.56 Lakhs in the previous financial year.

3. TRANSFER TO RESERVES

During the year, the Company had transferred the amount of ₹ 50,000 Lakhs from Retained Earnings to General Reserves.

4. CHANGE IN NATURE OF BUSINESS:

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

5. SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2023 is as follows:

Subscribed and Paid-up share capital :	March 31, 2023	March 31, 2022
16,59,10,084 (Previous year 16,88,10,084) Equity shares of ₹ 1 each, fully paid-up	16,59,10,084	16,88,10,084

(During the year the Company had Bought back its 29,00,000 Equity Shares through Stock Exchange. The buyback was approved by board of directors at their meeting held on February 09, 2022 and Completed on May 12, 2022).

6. DIVIDEND

The Company has not declared Dividend during the financial year ended March 31, 2023.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is available on the Company's website at https://www.fdcindia.com/pdf/policies/DIVIDEND_DISTRIBUTION_POLICY_OF_FDC_LIMITED.pdf.

7. Management Discussion and Analysis FY 2022-23

The Management of the Company presents the analysis of the Company's performance for the financial year ended on March 31, 2023, and its outlook for the future. This outlook is based on an assessment of the current business environment. It may vary due to future economic and other developments, both in India and abroad.

WORLD ECONOMIC OUTLOOK, APRIL 2023: A ROCKY RECOVERY

The baseline forecast is for growth to fall from 3.4% in 2022 to 2.8% in 2023, before settling at 3.0% in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5% in 2023 with advanced economy growth falling below 1%. Global headline inflation in the baseline is set to fall from 8.7% in 2022 to 7.0% in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

(Source: World economic outlook, IMF report as per April 2023 Report)

INDIAN ECONOMY OVERVIEW

As per the World Bank, India's growth continues to be resilient despite some signs of moderation. The update notes that although significant challenges remain in the global environment, India maintains its position as one of the fastest-growing economies in the world. The overall growth remains robust and is estimated to be 6.9% for the full year, with real GDP growing 7.7% year-on-year during the first three quarters of FY 2022-23. There were some signs of moderation in the second half of FY 2022-23. Growth was underpinned by strong investment activity bolstered by the Government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7% in FY 2022-23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

ECONOMIC OUTLOOK

After real GDP contracted in FY 2020-21 due to the COVID-19 pandemic, growth bounced back strongly in FY 2021-22, supported by accommodative monetary and fiscal policies and wide vaccine coverage. Consequently, in 2022, India emerged as one of the fastest-growing economies in the world, despite significant challenges in the global environment – including renewed disruptions of supply lines following the rise in geopolitical tensions, the synchronized tightening of global monetary policies, and inflationary pressures.

In FY 2022-23, India's real GDP expanded by an estimated 6.9%. Growth was underpinned by robust domestic demand, strong investment activity bolstered by the Government's push for investment in infrastructure, and buoyant private consumption, particularly among higher income earners. The composition of domestic demand also changed, with Government consumption being lower due to fiscal consolidation.

Since Q3 FY 2022-23, however, there have been signs of moderation, although the overall growth momentum remains robust. The persisting headwinds – rising borrowing costs, tightening financial conditions and ongoing inflationary pressures – are expected to weigh on India's growth in FY 2023-24. Real GDP growth is likely to moderate to 6.3% in FY 2023-24 from the estimated 6.9% in FY 2022-23.

Both the general government fiscal deficit and public debt to GDP ratio increased sharply in FY 2020-21 and have been declining gradually since then, with the fiscal deficit falling from over 13% in FY 2020-21 to an estimated 9.4% in FY 2022-23. Public debt has fallen from over 87% of GDP to around 83% over the same period. The consolidation has largely been driven by an increase in revenues and a gradual withdrawal of Covid-19 pandemic-related stimulus measures. At the same time, the Government has remained committed to increasing capital spending, particularly on infrastructure, to boost growth and competitiveness.

(Source: IMF data Analysis as updated on July 12, 2023)

GLOBAL PHARMACEUTICALS INDUSTRY ANALYSIS AND TRENDS 2023

The global pharmaceutical market is expected to grow in the upcoming years despite recent slowdowns in key markets across the globe. This is attributed to the aging and growing population, rising income levels, emerging medical conditions, and the emergence of new diseases.

As per the research, the global pharmaceutical industry will be worth US$ 1.57 Trillion by 2023. The growth in this market is predicted on the basis of various factors like market drivers, current and upcoming trends, the current growth pattern, and market challenges.

In 2023, North America is expected to retain its leading position in the global pharmaceuticals market, with a market share of 45.33%, demonstrating an increase in its market share as compared to 2017. Europe, on the contrary, is expected to see a decline in its market share compared to 2017 and be worth 20.24% of the global pharma industry in 2023. The Asia-Pacific region's pharmaceuticals market is expected to retain its second position with a market share of 24.07% in 2023. Latin America and the Middle East, and Africa (MEA) are expected to retain 7.53% and 2.96% market share of the global pharmaceuticals market in 2023.

(Source: ReportLinker.com Mar' 23)

INDIAN PHARMACEUTICAL INDUSTRY

The Indian pharmaceutical market has grown by 7.9% in FY 2022-23 with a turnover of ₹ 2,005 Billion. In the last nine years, the Indian Pharma sector has grown steadily at a CAGR of 9.43%. India's domestic pharmaceutical market stood at US$ 25 Billion in FY 2022-23. It is likely to reach ~US$ 120 Billion by 2030. According to the Indian Economic Survey 2021, the domestic market is expected to grow three times in the next decade. The pharma sector has been consistently earning trade surplus. The pharmaceutical exports from the country have seen a growth of 3.25% at US$ 25.39 Billion during FY 2022-23, as compared to US$ 24.59 Billion in the previous fiscal year. The Indian ayurvedic products market size reached ₹ 626 Billion in 2022. Looking forward, IMARC Group expects the market to reach ₹ 1,824 Billion by 2028, registering a CAGR of 19.3% during FY 2023-28. The increasing prevalence of medical disorders, rising health consciousness among consumers, and the easy availability of ayurvedic products through online and offline distribution channels represent some of the key factors driving the market. Transformed over the years as a vibrant sector, presently the Indian pharma ranks third in pharmaceutical production by volume. The Indian pharmaceutical industry also plays a significant role globally. India has the highest number of USFDA-compliant pharma plants outside of USA. There are 500 API manufacturers contributing about 8% to the global API industry. In supplying generic medicines, India has a 20% share of the global supply, manufacturing 60,000 different generic brands across 60 therapeutic categories.

(Source: Department of Pharmaceuticals, PwC, McKinsey, AIOCD AWACS, IQVIA, CII, Annual Report 2021-22 of Govt of India DoP)

INDIAN PHARMACEUTICAL EXPORTS

The pharmaceutical exports from the country have seen a growth of 3.25% at US$ 25.39 Billion during FY 2022-23, as compared to US$ 24.59 Billion in the previous fiscal year. India's exports to the world rose 2.37 times in Apr-Feb FY 2022-23. The exports during the year, however, have registered a higher percentage of growth compared to the less than 1% growth in the previous fiscal year. For the month of March, the Indian pharma firms exported US$ 2.48 Billion as compared to US$ 2.38 Billion exports reported in the same month of last year, registering a growth of 4.19% last year.

It may be noted that the Government has earlier fixed a target of US$ 27.4 Billion for pharmaceuticals exports for FY 2022-23 even though the global market have various challenges which has an impact on the exports. The Government is targeting an 11% growth during FY 2022-23, from a commendable growth in exports at US$ 24.4 Billion achieved during FY 2021-22.

On the other hand, the imports of medicinal and pharmaceutical products during FY 2022-23 registered a decline of 10.58%, at US$ 8.11 Billion as compared to US$ 9.07 Billion in the previous fiscal year.

During March, 2023, the pharma imports were at US$ 706.02 Million as compared to US$ 792.44 Million in the same month last year.

The Economic Survey FY 2022-23, released ahead of the Union Budget 2023, has said that pharma exports have performed well to report growth in the recent past, despite the global trade disruptions and drop in demand for Covid-19 pandemic-related treatments.

(Source: Pharmabiz)

INDUSTRY VISION 2025

Road Ahead

The Indian pharmaceutical market is expected to grow to US$ 100 Billion by 2025, driven by increasing consumer spending, rapid urbanization, and raising healthcare insurance, among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases, such as cardiovascular, anti-diabetes, anti-depressants, and anti-cancer that are on the rise.

The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The speedy introduction of generic medicines into the market has remained in focus and is expected to benefit Indian pharmaceutical companies. In addition, the thrust on rural health programs, lifesaving medicines, and preventive vaccines also augurs well for pharmaceutical companies.

(**Source:** Consolidated FDI Policy, Department of Industrial Policy & OTC Growth

Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council)

FACTORS DRIVING INNOVATION AND GROWTH IN PHARMACEUTICAL INDUSTRY

Research and Development (R&D)

R&D is vital to most industries, but it is a priority for the pharmaceutical industry. It allows companies to make new medicines to address evolving, complex, and specialized disorders. Many new drugs are being introduced into the market. As a result, these drugs are highly purchased by the people, providing further growth to the industry. Thus, R&D generates income for the companies but also saves lives. We are witnessing new vaccines being developed for the constantly mutating COVID-19 pandemic virus.

Government Regulations

Government regulations play a significant role in determining the profitability of the pharmaceutical industry. It includes safety standards, certifications, and drug-related laws. It also controls aspects such as pricing, advertisements, and a check on the production of unlicensed drugs.

Each successive Government administration controls the pharmaceutical industry to a different degree. Complying with the strict rules of the regulating bodies cost the pharmaceutical industry Millions of dollars annually.

Consumer Demand

Consumer demand is an essential factor affecting growth in the pharmaceutical sector. Customers are now more educated and have access to accurate drug information. That is why the consistent demand for affordable drugs is rapidly increasing, affecting the pharmaceutical industry's growth directly and indirectly. Consumer demand for pharmaceuticals as maintenance therapy and 'lifestyle' medications that enhance one's health and well-being has grown tremendously. This increase is a significant driver of industry growth. Tailored therapy is becoming a more significant portion of the pharmaceutical market share as genetic testing allows for new, highly targeted therapies for many conditions.

Managed Care and Insurers

Pharmacists in managed care perform functions, including drug distribution, patient safety monitoring, clinical program development, business operations, and cost management. The price of prescription drugs is often paid by healthcare organizations and third-party insurers as consumers. It helps third-party payers negotiate prices for drugs. In this way, the price rates are lowered, thus depressing pharmaceutical industry profit margins.

Branded Drugs and Speciality Medicines

Branded drugs and speciality medicines drive innovation and growth in the pharmaceutical sector. The portion of branded drugs is 75% of the spending on speciality drugs.

Off Patent Drugs

Healthcare reforms help increase the use of generic medicine to facilitate an increase in market size, contributing to the growth of the pharmaceutical sector.

OTC Growth

With an aging population and a trend to buy drugs over the counter without visiting a doctor, the pharmaceutical sector has witnessed significant growth in sales. It is observed that many drugs are re-classified, shifting from prescription-only medications to over-the-counter medications. As that happens, there is an increase in the market size of generic medication.

Innovations in Oncology, Autoimmune Diseases, such as Diabetes

Innovations in oncology, autoimmune, and diabetes treatment in the international pharmaceutical market ensure advancement in treatments and prevention will drive market growth.

Changing Lifestyles

We live in a highly competitive world where life is swift and stressful. Unhealthy eating habits and a lack of daily exercise have resulted in high obesity rates, increased incidences of heart-related diseases, depression, and other physical problems. Today's generation is increasingly resorting to health supplements. It increased the consumption of vitamins and minerals, which is a great growth driver.

Increased Income and Chronic Diseases

With the increase in the middle-class population, both emerging and developed markets mean more disposable income and the expectation of better healthcare solutions. With the growth and digitalization of the pharmaceutical industry, the drivers of growth are easily identified to support the emerging markets with accrued trends across the globe.

(**Source:** Worldhealthcarepharma.com)

***(Source:** BMI, India Biz, Nicholas Hall & Company, IQVIA)*

OPPORTUNITIES IN HEALTHCARE

Healthcare Infrastructure: An additional three Million beds will be needed for India to achieve the target of three beds per 1,000 people by 2025. Also, India will have one doctor for every 800 patients by 2030. An additional 1.54 Million doctors and 2.4 Million nurses will be required to meet the growing demand for healthcare. By 2025, 58,000 job opportunities are expected to be generated in the healthcare sector, while over US$ 500 Billion is anticipated to be spent on medical infrastructure by 2030. India has made strategic interventions in the National Health Mission and the national disease control programs over the years, to ensure quality and affordable healthcare for all.

Medical Devices: The medical devices market is expected to reach US$ 13 Billion by 2025, backed by a rising geriatric population, growth in medical tourism, and the declining cost of medical services

Health Tech: Compared to its physical counterparts, e-pharmacy has emerged in recent years as a superior and more practical strategy for addressing consumer problems and delivering excellent customer solutions. It is anticipated to register a CAGR of 22.20% from 2022 to 2027, when it is expected to reach ₹ 89.47 Billion

(Source: *BMI, Drug Controller General of India, www.researchandmarkets.co)*

COMPANY OVERVIEW

FDC Limited (referred to as 'FDC' or 'The Company') is an established player in the pharmaceutical industry and a pioneer in developing specialized formulations. The Company holds a leading position in the oral rehydration salt category, along with its ophthalmic range of solutions. The Company's R&D facility is the backbone of its affordable and highly efficient products across various categories. FDC operates actively in India as well as internationally. During FY 2022-23, FDC earned a revenue from operations of ₹ 1,777.03 Crore, out of which revenue from export stood at ₹ 324 Crore.

COMPANY GROWTH

FDC grew by 16%, against domestic industry growth of 7.9%. The Company has crossed ₹ 2,000 Crore mark for the first time in history in IQVIA secondary sales data. Electral has crossed ₹ 400 Crore, sales while Zifi achieved ₹ 350 Crore sales mark and Enerzal reached ₹ 170 Crore. During the year, the Company's anti-infective, gastro-intestinal, vitamins / minerals / nutrients, ophthal and derma segments performed well, registering growth of 16%, 33%, 20%, 19% and 19%, respectively. In FY 2022-23, the incremental value measuredly came from anti-infective, gastro-intestinal and vitamins / minerals / nutrients As per IQVIA data, FDC ranks as the second-fastest growing company among the top 25 corporations on an annual basis.

(Source: IQVIA Secondary Sales Audit March 2023)

EXPORTS

USA

Second to the domestic market, FDC derives its majority of revenues from the US market. The Company's U.S. sales have exhibited significant growth over the past financial year, and the sales are gradually inching back to pre-Covid-19 pandemic levels. The Company's partners in the US market have successfully revived the sales post-Covid-19 pandemic of key products like Timolol 0.5% ophthalmic solution, Ciprofloxacin 0.3% ophthalmic solution, Ofloxacin 0.3% ophthalmic solution & Dorzolamide 2%, Timolol 0.5% ophthalmic solution. FDC has also benefited from the support extended by the operations team in increasing the production cycles and batch sizes of Dorzolamide 2%, Timolol 0.5% ophthalmic solution 10 ml to support the increasing volume requirements of the US customers.

The US Generic Market pricing has been under pressure due to higher competitive intensity in the form of a rise in the number of drug approvals, increasing interest rates, market consolidation, and an increase in competition with each passing year. Cost pressures will remain in the near-term, and the Company will endeavor to optimize its supply chain by increasing the production batch sizes wherever possible to stabilize the price pressure in the base business of generic ophthalmic product sales. FDC is confident of sustained growth in the US market, despite the challenges of price deflation and the continually changing market scenario among stricter regulatory controls.

UK

FDC International UK, the 100% subsidiary of FDC Limited, India, generated a total revenue of GBP 1.06 Million through sales of key products like Sodium Cromoglicate 2% Eye drops 13.5 ml, Chloramphenicol 0.5% Eye drops 10 ml & Timolol 0.5% Eye drops 5 ml against the revenue of GBP 1.46 Million of the last financial year.

The sales were affected owing to high inventory of competitor stocks for Sodium Cromoglicate 2% Eye drops 13.5 ml, one of the top selling products in the UK market. Also, significant unforeseen delays in getting batch releases from the UK testing laboratory, facing issues with their personnel, have affected sales in FY 2022-23. Corrective measures have been taken swiftly, and additional labs have been actioned and approved by the UK technical team.

Additional products in the ophthalmic space are being filed in FY 2023-24. Apart from this, certain non-ophthalmic products are also being evaluated to be included into the UK basket.

FDC continues to supply its anti-diarrheal and ophthalmic products to reputed global NGOs. These NGOs include UNICEF-Denmark, MSF-France/Belgium, and WHO. Additionally, the Company supplies its products to local NGOs and Government bodies in Africa & Southeast Asia, and Oceania, thus maintaining its reputation of being one of the preferred suppliers for emergency supplies worldwide.

New product registrations have been received in ROW countries, and there are several other products in the pipeline awaiting registration.

Asia

In FY 2022-23, FDC experienced significant growth and success in the Asia region. The Company's total business in Asia reached approx. ₹ 38.38 Crore, reflecting an impressive growth rate of 83% compared to the previous financial year.

Among the countries in the Asia region, Malaysia, New Zealand, Myanmar, Australia, and Hong Kong emerged as the key contributors, accounting for approximately 88% of FDC's business in Asia. Malaysia stood out as the highest contributor, with a remarkable growth rate of 247% over the last year.

New Zealand's market continued to be a consistent major contributor to the Company's Asia business. This year, FDC achieved ₹ 10.8 Crore in New Zealand, demonstrating a growth rate of 63% compared to the previous year.

The Company's sales turnover in Myanmar reached ₹ 5.2 Crore, with its flagship brand 'Electral' experiencing exceptional growth at a rate of 149% over the previous year.

Ophthalmic and ORS remain the prime categories that drive FDC's export business in the region. Among the Company's top 10 products, which collectively contributed to 70% of the total business in Asia, notable brands include the Electral range, Salmodil syrup, Latanoprost 0.005% Eye Drops, and Chloramphenicol 0.5% Eye Drops.

Additionally, the Company is pleased to announce the successful registration of I Lube Eye Drops - Polyvinyl Alcohol BP 1.4% w/v + Povidone BP 0.6% w/v in Malaysia. This marks a significant milestone for FDC as it takes its first step into the medical devices segment in Asia.

In line with FDC's strategic growth initiatives, it successfully launched its business in Uzbekistan by introducing four products from our ophthalmic range, expanding its reach and strengthening its presence in the CIS region.

As FDC advances, it remains committed to pursuing growth opportunities, by establishing its products in Southeast Asia & CIS region. This includes both finished formulations and medical devices. With a solid foundation in the Asia region, the Company is well-positioned to capitalize on emerging markets and expand its global footprint.

Africa

In FY 2022-23, the Africa region registered a business of ₹ 38.20 Crore, a growth of 49% over the previous year and contributing 22% to overall exports.

FDC's presence is in 21 countries, with the top countries contributing (Ethiopia/Tanzania/Zimbabwe/Botswana / Uganda) to 82% of regional sales.

With the successful launch of the electral zinc kit (9.2 Crore) registered and commercialized in ten African countries (Ethiopia/Tanzania/Uganda/Botswana/Mauritius/Congo/ Guinea/Senegal, and Mauritania/Lesotho), further with the launch of Electral Ready to Drink & Electral Z powder in single sachets, will further propel the segment to ₹ 16 Crore.

RESEARCH AND DEVELOPMENT

Formulations

The R&D formulations team at FDC Limited is committed to developing quality products at affordable prices at a faster pace. The team constantly innovates to develop top-quality pharmaceutical products for both domestic and global markets. The scientists are engaged in developing new, simple and complex products using innovative technologies and robust development strategies. A stimulating work environment provides the impetus to deliver quality products within the stipulated timelines. There is a constant thrust to address patient needs and efforts to develop products for their treatment. The team has successfully developed and transferred challenging, technology intensive complex products from the laboratory to the commercial level. Many products are ready to be developed at R&D and await slots for technology transfer and commercialization.

Key Highlights

- ANDA exhibits batch execution of Bimatoprost Ophthalmic Solution 0.03% and Moxifloxacin Ophthalmic Solution 0.5%
- Exhibit batch execution of Atropine Sulphate ED 1% for the UK market
- ANDA filing of Olopatadine ophthalmic solution 0.1% and 0.2%
- Improvement in process efficiency and yield for ZIFI 200, ZIFI CV and Amodep AT products
- DCGI approval for ORS with Zinc sachets of 4.38g and 21.9g

SYNTHESIS AND ANALYTICAL

FDC's R&D center located at Kandivali (Mumbai) engages in the process of developing niche products, particularly in the areas of ophthalmic, anti-hypertensive, anti-fungal, anti-diabetic, anti-histaminic, bronchodilator and anti-bacterial new chemical entity (NCE). Currently, the Company is also focused on the development of API for COPD, for example, Glycopyrrolium bromide. The work on life cycle management of existing drug substances and the synthesis of generic peptide molecules for treatment of leucoderma (skin pigmentation), osteoporosis and anti-diabetic is also being carried out. These initiatives are aimed at cost effectiveness, backward integration, and meeting regulatory requirements to attain accreditation from various World Drug Regulatory Authorities.

The other highlights of the process of developing generic drug molecules are:

- The R&D center is equipped with a new state-of-the-art peptide development laboratory with advanced equipment
- Development of non-infringing processes
- Usage of environment friendly chemicals
- Analytical method development is performed using UPLC systems
- Application of green chemistry principles for protection of the environment and to reduce aqueous effluents
- Development of desired polymorphs utilizing ultramodern instruments like XRD, LCMS and GCMS systems
- Use of classical chemistry for the development of chiral drugs using advanced parallel synthesizer equipment
- Advanced state-of-the-art new flash and preparative chromatography technique for enhancing purity and yield on a commercial scale
- Implementation of electronic laboratory notebook software with 21 CFR compliance for recording daily experiments. Moving towards state-of-the-art 21 CFR compliant R&D center
- Scale up and technology transfer activities ensure overall chemical safety and the protection of inventions through intellectual property rights. R&D obtained three Indian patents for innovative process development
- Life cycle management of existing products from a green chemistry point of view, yield improvement and cost reduction
- Selective enzymatic process for a single required isomer

NUTRACEUTICALS

R&D foods majorly formulate nutraceutical products, such as non-carbonated water-based beverages and other food products that offer additional health benefits besides their basic nutritional value. Nutraceuticals are derived from natural sources and contain scientifically proven active ingredients that promote health. The demand for nutraceuticals and dietary supplements has been steadily increasing in recent years, due to consumer awareness of the importance of preventive healthcare and as they are seeking natural and alternative ways to improve their well-being. In the global market, nutraceuticals and functional foods have become one of the fastest-growing segments, driving the R&D team to constantly deliver market research and develop new formulations in line with ongoing trends. This enables them to create innovative products that cater to diverse consumer needs and preferences, while ensuring cost-effective solutions.

KEY HIGHLIGHTS

- Enerzal Zero Powder launched
- Zefrich RTD 10gm launched
- Infant milk substitute formulation for MumMum 1, MumMum 2, Simyl MCT, and Simyl LBW trials were completed to match the specifications and requirements as per the Foods for Infant Nutrition Regulation of the FSSAI, and additional changes were made according to market trends by completely removing sugar from the product launched
- Immunity boosting drink R5 launched
- Enerzal Powder fortification with Natural Vitamin C, Ginseng & Zinc; a trial completed product under stability
- AV-Uti formulation frozen; trials scheduled
- Other products such as, Enerzal with juice concentrate in all RTD format, Simyl MCT Oil fortification, MumMum 1 fortification, and Humyl reformulation, among others, are under development

a) G-CSF PROJECT

We have successfully renewed the Test license in Form 29 (No 201538805 dated July 12, 2023 Valid till July 11, 2026) to manufacture Filgrastim bulk product in our GMP approved bioprocess facility for clinical trial purpose.

The necessary SOPs as well as the QMS system have been reviewed and updated and the process validation documentation finalized. We are proceeding with the batches for process validation shortly. There was a holdup due to non-availability of chromatography resins from the supplier which is required for the purification process of G-CSF. The same has been resolved and we have received the said in the last week of July.

As we are proceeding with batches for clinical trial material generation, it was decided to replace old major equipment such as the steam generator & AKTA purification System (both procured almost 20 years back). The task has been completed with both equipments installed and qualified.

We shall now be proceeding with 3-5 batches of Filgrastim to obtain bulk API for process validation studies. These shall be characterized and then filling will be done in DCGI approved facility for the finished dosage form (pre-filled syringe facility) and these same batches will be taken for the stability studies & clinical trials.

b) THIRD GENERATION THROMBOLYTE PROJECT

As informed earlier we have signed a master service agreement with an external party to develop the purification strategy.

The party has completed the fourth milestone i.e optimized intermediate scale up process condition for further scale up and production. The purified sample obtained by the party are being analyzed for activity and then the feasible process will be transferred to our R & D facility at Jogeshwari.

Lab scale upstream processing (10L capacity) was conducted at our R & D bioprocess facility and the cell paste and inclusion bodies required in large quantities by the external party for scale up studies were submitted for final processing.

We are procuring the necessary consumables and reagents for technology transfer of purification strategy by the external party, once the final milestone is completed and selected process is validated by them. The technology shall then be transferred to FDC and necessary training / demonstration will be provided by an external party.

c) Ranibizumab

Due to rising interest in monoclonal antibody segment, the management was keen on Ranibizumab molecule that is related to ophthalmics and used for age-related macular degeneration. In this regard we had scouted and then shortlisted few external parties with technology for the project Ranibizumab. Proposals have been obtained from parties after discussion and the same has been submitted to the management for their review and consideration.

MICROBIAL TESTING LAB

The R&D MTL lab has performed screening of the promising NCEs synthesized in large quantities to ensure that the efficacy observed in primary screening is consistent and reproducible.

Acute oral toxicity studies were conducted on three shortlisted NCEs (HY-27, TNF-18, and HY-13) in Sprague Dawley rats at M/s Vivo Biotech. The report shows that all three moieties are non-toxic and classified as Category 5 or unclassified as per GHS. These molecules, in large quantities, have been handed over to the R&D formulation department for further development into oral as well as topical multi-dosage forms.

FINANCIAL PERFORMANCE HIGHLIGHTS

In FY 2022-23, FDC registered a standalone total income of ₹ 1,83,094.37 Lakhs compared to ₹ 1,59,769.86 Lakhs in the previous year. The earnings before interest and depreciation amounted to ₹ 30,848.73 Lakhs in FY 2022-23 as compared to ₹ 32,557.98 Lakhs in the previous year. The net profit after taxation stood at ₹ 20,096.64 Lakhs in FY 2022-23 as compared to ₹ 21,963.56 Lakhs in the previous year. On a consolidated basis, the Company registered a total income of ₹ 1,83,360.58 Lakhs in FY 2022-23 as compared to ₹ 1,60,401.44 Lakhs in the previous year.

Financial Ratios	FY 2022-23	FY 2021-22	Difference	% Change
Debtors' Turnover Ratio (days)	14.66	19.06	(4.4)	23.10%
Inventory Turnover Ratio (days)	1.74	1.93	(0.19)	(9.84%)
Interest Coverage Ratio (times)	0	0	0	0
Current Ratio	3.29	3.65	(0.36)	(9.96%)
Debt Equity Ratio	0.00005	0.00011	(0.00006)	(48.92%)
EBIDTA Margin (%)	17%	20%		(15%)
Net Profit Margin (%)	15%	18%		(17%)

INTERNAL FINANCIAL CONTROL AND ADEQUACY

FDC believes that internal control is a prerequisite of governance and that action emanating from agreed-upon business plans should be exercised within a framework of checks and balances. The Company has a well-established internal control framework that continuously assesses the adequacy, effectiveness, and efficiency of financial and operational controls. The Management is committed to ensuring an effective internal control environment that aligns with the size and complexity of the business. This framework guarantees compliance with internal policies, applicable laws, regulations that safeguards FDC's resources and assets.

The Company has an internal audit department that conducts audits throughout the year. The Management considers the recommendations made by the department and takes appropriate actions accordingly.

HUMAN RESOURCE

FDC is fully committed to providing a safe, secure, and healthy working environment for its employees. The Company consistently aims to outperform industry benchmarks, both external and internal, in terms of employee performance and productivity. The goals and philosophies of the organization are intimately related to the professional ambitions of individuals and teams at all levels, providing a clear sense of direction and purpose. FDC places significant emphasis on developing a culture of inclusiveness and respect, making sure the workplace is safe, concentrating on developing skills and careers, and defending human rights as its main areas for driving HR initiatives. One of the essential elements of sustainable growth is being future-ready. As part of its core goal, the Company is creating synergy and cultural integration through well-coordinated leadership programs for top leaders. To assist the sales force with products, scientific knowledge, and selling strategies, it has an internal training and development team. Additionally, FDC runs several programs on management effectiveness to enhance personnel skills and leadership potential for sales leadership. The Company is planning to transition its sales team to an e-learning platform in the upcoming fiscal year after seeing the value of contemporary training methods. Self-paced learning will be offered through interactive approaches in the web-based training. In line with the requirements of SEBI listing regulations, FDI has adopted a 'Code of Conduct and Work Ethics Policy and a Whistle Blower Policy'. The policy on whistle blower is uploaded on the Company's website, i.e., www.fdcindia.com.

CAUTIONARY STATEMENT

The statements, forming a part of this Report, may contain certain forward-looking remarks with the meaning of applicable Securities Law and Regulations. The Company's actual results, performances, or achievements may differ significantly from any projected results, performances, or achievements due to a variety of variables. Economic conditions on a national and worldwide level, changes to Government laws, the tax system, and other statutes are all significant variables that could have an impact on the Company's operations.

8. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

No material changes and commitments affecting the financial position of the Company have been occurred between the end of the financial year to which financial statements relates and the date of this report.

9. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

As per Regulation 34 of the SEBI Listing Regulations, with effect from the financial year 2022-23, the top one thousand listed entities based on market capitalization required to submit a Business Responsibility and Sustainability Report ("BRSR"). Hence, a BRSR of the Company for Financial year ended March 31, 2023 containing basic information about the Company's sustainability practices is annexed as **"Annexure - A"**.

10. CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements for the year ended March 31, 2023 pursuant to Section 129(3) of the Companies Act, 2013, form part of this Annual Report.

11. SUBSIDIARIES AND ITS OPERATIONS

The Company has 2 (Two) wholly owned Subsidiaries namely FDC Inc., USA and FDC International Limited, UK and 1 (One) Subsidiary, namely Fair Deal Corporation Pharmaceutical SA (Pty) Limited at South Africa. The Financials of the Subsidiary Companies are disclosed in the Consolidated Financial Statements, which forms a part of this Annual Report.

During the year, the Board of Directors has reviewed the affairs of the subsidiaries. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("The Act") and the Rules made thereunder a statement containing salient features of the Financial Statements of Subsidiary Companies in the prescribed **Form No. 'AOC-1'** is annexed to this Report as "**Annexure - B"**

In accordance with the provisions of Section 136 (1) of the Act, the following information has been uploaded on the website of the Company i.e. on https://www.fdcindia.com/financial-result

(a) Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statement; and

(b) Audited Financial Statement pertaining to the Subsidiary Companies.

The Company does not have any material subsidiary. The Company's Policy for determining material subsidiaries is available on the Company's website at https://www.fdcindia.com/pdf/policies/Policy_on_Material_Subsidiaries.pdf

12. DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134 of the Act (including any statutory modification(s) and/or re-enactment(s) there-off for the time being in force), your Directors subscribe to the "Directors' Responsibility Statement" and to the best of their knowledge and ability, hereby confirm that:

(a) In the preparation of Annual Accounts for the year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;

(b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023 and of the profit of the Company for the year ended on that date;

(c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) They have prepared the annual accounts on a going concern basis;

(e) They have laid down proper Internal Financial Controls to be followed by the Company and they were adequate and operating effectively; and

(f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

13. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, outstanding as on March 31, 2023, are set out in Notes to the financial statements of the Company.

During the year, your Company has not given any Loans or Guarantees or Investments in contravention of the provisions of Section 186 of the Act.

14. AUDITORS AND AUDIT REPORTS:

- **Statutory Auditor:**

M/S. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), were appointed as Statutory Auditors of the Company at the 82nd AGM held on September 22, 2022 to hold office till the conclusion of the 87th AGM.

M/S. B S R & Co. LLP has confirmed that they are not disqualified from continuing as Auditors of the Company.

The Statutory Auditors has given unmodified opinion on the financial statements of the Company i.e. for the year ended March 31, 2023. Hence, the Statutory Auditors' report for Financial Year 2022-23 does not contain any other qualification, reservation or adverse remarks which calls for any explanation from the Board of Directors. The Auditors' report is enclosed with the financial statements in the Annual Report.

- **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act and the Rules made thereunder, the Board of Directors of the Company, on the recommendation made by the Audit Committee, have appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (Certificate of Practice No. 1798), as the Secretarial Auditor to conduct an audit of the secretarial records for the financial year 2023-24, based on consent received from Mr. Sanjay Dholakia.

The Secretarial Audit Report for the financial year 2022-23 is set out in **'Annexure - C'** to this Report.

The Secretarial Compliance Report received from M/s. Sanjay Dholakia & Associates, for the financial year 2022-23, in relation to compliance of all applicable Securities and Exchange Board of India ("SEBI") Regulations/Circulars/Guidelines issued thereunder, pursuant to requirement of Regulation 24A(2) of the SEBI Listing Regulations, is set out in **'Annexure - D'** to this Report.

The Secretarial Audit Report for Financial Year 2022-23 does not contain any qualification, reservation, or adverse remark.

- **Cost Auditor:**

Pursuant to Section 148(1) of the Act and the Companies (Cost Records and Audit) Rules, 2014, the cost records are required to be maintained by the Company and the same are required to be audited. The Company accordingly maintains the required cost accounts and records.

The Board of Directors on recommendation of the Audit Committee had re-appointed M/s. Sevekari Khare & Associates (Firm Registration No. 000084) Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year 2022-23.

Further, the Board of Directors has, upon recommendation of the Audit Committee have re-appointed M/s. Sevekari Khare & Associates (Firm Registration No. 000084) Cost Accountants, Mumbai as the "Cost Auditors" of your Company for the Financial Year 2023-24, subject to ratification of their remuneration at the ensuing 83rd (Eighty Third) Annual General Meeting. The said Auditors confirmed their eligibility for appointment and provided their consent to act as the Cost Auditors.

As required under the Act and Rules made thereunder, the requisite resolution for ratification of remuneration of Cost Auditors by the Members has been set out in the Notice of the 83rd Annual General Meeting of the Company.

15. PUBLIC DEPOSITS

The Company has not accepted any deposits falling under the ambit of Section 73 and 76 of the Act and the Rules framed thereunder during the year.

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

The information relating to energy conservation, technology absorption, foreign exchange earnings and outgo, pursuant to Section 134(3)(m) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as **"Annexure - E"** to this Report.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In the opinion of the Board, all Independent Directors possess the integrity, expertise and experience including the proficiency required for Independent Directors of the Company, fulfill the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

During the year, there were no appointments/re-appointments/resignations of any Board Members of the Company except following:

Appointment of Directors:

Appointment of Mr. Vijay Maniar (DIN: 00750905) as a Non-Executive Independent Director for first term of five (5) years effective from August 04, 2022 to August 03, 2027.

Mr. Vijay Maniar is a fellow member of the Institute of Chartered Accountant of (ICAI) who carries 35 years of experience. He was with the assurance practice of S R Batliboi (member firm of EY) for 22 years. Mr. Maniar has extensive experience of managing audits of listed and unlisted corporates (Indian & Multinational) across a multitude of sectors including retail, pharmaceuticals, chemicals, packaging, Hospitality, other manufacturing and real estate.

With his exemplary skillset and knowledge, your Board believes that he will broaden the board's experience and will be an asset in the growth of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board approved the Appointment of Mr. Vijay Maniar (DIN: 00750905) for a first term of Five (5) years effective from August 04, 2022 to August 03, 2027. The Shareholders in the Annual General Meeting held on September 22, 2022 had approved Appointment of Mr. Vijay Maniar (DIN: 00750905) as the Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from August 04, 2022 not liable to retire by rotation.

The Board is of the opinion that Mr. Vijay Maniar possesses relevant experience, expertise and integrity for holding the position of the Independent Director on the Board.

Change in Designation of Directors:

Change in Designation of Ms. Nomita R. Chandavarkar (DIN: 00042332) from Executive Director to Non-Executive Director with effect from April 01, 2022.

Ms. Nomita R. Chandavarkar was re-designated from the position of the Executive Director to Non-Executive & Non-Independent Director of the Company with effect from April 01, 2022. She continues to be on the Board of the Company as Non-Executive & Non-Independent Director.

Retirement by Rotation:

In accordance with provisions of the Act and the Articles of Association of the Company, Mr. Ashok A. Chandavarkar, Executive Director, retires by rotation at the 83rd Annual General Meeting and being eligible, has offered himself for re-appointment. The Profile of Director seeking reappointment pursuant to Regulation 36 of the SEBI Listing Regulations is included in the Notice of the 83rd Annual General Meeting and the statement annexed thereto.

Key Managerial Personnel:

During the year, there were no appointments/re-appointments/resignations of any Key Managerial Personnel of the Company took place.

However, after the year end and up to the date of this Report, Mr. Sanjay B. Jain, ceased to be Chief Financial Officer of the Company w.e.f. April 06, 2023 and Mr. Vijay Dharmadatt Bhatt was appointed as Chief Financial Officer of the Company w.e.f. April 06, 2023.

18. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 read with Schedule II of the SEBI Listing Regulations.

Disclosure required under provisions of Section 197(12) of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended is annexed as **'Annexure-F'** to this report.

Further, the information pertaining to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, i.e. the names and other particulars of employees is available for inspection at the Corporate office of the Company during business hours and pursuant to the second proviso to Section 136(1) of the Act, the Report and the accounts are being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary & Compliance Officer either at the Corporate Office address or by email to investors@fdcindia.com.

19. CORPORATE GOVERNANCE

Your directors reaffirm their continued commitment to good corporate governance practices. Your Company fully adheres to the standards set out by the Securities and Exchange Board of India for Corporate Governance practices. Your Company has also implemented best governance practices. Your Company also endeavors to enhance long-term shareholder value and respect minority rights in all our business decisions. The report on Corporate Governance as per Regulation 34 (3) read with Para C of Schedule V of the SEBI Listing Regulations is annexed herewith as **'Annexure - G'**. Certificate from the Statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance is also attached to the report on Corporate Governance.

20. RISK MANAGEMENT

The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits.

The Board of Directors of the Company on the recommendation of the Risk Management Committee has developed Risk Management Policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company and which articulates the Company's approach to address the uncertainties in its endeavor to achieve its stated and implicit objectives. The details of the Risk Management Committee are included in the Corporate Governance Report.

The Risk Management Policy is placed on the website of the Company at https://www.fdcindia.com/pdf/policies/Risk_Management_Policy.pdf

21. NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations and on the recommendation of the Nomination & Remuneration Committee, the Board has adopted the Nomination & Remuneration Policy for selection and appointment of Directors, Senior Management including Key Managerial Personnel (KMP) and their remuneration. The Policy lays down the process and parameters for the appointment and remuneration of the KMPs and other senior management personnel and the criteria for determining qualifications, highest level of personal and professional ethics, positive attributes, financial literacy, and independence of a Director. The details of Remuneration Policy are stated in the Corporate Governance Report. The Nomination & Remuneration Policy is placed on the website of the Company at https://www.fdcindia.com/pdf/policies/Nomination_and_Remuneration_Policy.pdf.

22. MEETINGS OF THE BOARD AND COMMITTEES THEREOF

During the year, four (4) meetings of the Board of Directors were held. The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act and the SEBI Listing Regulations. The details of the meetings and attendance of directors are furnished in the Corporate Governance Report which forms part of this Annual Report attached as **'Annexure - G'** to the Director's Report.

23. COMMITTEES

As on March 31, 2023, The Board has Five (5) mandatory committees under the applicable provisions of the Act and SEBI Listing Regulations namely:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

During the year, all the recommendations of the above Committee's have been accepted by the Board. A detailed update on the Board, its Committees, its composition, detailed charter including terms of reference of various Board Committees, number of board and committee meetings held and attendance of the directors at each meeting is provided in the Corporate Governance Report, which forms part of the Annual Report.

24. BOARD & DIRECTORS EVALUATION

Pursuant to the provisions of the Act and SEBI Listing Regulations, an evaluation process was carried out to evaluate performance of the Board and its committees, the Chairman of the Board, and all Directors, including Independent Directors. The evaluation was aimed at improving the effectiveness of all these constituents and enhancing their contribution to the functioning of the Board.

In a separate meeting of the Independent Directors, performance of the Non-Independent Directors, and the Board as a whole was also discussed. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

25. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

All Independent Directors are familiarized with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The details of the training and familiarization program of Independent Directors are provided in the Corporate Governance Report and is also available on the website of the Company at https://www.fdcindia.com/pdf/familiarisationprogramme/Familiarisation_Programmes_for_Independent_Directors_2022-23.pdf.

26. DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, they have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. During FY 2022-23, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

27. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a vigil mechanism in place as required under Section 177 of the Act and the SEBI Listing Regulations, for Directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct, the details of which are given in the Corporate Governance Report.

There were no allegations/ disclosures/ concerns received during the year, in terms of the vigil mechanism established by the Company. During FY 2022-23, no person was denied access to the Chairperson of the Audit Committee.

The Policy on Vigil Mechanism and Whistleblower is available on the website of the Company and can be accessed through the following web link: https://www.fdcindia.com/pdf/policies/Whistle_Blower_Policy_FDC.pdf

28. CODE OF CONDUCT

The Company has in place a Code of Conduct for Board Members and Senior Management Personnel of the Company. The Code of Conduct lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Personnel and the duties of Independent Directors towards the Company.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, during the year ended March 31, 2023. A Certificate duly signed by the Mr. Mohan A. Chandavarkar Managing Director and Mr. Ashok A. Chandavarkar, Executive Director, on the compliance with the Code of Conduct is also attached to the report on Corporate Governance. The said Code is available on the website of the Company i.e. https://www.fdcindia.com/pdf/policies/Code_of_Conduct_of_FDC_Limited.pdf

29. PREVENTION OF INSIDER TRADING

The Company has in place a Policy on the Code of Conduct for Prevention of Insider Trading with a view to regulate the trading in securities by the Promoters, Directors and the Designated Employees of the Company.

The same has also been uploaded on the website of the Company i.e. https://www.fdcindia.com/pdf/policies/Code_of_Conduct_for_Prevention_of_Insider_Trading.pdf

The Promoters, Directors and the Designated Employees have affirmed compliance with the Company's Code of Conduct for Prevention of Insider Trading.

30. RELATED PARTY TRANSACTIONS

During the year, all Related Party Transactions entered into by the Company were on an arm's length basis and in the ordinary course of business. During the year, your Company had not entered into any arrangement / transaction / contract/agreement with its related parties which could be considered material and required approval of the Members. However, the disclosure required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, is furnished in

"Annexure - H" attached to this report as good disclosure practice.

The Company had adopted policy on Related Party Transactions in compliance with regulation 23 of SEBI Listing Regulations duly approved by board of directors and can be access on website of the Company i.e. at https://www.fdcindia.com/pdf/policies/Policy_on_Related_Party_Transactions.pdf

The transactions entered by the Company with its related parties were in compliance with the RPT Policy and in the best interest of the Company. A statement giving details of all Related Party Transactions is placed before the Audit Committee and the Board on a quarterly basis. Omnibus/Prior approval is also obtained from the Audit Committee on an annual basis for repetitive transactions.

The Related Party Transactions as required under Accounting Standard are reported in the notes to financial statement. Pursuant to Regulation 23(9) of the SEBI Listing Regulations, the Company had filed to the stock exchanges the details of related party transactions on half yearly basis.

31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing a workplace in which the dignity of every individual is respected. The Company has zero tolerance policy for any incident of sexual harassment or inappropriate behavior.

The Company has in place a Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of the policy is to prohibit, prevent or deter the commission of acts of sexual harassment at workplace and to provide procedure for the redressal of complaints pertaining to sexual harassment. The said Policy is available on the website of the Company and can be accessed at https://www.fdcindia.com/pdf/policies/Sexual_Harassment_Policy.pdf .

The Company has constituted an Internal Committee to redress the complaints received regarding sexual harassment. There were no complaints received during the financial year ended on March 31, 2023.

32. COMPLIANCE WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS

Pursuant to the provisions of Section 118 of the Act, the Company has complied with all the applicable provisions of the Secretarial Standard – 1 and Secretarial Standard – 2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

33. INTERNAL FINANCIAL CONTROLS

The Company has put in place an adequate Internal Financial Control (IFC) system, to ensure compliance with various policies, practices, and statutes. The Company ensures that such IFC systems are commensurate with the size and complexity of our business and are adequate and operating effectively on an ongoing basis.

The Company is complying with all the applicable Indian Accounting Standards (Ind AS) and periodically following all the applicable Indian Accounting Standards for properly maintaining the books of account and reporting Financial Statements. The details in respect of your Company's IFC and their adequacy are included in the Management Discussion and Analysis Report.

34. DETAILS OF FRAUD REPORTED BY THE AUDITORS

During the year, the Statutory Auditors, Secretarial Auditors and Cost Auditors have not reported any instances of fraud committed in the Company by its officers or employees under section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee. The details such as Constitution, Terms of reference, etc. of the Committee and the meetings held during the year are detailed in the Corporate Governance Report, which forms a part of the Annual Report of the Company. The contents of the CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee are available on the website of the Company and can be accessed through the following web link: https://www.fdcindia.com/pdf/policies/Corporate_Social_Responsibility.pdf

In accordance with the provisions of Section 135 of the Act, A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in an **"Annexure - I"** to this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

36. EXTRACT OF ANNUAL RETURN

In compliance with Section 92(3) and Section 134(3)(a) of the Act and Rules made thereunder, a copy of your Company's Annual Return as on March 31, 2023, is available on the website of the Company at https://www.fdcindia.com/stock-exchange-compliances

37. TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND AMOUNTS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) dividend, if not paid or claimed for a period of 7 (seven) years from the date of transfer to Unclaimed Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Government of India. Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year 2022-23, the Company has transferred total unclaimed and unpaid Final dividend of ₹ 17,25,797/- for the FY 2014-15 to IEPF Authority. Further 32,009 corresponding shares on which dividend were unclaimed for seven consecutive years were transferred to IEPF Authority as per the requirements of the IEPF Rules. The procedure to claim the shares transferred to IEPF accounts is also available on website of the Company at https://www.fdcindia.com/unpaid-divident.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website i.e. at https://www.fdcindia.com/unpaid-divident. The members, who have not encashed their dividend pertaining to Final Dividend FY 2016-17 and onwards are advised to write to the Company Immediately for claiming dividends declared by the Company.

38. ENVIRONMENT, HEALTH AND SAFETY

The Environment, Health and Safety are a part of the Management responsibilities and concerns. The Company has been providing various kinds of medical assistance to the employees and their families. Periodic health checkups are carried out for all the employees. Employees are also educated on safety and precautionary measures to be undertaken on their job.

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

There are no significant or material orders passed by any regulatory, tribunal or court that would impact the going concern status of the Company and its future operations.

40. ACKNOWLEDGEMENTS

The directors of your Company would like to record by gratitude and appreciation for the continued co-operation and support received from the Medical fraternity, our stakeholders, including the Central and State Government Authorities, Stock Exchanges, Financial Institutions, Bankers, Analysts, Advisors, Local Communities, Customers, Vendors, Business Partners, Shareholders, and Investors forming part of the Company. Let us also take this opportunity to thank our employees, whose enthusiasm, energy, and passion, help us progress along our vision. Your faith and vote of confidence motivate us in pursuing greater opportunities, responsible growth and enhanced delivery on our strategy

On behalf of the Board of Directors
For FDC Limited

Place : Mumbai	Sd/-	Sd/-
Date : May 25, 2023	**MOHAN A. CHANDAVARKAR**	**ASHOK A. CHANDAVARKAR**
	Managing Director	Executive Director
	DIN: 00043344	DIN: 00042719

ANNEXURE A TO DIRECTORS' REPORT

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I.	**Details of the listed entity**	
1.	Corporate Identity Number (CIN) of the Listed Entity	L24239MH1940PLC003176
2.	Name of the Listed Entity	FDC Limited
3.	Year of incorporation	1940
4.	Registered office address	B-8, MIDC Industrial Area, Waluj- 431 136, District Aurangabad, Maharashtra
5.	Corporate address	C-3 SKYVISTAS, Near Versova Police Station 106A, J.P. Road, Andheri (West), Mumbai MH 400053
6.	E-mail	investors@fdcindia.com
7.	Telephone	+91 (22) 2673 9215
8.	Website	www.fdcindia.com
9.	Financial year for which reporting is being done	April 01, 2022, to March 31, 2023
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange Limited, India Bombay Stock Exchange
11.	Paid-up Capital	₹ 16,59,10,084
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Varsharani Katre (Company Secretary & Compliance Officer) Email: varsharani.katre@fdcindia.com Tel. No.: +91 (22) 2673 9205
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

II. Products/services

14. Details of business activities (accounting for 90% of the turnover)

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Pharmaceutical	Manufacturing and marketing of pharmaceutical products	100%

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

S. No.	Product/Service	NIC Code (3 digits)	% of total Turnover contributed
1	Manufacture of pharmaceuticals, medicinal and chemical products	210	100%

III. Operations

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

Location	Number of plants	Number of offices	Total
National	9#	19	28
International	0	1	1

The plants include the Company's manufacturing locations and R&D centres

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	Pan-India
International (No. of Countries)	Over 70 Countries
b. What is the contribution of exports as a percentage of the total turnover of the entity?	Approx. 10%
c. A brief on types of customers	The external stakeholders are made up of wholesalers, suppliers, customers, employees and the government institutions.

IV. Employees

18. 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)
EMPLOYEES						
1.	Permanent (D)	6,165	5,956	96.61%	209	3.39%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	6,165	5,956	96.61%	209	3.39%
WORKERS						
4.	Permanent (F)	207	206	99.52%	1	0.48%
5.	Other than Permanent (G)	80	75	93.75%	5	6.25%
6.	Total workers (F + G)	287	281	97.91%	6	2.09%

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	3	3	100%	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	3	3	100%	-	-

19. Participation/Inclusion/Representation of women

	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	11	3	27.27%
Key Management Personnel (other than Executive Directors)	2	1	50%

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	41.37%	26.23%	40.84%	38.48%	22.90%	37.90%	31.50%	15.93%	30.87%
Permanent Workers	7.28%	0%	7.03%	3.61%	0%	3.60%	2.20%	0%	2.19%

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

21. (a) Names 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.	FDC Inc., USA	Wholly owned Subsidiary	100%	No
2.	FDC International Limited, UK	Wholly owned Subsidiary	100%	No
3.	Fair Deal Corporation Pharmaceutical SA (Pty) Limited, South Africa	Subsidiary	93%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
(ii) Turnover (₹ in Lakhs)	₹ 1,77,703.21
(iii) Net worth (₹ in Lakhs)	₹ 1,96,911.96

VII. Transparency and Disclosures Compliances

23. **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 RedressalMechanism in Place (Yes/No)(If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, https://www.fdcindia.com/corporate-governance#Policies	0	0	-	0	0	-
Shareholders	Yes, https://www.fdcindia.com/corporate-governance#Policies	2	-	-	10	-	-
Employees and workers	Yes, https://www.fdcindia.com/corporate-governance#Policies	0	0	-	0	0	-
Customers	Yes, https://www.fdcindia.com/corporate-governance#Policies	281	0	-	237	0	-
Value Chain Partners	Yes, https://www.fdcindia.com/corporate-governance#Policies	0	0	-	0	0	-

24. 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	(R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications (positive or negative)
1	Climate Change and Carbon Emissions	Risk	The rise in the greenhouse effect and global warming, attributed to the release of carbon dioxide from fossil fuel combustion and deforestation, is a growing concern. FDC aims to operate the business in a manner that aligns with social, economic, and ecological considerations. This involves adhering to relevant laws and regulations, as well as adopting pre-emptive actions to preserve ecological equilibrium.	We are closely attentive to the emerging circumstances and are taking action to reshape this situation. FDC is committed to enhancing our resilience against climate-related risks, while also embracing the potential presented by transitioning towards a low-carbon future in the pharmaceutical sector. Notably, our waste management strategy plays a role in mitigating climate change and upholding air quality, given that waste is a significant source of methane emissions. At our facilities, we employ eco-efficient biomass briquette fired steam boilers as our primary steam source. This approach not only curbs our operational emissions but also fulfills the goal of creating economic prospects for local communities. Additionally, we've implemented a photovoltaic solar system with an approximate capacity of 2.5 MWp across our manufacturing plants and depots. This installation serves the dual purpose of conserving energy and reducing carbon emissions.	Negative

2	Air and water pollution	Risk	The installation of energy-inefficient systems could result in the dissemination of contaminated air within the environment. Inadequate waste management practices might lead to the generation of both polluted water and waste. There is a lack of utilization of renewable water sources and an inefficient water consumption system. Furthermore, the absence of facilities for waste decomposition and the treatment of effluents contributes to the challenge of properly disposing hazardous waste	We have taken measures to enhance energy efficiency by incorporating advanced equipment like Dry Scrubbers, Variable Speed Drive (VSD) air compressors, and Air Handling Units (AHUs). To improve air quality, Exhaust HEPA filters have been integrated into all AHUs. Our commitment to environmental responsibility extends to installing Dry and Wet scrubbers across all air emission systems. Recognizing the impending threat of water scarcity with potential catastrophic consequences, we closely monitor the water footprint of our manufacturing processes. This aids us in curbing our reliance on fresh water sources through the application of the 4R principle: reduce, reuse, recycle, and recharge. Striving for water conservation, we've implemented rigorous KPIs to diminish water consumption in all our manufacturing units. Our dedication to sustainability is also evident in consistent investments for process enhancements and the modernization of effluent treatment infrastructure. Notably, our Roha facility has achieved zero liquid discharge status with the incorporation of cutting-edge equipment for treated effluent recycling. Our commitment to effective waste management is supported by well-documented Standard Operating Procedures (SOPs) that are continuously executed and monitored. Initiatives to reduce waste production, particularly in terms of minimizing wastewater generation, remain a focal point of our efforts.	Negative

3	Biodiversity	Risk	The absence of energy-efficient systems, condensate recovery mechanisms, and devices aimed at conserving electricity further compounds the energy-related limitations.	A comprehensive range of measures were undertaken to curtail energy consumption in our operational processes. These efforts encompassed optimizing systems across various stages, including intensifying greenery within the factory premises to mitigate air pollution, incorporating energy-efficient utility equipment, such as HVAC Chillers, Air compressors, boilers, fans, pumps, and motors. A steam condensate recovery system was implemented, utilizing it as boiler feed water. We are gradually transitioning from lamps to LED bulbs. A PV solar system has also been in place, which generated approximately 32.30 Lakhs units, resulting in savings of approximately 1.16 Crores during the fiscal year 2022-23.	Negative
4	Deforestation	Risk	The presence of a substantial green cover around the pharmaceutical factory stands as a pivotal determinant for ensuring air quality. However, the predominant utilization of cement and concrete in constructing the factory premises has the potential to contribute to the generation of contaminated air within the environment.	We actively engage in initiatives to enhance the greenery by organizing tree plantation campaigns, thereby playing a role in augmenting the verdant surroundings. Notably, we have introduced approximately 1000 Teak wood trees within the confines of our factory premises. Additionally, our commitment to fostering a green environment is evident as around 40% of our factory premises is embraced by lush green corridors.	Negative
5	Energy efficiency	Risk	There is a lack of aspiration and expansion in production aimed at optimizing energy utilization and elevating energy efficiency.	In light of our operational growth and increased production capacity, we utilize specific energy consumption as a gauge of our operational energy efficiency. Our commitment to elevating energy efficiency at the operational level has led to a range of actions that collectively contributed to lowering the overall energy intensity of our operations. This accomplishment has inspired us to establish even more ambitious energy efficiency objectives moving forward.	Positive

6	Waste management	Risk	Inadequate protocols are in place for the proper management of waste disposal. The facilities face challenges in effectively recycling manufacturing waste and processing effluents. The organizations struggle to adhere to established rules and regulations governing waste management procedures. Moreover, there is a deficiency in providing employees with the necessary training regarding the segregation, disposal, and handling of waste materials.	Hazardous waste is directed to authorized waste management facilities for secure and proper disposal. FDC has established systematic Standard Operating Procedures (SOPs) to effectively manage waste. Diverse waste materials such as waste water, glass, plastic liners, fibre drums and metal drums are subjected to recycling initiatives. This includes the establishment of effluent treatment plants, collaborating with registered recyclers, and involving scrap vendors for paper and plastic materials. A commitment to minimizing waste at its origin is upheld. The waste management strategy encompasses categorization, segregation, reduction, handling, and safe disposal of waste, alongside vigilant monitoring, regulation, and control of these processes. Stringent internal policies are in place to ensure that waste collection is exclusively carried out by authorized third parties registered with regulatory bodies.	Negative
7	Data protection and privacy	Risk	Computer systems are highly susceptible to various risks such as potential failures and malware infiltrations. Despite significant investments in data security, it is challenging to guarantee complete prevention of system breaches or disruptions. There is a deficiency in establishing adequate contingency plans and ensuring robust system security measures.	In order to proactively address and circumvent such vulnerable situations, we have implemented measures to ensure robust backup systems and fortified system security. These precautions are aimed at mitigating the potential risks and consequences associated with data mishaps.	Negative

8	Employee engagement	Opportunity	To focus on efforts towards all stakeholders and to manage the emerging expectations of a wider set of stakeholders, and adopt organizational goal to motivate and inspire the employees every day. Develop procedures, process and systems for promising employee wellness.	Our engagement endeavours ultimately aim to establish a workplace environment that consistently stimulates and uplifts our employees. Notably, our initiatives focused on employee engagement have played a pivotal role in effectively diminishing our attrition rate.	Positive
9	Community relations	Opportunity	Engagement in fulfilling the social responsibilities, we can improve our reputation in the market and be placed at a competitive advantage by improving out brand image.	Guided by our mission to enhance lives for a healthier and happier world, we actively work towards instigating positive transformations within society. Our endeavors are strategically directed at fostering enduring economic and social benefits for all stakeholders.	Positive
10	Human rights	Opportunity	Companies focusing on respecting human rights demonstrate their commitment to building sustainable and mutually beneficial relationships with those who are influenced or impacted by their operations, such as customers, communities, workers, and investors. This includes demonstrating that they care about the people whose lives they engage with.	FDC has a robust Human Rights policy in place. Our dedication to human rights protection is exemplified by the prominent role given to compliance with laws and regulations governing this aspect in our policy. Our commitment to safeguarding the well-being of our people aligns with the principles outlined in the United Nations Universal Declaration of Human Rights. To ensure the fusion of our core values and principles within our workforce, comprehensive training is provided to our employees regarding all aspects of our code of conduct. Adherence to labor laws and regulations is a strict mandate across all locations where we operate. As part of our overarching commitment to uphold human rights, we firmly prohibit the utilization of child labor and demonstrate a zero-tolerance stance towards any form of discrimination or harassment.	Positive

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
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.fdcindia.com/corporate-governance#Policies								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.

The Company has received the following certifications:

1. Waluj: Major approvals are USFDA, MHRA and PIC/s (Malaysia). We also have approvals from other countries as well (MCAZ, Tanzania, Kenya, Ethiopia, Uganda, Sudan etc). Waluj has also been approved by Ukraine in 2023.

   Goa I and Goa 3: Approved by MHRA and PIC/s Malaysia, MCAZ.

   Sinnar : Local WHO, Unicef/MSF, Ethiopia.

   Baddi : PIC/S Malaysia, US-FDA.

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.

The Company has identified and drawn up an ESG plan which lays down the key aspects for achieving the targets.

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

The Company has been in the process of setting its targets, the performance will be assessed in forthcoming reporting years.

Governance, leadership and oversight

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):*

Refer "Our ESG Journey Unfolded", which is forming a part of the Annual Report.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

DIN Number: 00043344

Name: Mr. Mohan A. Chandavarkar

Designation: Managing Director

Telephone number: 022- 2673 9100

Email ID: investors@fdcindia.com

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, Mohan A. Chandavarkar, Managing Director, looks after Business Responsibility and Sustainability initiatives of the Company.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Director									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Director									Ongoing basis								

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
11. 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:	No, the Company internally reviews the working of the above-mentioned policies.								

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
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors and Key Managerial Personnel	4	1. Domestic & Export business 2. Business initiatives and plans/projects 3. Overview of BRSR & green energy 4. Industry updates and development 5. Products launched/market standing 6. CSR activities undertaken 7. Cybersecurity	100%

Employees other than BoD and KMPs	12	1. Occupational Health and Safety 2. Code of Conduct 3. Cyber Security 4. Prevention of Sexual Harassment 5. Human Rights 6. Leadership & Soft skills	100%
Workers	8	1. Occupational Health and Safety 2. Prevention of Sexual Harassment 3. Human Rights 4. Code of Conduct 5. ESG aspects	100%

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 e entity's website):

Monetary

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

Non-Monetary

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

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.

Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. Our Code of Conduct complies with the legal requirements of applicable laws and regulations, including anti-bribery, anti-corruption which prohibits all directors, senior management and employees to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, services, valuables or other benefits to any person or any persons or organizations, including governments and local authorities, government officials, private companies and its representatives, directly or indirectly.

More information about this policy can be found in our code of conduct: https://www.fdcindia.com/pdf/policies/Code_of_Conduct_of_FDC_Limited.pdf

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 2022-23	FY 2021-22
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. **Details of complaints with regard to conflict of interest:**

	FY 2022-23		FY 2021-22	
	Number	**Remarks**	**Number**	**Remarks**
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Not applicable	0	Not applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Not applicable	0	Not applicable

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not Applicable.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year.**

   We are in the process of formulating ESG related awareness programmes for them in the coming years.

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's Code of Conduct expects all its directors to avoid any activity that may create a conflict with the best interests of the Company. Annually Directors are required to disclose to the Company that they abide by the Code of Conduct. Weblink: https://www.fdcindia.com/corporate-governance#Policies

Principle 2: Businesses Should Provide Goods and Services In A Manner That Is Sustainable And Safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	-	-	
Capex	0.50%	2.85%	1. Energy efficient utility equipment are used to reduce the requirement of electricity as well as Fuel. Thereby reducing the negative impact on Environment. 2. By using Centralized Nitrogen generation plant at Roha plant, manual handling of the Nitrogen cylinder is avoided, which ultimately increases human safety. 3. RO-MEE system is used at Roha plant to achieve Zero liquid discharge.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, the Company has a well-established procedure of Vendor Development. Materials are procured both locally and internationally from approved Vendors. The Company regularly conducts audits for these Vendors. Further, the Company is in the process of assessing our significant vendors on multiple criteria including human rights, social impact, safety and environment.

b. **If yes, what percentage of inputs were sourced sustainably?**

Most of our inputs are sourced from sustainable vendors.

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) (b) E-waste (c) Hazardous waste and (d) other waste.**

Plastic waste is treated in line with Extended Producer Responsibility (EPR) obligations. The Company is working with approved third-party recycler to collect and recycle an equivalent amount of waste plastic from each state where our products are sold.

E-Wastes are being disposed through appropriate vendors as per e-waste management rules. On successful disposal of all material, vendor shall provide to E- waste disposal certificate.

Waste generated from the ETP as well as the product manufacturing process is safely handed over to the authorized Common Hazardous Waste Treatment, Storage and Disposal Facility (CHWTSDF) for disposal.

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, Extended Producer Responsibility is applicable for FDC Limited. FDC Limited is currently in the process of registering its Extended Producer Responsibility (EPR) plan which shall be submitted to Pollution Control Board. FDC understands the importance of responsible waste management and its impact on the environment. As a pharma company, FDC takes this responsibility seriously, and the EPR registration is a testament towards ecological preservation and social responsibility commitment.

PRINCIPLE 3: Businesses Should Respect And Promote The Well-Being Of All Employees, Including Those In Their Value Chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number ©	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	5,956	5,956	100%	5,956	100	NA	NA	-	-	-	-
Female	209	209	100%	209	100	209	100%	-	-	-	-
Total	6,165	6,165	100%	6,165	100	209	3.39%	-	-	-	-
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number ©	% (C / A)	Number (D)	% (D/A)	Number (E)	% (E / A)	Number (F)	% (F/A)
Permanent workers											
Male	206	206	100%	206	100%	-	-	-	-	-	-
Female	1	1	100%	1	100%	1	100%	-	-	-	-
Total	207	207	100%	207	100%	1	0.48%	-	-	-	-
Other than Permanent workers											
Male	75	75	100%	75	100%	-	-	-	-	-	-
Female	5	5	100%	5	100%	-	-	-	-	-	-
Total	80	80	100%	80	100%	-	-	-	-	-	-

2. **Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	YES	100%	100%	YES
Gratuity	100%	100%	YES	100%	100%	YES
ESI	32.52%	5.80%	YES	42.57%	9.13%	YES

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.

   Plants and Corporate office of the Company have lifts for easy movement of differently abled people.

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, https://www.fdcindia.com/corporate-governance#Policies

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	100%	83.33%	-	-
Total	100%	83.33%	-	-

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	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

Yes, the Company has a mechanism to receive and redress grievances..

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association (s) or Union(D)	% (D / C)
Total Permanent Employees	6,165	0	0%	6,117	0	0%
Male	5,956	0	0%	5,898	0	0%
Female	209	0	0%	219	0	0%
Total Permanent Workers	207	203	98.06%	219	219	100%
Male	206	202	98.06%	218	218	100%
Female	1	1	100%	1	1	100%

8. **Details of training given to employees and workers:**

Category	FY 2022-23					FY 2021-22				
	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)
Employees*										
Male	5,956	5,956	100%	5,956	100%	5,898	5,898	100%	5,898	100%
Female	209	209	100%	209	100%	219	219	100%	219	100%
Total	6,165	6,165	100%	6,165	100%	6,117	6,117	100%	6,117	100%
Workers										
Male	206	206	100%	206	100%	218	218	100%	218	100%
Female	1	1	100%	1	100%	1	1	100%	1	100%
Total	207	207	100%	207	100%	219	219	100%	219	100%

*The employees covered in this table covers only Permanent employees.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	5,956	4,677	78.53%	5898	4080	69.18%
Female	209	186	89.00%	219	186	84.93%
Total	6,165	4,863	78.88%	6117	4266	69.74%
Workers						
Male	206	206	100%	218	218	100%
Female	1	1	100%	1	1	100%
Total	207	207	100%	219	219	100%

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?

To ensure the health and safety of our employees, we have implemented a fully-functioning Occupational Safety and Health Management System (OSHMS). This system includes a fully-equipped Occupational Health Center (OHC) at all of our locations in Goa, as well as an ambulance/Vehicle for transporting employees in emergency medical cases.

We also have a FMO (Factory Medical Officer) Doctor who visits the plant's on a regular basis, and a full-time paramedical nurse is stationed on-site. This team of professionals is dedicated to providing our employees with the highest level of care.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We conduct regular safety audits through external parties to comply with the Factories Act. The audits cover OHS (Occupational & Health Safety), Electrical Safety, HIRA (Hazard Identification and Risk Assessment), and electrical safety. Based on the suggestions/ observations of these audits we comply to the findings and also update our emergency evacuation plan based on the findings of these audits if any.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. Employees and workers can report work related hazard to their respective Unit Head or HR to which corrective and preventive actions shall be taken.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, employees can access non-occupational medical and healthcare services. First aid kits are kept for any minor cuts or injuries or tablets for any non-occupational injuries and illness. Eligible employees/Workers are provided ESI benefits per the Employees State Insurance Act. Employees are provided with medical insurance based on their applicability.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
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 workplace.

We have comprehensive health and safety policies that outline their commitment to creating a safe work environment. Regular risk assessments are conducted to identify potential hazards in the workplace. Employees are provided with thorough training on workplace safety protocols, including proper equipment usage, emergency response procedures, and safe handling of chemicals. Employees are encouraged to report safety concerns or incidents promptly. Regular reviews of safety practices and incident reports are used to identify areas for improvement.

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

PRINCIPLE 4: Businesses Should Respect The Interests Of And Be Responsive To All Its Stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Any individual or group of individuals or institution that adds value to the business chain of the Company is identified as a core stakeholder. During our business, we engage with multiple stakeholder groups. This includes employees, shareholders, suppliers, customers, healthcare professionals, regulators, Government and Drug Regulators, communities & NGO, etc.

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
Investor/ Shareholder	No	1. Annual General Meeting 2. Quarterly Result 3. Investor presentations 4. Press Release 5. Company Website 6. Annual Report	need-based	Update shareholder on Business operations and Performance, and Compliance with laws

Government and Drug Regulators	No	In-person meetings, E-mail	Need-based	Discussions with regards to clarification on various regulations and amendments, so as to comply with relevant statutory and regulatory requirements.
Supplier/vendor/ third party manufacturer	No	Physical and Virtual Vendor meets, e-mail, telephonically	Ongoing	Identification of right partners to enable our growth agenda, Ensuring compliance, sustainable procurement practices, Product Quality, Timely delivery.
Community & NGO	Yes	Virtual modes such as e-mail, telephonically, Site visit mainly for CSR project.	Ongoing	Supporting communities for social upliftment, Promoting healthcare, education etc under CSR initiative.
Customers	No	Website and Brochures, E-mail, customer events	need-based	To enhance Business, to ensure regular supply of the products and to inform about the product.
Employees	No	Direct & other communication mechanisms including mailers, Intranet.	As required	Business performance, Health and Safety Awareness, career opportunities and personal development, skill upgradation for personal and professional growth.

PRINCIPLE 5: Businesses Should Respect and Promote Human Rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. employees workers covered (B)	% (B / A)	Total (C)	No. employees workers covered (D)	% (D / C)
Employees						
Permanent	6165	6165	100%	6117	6117	100%
Other than permanent	0	0	-	0	0	-
Total Employees	6165	6165	100%	6117	6117	100%
Workers						
Permanent	207	207	100%	219	219	100%
Other than permanent	80	80	100%	80	80	100%
Total Workers	287	287	100%	299	299	100%

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2022-23					FY 2021-22				
	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)
Employees										
Permanent										
Male	5,956	0	0%	5,956	100%	5,898	0	0%	5,898	100%
Female	209	0	0%	209	100%	219	0	0%	219	100%
Total	6,165	0	0%	6,165	100%	6,117	0	0%	6,117	100%
Other than permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent										
Male	206	0	0%	206	100%	218	0	0%	218	100%
Female	1	0	0%	1	100%	1	0	0%	1	100%
Total	207	0	0%	207	100%	219	0	0%	219	100%
Other than permanent										
Male	75	0	0%	75	100%	75	0	0%	75	100%
Female	5	0	0%	5	100%	5	0	0%	5	100%
Total	80	0	0%	80	100%	80	0	0%	80	100%

3. **Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration/salary/ wages of respective category (₹ In Lakhs)	Number	Median remuneration/ salary/ wages of respective category (₹ In Lakhs)
Board of Directors (BoD)	8	84.30	3	4.65
Key Managerial Personnel (other than executive Director)	1	102.75	1	40.12
Employees other than BoD and KMP	5951	3.26	208	5.27
Workers	206	5.74	1	6.00

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

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

   Yes, we have grievance redressal policy for internal stakeholders, it is applicable to all employees and workers to report grievance related to human rights issues.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**
   The Company has a Sexual Harassment Policy set in place to address a complaint regarding discrimination and harassment cases. This policy is applicable to all employees of the Company and the Company has formed an Internal complaints committee for Prevention of Sexual Harassment (POSH) against employees in workplace. Any employee, ('Complainant') who has a reasonable confrontation that she/he is being sexually harassed directly or indirectly, may submit a complaint of the alleged incident/s to any member of the POSH committee in writing, or email the complaint to complaint.committee@fdcindia.com within 3 months of occurrence of the incident.
8. **Do human rights requirements form part of your business agreements and contracts?(Yes/No)**
   Yes, in certain business agreements and contracts wherever relevant.
9. **Assessments for the year:**

	%age 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%

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

    Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

   We haven't received any human rights grievances / complaints in the reporting year.
2. **Details of the scope and coverage of any Human rights due diligence conducted.**

   The Company in the reporting period did not undertake any Human Rights due diligence.
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, the corporate office and Plant premises have lift for differently abled individuals.
4. **Details on assessment of value chain partners: No assessment of value chain partners is carried out in the reporting period**
5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments** at Question 4 above.- Not Applicable

PRINCIPLE 6: Businesses Should Respect and Make Efforts To Protect And Restore The Environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	1,09,911.15	1,02,839.96
Total fuel consumption (B)	72,707.13	66,645.81
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C)	1,82,618.29	1,69,485.77
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	1.02	0.95
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   Not Applicable

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 22-23	FY 21-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	24928	24761
(iii) Third party water	190912	187260
(iv) Seawater / desalinated water	0	0
(v) Others (recycled/reused)	971	927
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	216811	212948
Total volume of water consumption (in kilolitres)	216811	212948
Water intensity per rupee of turnover (Water consumed / turnover)	1.22	1.19
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	

* Water consumed includes water withdrawn, water recycled and rainwater harvested. However, net water consumption after discharged founds to be (consumed-discharged) value.

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   RO-MEE plant with a capacity to handle 990kg/h HPS effluent feed is operational at FDC Limited Roha Facility to achieve Zero Liquid Discharge.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 22-23	FY 21-22
Nox	Parts per million by volume	112.00	128.79
Sox	Parts per million by volume	38.98	33.96
Particulate matter (PM)	Milligram per cubic metre	210.66	242.12
Persistent organic pollutants (POP)	Microgram per cubic metre	-	-
Volatile organic compounds (VOC)	Microgram per cubic metre	-	-
Hazardous air pollutants (HAP)	-		-
Others– please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes: Plant wise agency:

For Baddi Plant: 1) Shri Om testing and research Laboratory.

2) Eco Pro Engineers Pvt. Ltd.

For Sinnar Plant: 1) Ashwamedh Engineers and Consultant.

For Waluj Plant: 1) Excellent Enviro Laboratory & Research center.

For Roha Plant: 1) Excellent Enviro Laboratory & Research center.

For Goa I & II Plant: 1) Sadekar Enviro Engineers Pvt. Ltd.

For Goa III Plant: 1) Sadekar Enviro Engineers Pvt. Ltd.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent		
Scope 1 (Including Biogenic)	Metric tonnes of CO_2 equivalent	7,683.94	6,292.73
Scope 1 (Excluding Biogenic CO_2)	Metric tonnes of CO_2 equivalent	2,520.91	1,654.48
Biogenic emission	Metric tonnes of CO_2	5,163.04	4,638.25
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	22,111.27	20,916.47
Total Scope 1 and Scope 2 emissions per Lakh rupee of turnover		0.1244	0.1177
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity		-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.			No

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, FDC has PV Solar System with a total capacity of 2.5 MWp has been installed across the FDC Limited.

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	748.31	691.515
E-waste (B)	1.245	0.022
Bio-medical waste (C)	1.026315	1.0706
Construction and demolition waste (D)	5360.5	6376.5
Battery waste (E)	2.817	0.497
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	437.6755	291.849
Other Non-hazardous waste generated (H). Please specify, if any.(Break-up by composition i.e. by materials relevant to the sector)		
1. Paper	275.419	185.043
2. Wood	19.84	4.006
3. Broken Glass Bottle	20.39	17.204
4. Aluminium PP	2.039	0.203
5. Scrap (Metal)	58.178	31.71
6. Briquette Ash	161.255	85.285
7. Product Sludge	22.58	35.22
Total (A+B + C + D + E + F + G + H)	7111.3	7720.1246

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	96.527	62.41
(ii) Landfilling	627.40	849.0805
(iii) Other disposal operations	6851.02	6045.11
Total	7574.94	6956.6
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	

9. **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.**

FDC India has adopted the following practices:

1. Waste generated from ETP as well as product manufacturing process is safely handed over to the authorized Common Hazardous Waste Treatment, Storage and Disposal Facility (CHWTSDF) at respective locations.
2. ETP/STP plants are operational at all the manufacturing plants and the discharge water parameters are maintained within the limits provided by respective State Pollution Control Board.
3. RO-MEE plant is operational at FDC Limited Roha facility to achieve Zero Liquid Discharge

10. **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:**

    Not Applicable

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

    There was no impact assessments conducted for projects in the financial year 2022-23.

12. **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):**

    Yes, the Company is compliant with applicable environmental laws, regulations, and guidelines in India.

Leadership Indicators

1. **Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A) (GJ)	11,638.86	9,877.88
Total fuel consumption (B) (GJ)	49,587.36	44,547.13
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C) (GJ)	61,226.22	54,425.01
From non-renewable sources		
Total electricity consumption (D) (GJ)	98,272.29	92,962.08
Total fuel consumption (E) (GJ)	23119.77	22098.68
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F) (GJ)	1,21,392.06	1,15,060.76

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. **Provide the following details related to water discharged:**

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment- tertiary treated	7263	4332
(iii) To Seawater		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(iv) Sent to third- parties		
- No treatment	0	0
- With treatment- tertiary treated	57144	45677

(v) Others		
- No treatment	0	0
- With treatment-please specify level of treatment – Gardening- Tertiary treated	32989	31118
Total water discharged (in kilolitres)	97396	81127

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. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area: Waluj, Roha, Sinnar, Goa, Baddi

(ii) Nature of operations: Manufacturing

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	46,006	43044
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	46,006	43044
Total volume of water consumption (in kilolitres)	37185	27098
Water intensity per rupee of turnover (Water consumed / turnover)	0.209	0.152
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(ii) Into Groundwater		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(iii) Into Seawater		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment-please specify level of treatment	0	0
(v) Others	15675	20451
- No treatment	0	0
- With treatment-please specify level of treatment- Gardening Tertiary Treated	15675	20451
Total water discharged (in kilolitres)	15675	20451
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. Please provide details of total Scope 3 emissions & its intensity, in the following format:

The Company in the reporting period did not calculated scope 3 emissions & its intensity

5. **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.**

   Not applicable

6. **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:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Rooftop PV solar system	PV Solar system with a total capacity of 2.5 MWp has been installed across the FDC Limited Group	Generation and utilization of green energy resources, thereby reducing the Carbon emission
2	Use of Green fuel for Boilers	Agro waste-based fuel are used for boilers as a primary fuel	Utilization of Green energy resources, thereby reducing the Carbon emission
3	Insulated roofing	Most of the roofs are sandwiched Rockwool insulated to achieve temperature gradient up to 8 – 10 Degree Celsius	Maintaining ambient conditions below 30 Degree Celsius without Air conditioning, thereby savings in electricity consumption.
4	Waste water recycling	ETP treated water is being used for toilet flushing	Reduction is source water requirement and efficient use of waste water.
5	Use of LED lightings	For any new project LED lights are used and for old facilities existing CFL/FTL/MVL/SVL are replaced with LED lights.	Reduction in electricity consumption.
6	Selection of energy efficient equipment	Most of the utility equipment such as HVAC Chillers, Air compressors, boilers, fans, pumps, motors installed are energy efficient.	Reduction in electricity and fuel consumption due to efficient design and minimal losses.
7	Cyclone Separator	Cyclone separator used to separate out solid particulate matter from boiler flue gases.	Maximize air filtration of boiler flue gases to reduce environment pollution.
8	DAF	Dissolved air flotation unit separates emulsified items like oil, greases, ghee etc.	Output archived as clear effluent for further ETP treatment
9	Dust Collector	Dust collector separates and collect the dust generated during manufacturing and filling process.	Reduced dusting in product manufacturing and filling area.
10	Wet scrubbers	Wet scrubbers are used to scrub the solvent fumes for process equipment.	Exhausting the clean air in to atmosphere.
11	RO - MEE	Reverse Osmosis and Multi effect evaporator (RO-MEE) system to treat High pollutant and low pollutant stream is operational at FDC Limited Roha Plant.	To achieve Zero liquid discharge at API plant.

FDC

PRINCIPLE 7: 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.	3

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	Indian Drug Manufactures' Association (IDMA)	National
2	Association of Small and Medium Chemical Manufacturers (ASMECHEM)	National
3	Pharmaceutical Export Promotion Council of India (PHARMEXCIL)	National

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   During the year, there were no cases issued against the Company for pertaining to anti-competitive conduct.

PRINCIPLE 8: Businesses Should Promote Inclusive Growth and Equitable Development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year -**

   In the reporting year, the Company did not undertake any Social Impact Assessment.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**
   Not Applicable

3. **Describe the mechanisms to receive and redress grievances of the community.**
   The Company engages with its community members through the channel of Email and in-person meetings. These channels of communication facilitate the receipt and redressal of grievances of the community

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	25%	29%
Sourced directly from within the district and neighbouring districts	42%	44%

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):**

   In the reporting year, the Company did not undertake any Social Impact Assessment.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   In the reporting year, the company did not undertake any CSR Project in designated aspirational districts. However the company focused on undertaking CSR projects in the areas surrounding its plants/business operations.

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   No, the Company does not have any preferential procurement policy

   (b) **From which marginalized /vulnerable groups do you procure?**

   Not Applicable

   (c) **What percentage of total procurement (by value) does it constitute?**

   Not Applicable

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:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Nutrition Programme	500 Students	100%
2.	Sustainable Livelihoods and Development	185 families	100%
3.	Medical and Health facility for rehabilitation of street youth indulged in drug consumption	2000 youth	100%
4.	Breast and Ovarian Cancer Surgery for patients.	125	100%
5.	Medical Camp and other	720	100%
6.	Environment Awareness Campaign for Empowering And Building Resilient Communities	500	100%
7.	School & Education	650	100%

Beyond the beneficiaries listed above, we have worked on programs related to education and sports.

PRINCIPLE 9: Businesses Should Engage With and Provide Value To Their Consumers In A Responsible Manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company has a comprehensive Complaint Management system to facilitate timely redressal of the consumer complaints received in terms of product quality, adverse effect etc. The Company provides grievance redressal mechanisms which are transparent and accessible, which address the client concerns and feedback.

   Weblink for adverse event reporting: https://www.fdcindia.com/adverse-event-reporting Consumers may also register complaints through your Company's toll-free number 1800 266 9347 or through Email- drug.safety@fdcindia.com .

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	-
Safe and responsible usage	100%
Recycling and/or safe disposal	-

Company's products are pharmaceutical medicines and drugs; therefore, all our products contain information such as guidance on Storage Conditions, handling, dosage, expiry, etc.

3. **Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NIL	NA	NIL	NIL	NA
Advertising	NIL	NIL	NA	NIL	NIL	NA
Cyber-security	NIL	NIL	NA	NIL	NIL	NA
Delivery of essential services	NIL	NIL	NA	NIL	NIL	NA
Restrictive Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Unfair Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Other-Compliant from Customer	281	NIL	NA	237	NIL	NA

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	3	1. Directive from Regulatory Authority - the sample did not conform to test of Uniformity of Dispersion. 2. The Flemiclav Forte Dry Syrup was bottle packed in carton of Flemiclav Kid Dry Syrup with batch details of Flamiclav Forte Dry Syrup. 3. Directive from Regulatory Authority as assay of Hydroxypropyl methyl cellulose did not meet the specification (NSQ).
Forced recalls	0	NA

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes, The Privacy Policy of FDC Limited includes policies on cyber security and risks related to data privacy. **https://www fdcindia.com/privacy-policy**

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not applicable

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information on the products of FDC can be accessed on the Company website: **https://www.fdcindia.com/repository.php**

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The information label attached to each product informs the consumers about instructions for safe use, sourcing of ingredients, composition, mechanism of action, product interactions and side effects, and guidance on appropriate storage conditions, among others.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   As per the guidelines of National Pharmaceutical Pricing Authority (NPPA), the Company discloses discontinuation of any scheduled formulation by issuing a public notice.

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)**

   Not applicable

5. **Provide the following information relating to data breaches:**

   a. **Number of instances of data breaches along-with impact**

      There have been no instances of data breaches in the reporting period.

   b. **Percentage of data breaches involving personally identifiable information of customers**

      There have been no instances of data breaches in the reporting period.

FDC

ANNEXURE B TO DIRECTORS' REPORT

Statement containing salient features of the Financial Statement of Subsidiaries/Associate companies/Joint ventures as per Companies Act, 2013

Form AOC-1

(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 Lakhs)

Sr. No.	Particulars	Details	Details	Details
1	Name of the Subsidiary	**FDC International Limited**	**FDC INC.**	**Fair Deal Corporation Pharmaceutical SA (Pty) Limited**
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Not Applicable	Not Applicable	Not Applicable
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Reporting Currency: UK Pounds Rate: 100.17	Reporting Currency: US Dollars Rate: 80.87	Reporting Currency: ZAR Rate: 4.41
5	Share capital	3.75	50,000	17.51
6	Reserves and surplus	880.22	21,909	(1,326.46)
7	Total assets	1,413.60	74,009	770.27
8	Total Liabilities	531.15	2,100	2,430.45
9	Investments	-	Nil	-
10	Turnover	1,045.77	Nil	561.70
11	Profit before taxation	(0.19)	(1,935)	(299.02)
12	Provision for taxation	1.65	(500)	-
13	Profit after taxation	(1.84)	(2,435)	(299.02)
14	Proposed Dividend	-	-	-
15	Extent of shareholding (in percentage)	100	100	93

Notes:

(i) Names of Subsidiaries which are yet to commence operations: **None**

(ii) Names of Subsidiaries which have been liquidated or sold during the year: **None**

'Part – B': Associates & Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Since Company does not have any Associate & Joint Venture Company. Hence Disclosures required under this part are not applicable to the Company during the period under review.

On behalf of the Board
For **FDC Limited**

Sd/-
MOHAN A. CHANDAVARKAR
Managing Director
DIN: 00043344

Sd/-
ASHOK A. CHANDAVARKAR
Executive Director
DIN: 00042719

Place: Mumbai
Date: May 25, 2023

ANNEXURE C TO DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31 2023

[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,
FDC LIMITED
(CIN: L24239MH1940PLC003176)

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2023 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. 1. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the Company:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 regarding Reconciliation of Share Capital.

f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

The Company has completed buyback of 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value of ₹1/- (Rupee One) each ("Equity Shares"), on a proportionate basis, through the Tender Offer route through the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, at a price of ₹475/- (Rupees four hundred Seventy Five only) per Equity Share.

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under review.

g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

i. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

j. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

vi. Other laws applicable specifically to the Company as per management representation letter namely:-

Drugs and Cosmetics Act, 1940, The Pharmacy Act, 1948, The Narcotic Drugs and Psychotropic Substances Act, 1985, The Trademarks Act, 1999, The Copy Right Act, 1957, The Patents Act, 1970, Food and Drug Administration licensing terms and conditions and Food Safety and Standards Act, 2006.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report & confirm that the Company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 for the year ended March 31, 2023.

I 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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

This Report is to be read with our letter of even date which is annexed as **'Annexure A'** and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

Sd/-
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000373113

Place : Mumbai
Date : May 25, 2023

ANNEXURE A

To,
The Members,
FDC LIMITED
CIN: L24239MH1940PLC003176

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.

4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

Sd/-
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000373113

Place : Mumbai
Date : May 25, 2023

ANNEXURE D TO DIRECTORS' REPORT

ANNUAL SECRETARIAL COMPLIANCE REPORT OF FDC LIMITED FOR THE YEAR ENDED MARCH 31, 2023

(Pursuant to Regulation 24A(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by SEBI)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **FDC LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at B-8 MIDC Industrial Estate, Waluj Aurangabad MH 431130 Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Sanjay Dholakia, Practising Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **FDC LIMITED** ("the listed entity");

(b) the filings / submission made by the listed entity to the stock exchanges;

(c) Website of the listed entity;

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act ,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations,2018; ***(Not Applicable during the review period)***

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; ***(Not Applicable during the review period)***

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***(Not Applicable during the review period)***

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

The Company has completed buyback of 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares of face value of ₹ 1/- (Rupee One) each ("Equity Shares"), on a proportionate basis, through the Tender Offer route through the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, at a price of ₹475/- (Rupees four hundred Seventy Five only) per Equity Share.

(h) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

b) The listed entity has taken the following actions to comply with the observations made in previous reports *(Not Applicable)*

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

I further based on the above examination hereby affirm following compliances during the Review Period:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1	**Secretarial Standard:** The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India (ICSI).	Yes	
2	**Adoption and timely updation of the Policies:** i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ii) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes Yes	
3	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes Yes Yes	
4	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	
5	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A. Yes	The Company does not have material subsidiary company.

6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes N.A.	The Company has obtained prior approval of Audit Committee for all Related party transactions
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1	**Compliances with the following conditions while appointing/re-appointing an auditor:-**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Yes	
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Yes	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Yes	

2	**Other conditions relating to resignation of statutory auditor:-**		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: - A. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-Co-Operation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	N.A	The statutory auditor of the Company has not resigned during the year under review.
	B. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	N.A	The statutory auditor of the Company has not resigned during the year under review.
	C. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A	The statutory auditor of the Company has not resigned during the year under review.
	ii. Disclaimer in case of non-receipt of information: - The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	N.A	The management of Company has provided all information as required by auditor during the financial year under review
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated October 18, 2019.	N.A	The statutory auditor of the Company has not resigned during the year under review.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **SANJAY DHOLAKIA & ASSOCIATES**
Sd/-
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000373124

Place : Mumbai
Date : May 25, 2023

ANNEXURE E TO DIRECTORS REPORT

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)of the Companies (Accounts) Rules, 2014, for the year ended March 31, 2023

A) CONSERVATION OF ENERGY

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

We have made following efforts towards conservation of energy:

1. Existing CFL/FTL/Metal Halide/Mercury Vapour fittings are replaced with energy efficient LED fittings thereby reduction in power consumption up-to 50%. (Baddi, Sinnar & Waluj);
2. Existing ACs are replaced with Energy efficient Inverter technology ACs (3 Star) thereby reduction in power consumption up-to 40%. (Baddi);
3. Existing belt driven AHUs are replaced with VFD based direct coupled AHUs along with energy efficient motors, thereby reduction in power consumption up to 20%. (Roha);
4. Existing conventional ceiling fans are replaced with energy efficient BLDC fans there by reducing the energy consumption up-to 50%. (Sinnar);
5. VFD is installed for one of the Existing AHU, now the same can be run at 30HZ resulting into savings of approx. 40%. (Sinnar).

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

The existing FO fired boiler is converted into LDO (Light Diesel Oil) fired boiler (Waluj).

(iii) The investment on energy conservation equipment's:

₹ 32,29,369/-.

B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

1. Existing 2 nos HVAC Chillers are replaced with 1 no. Energy efficient Chiller. (Baddi);
2. Centralized Nitrogen generation plant installed with distribution loop (Roha).

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

1. With respect to the Old chillers there is a reduction in power consumption up to 40%.
2. Benefits of centralized Nitrogen generator:
   a. Low long-term operating cost
   b. No supply constraints
   c. Increased employee safety
   d. Minimize environmental impact

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

(a) The details of technology imported:

1. Water Cooled Brine Screw Chiller-228.5 Tr (At -2 Deg C), Model-Crthd., Mfg: Trane, Country of Import: China (Baddi)

(b) The year of import: Financial Year 2022-23

(c) Whether the technology been fully absorbed: Yes

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

(iv) The expenditure incurred on Research and Development:

(₹ in Lakhs)

Sr. No.	Particulars	FY 2022-23	FY 2021-22
a.	Capital*	360.93	306.17
b.	Recurring	3,604.17	3,026.25
c.	Total	3,965.1	3,332.42
d.	Turnover	1,77,703.21	1,51,896.51
e.	Total R & D expenditure as a percentage of total turnover	2.23%	2.19%

** Including C.W.I.P*

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lakhs)

Particulars	FY 2022-23	FY 2021-22
Foreign Exchange earned in terms of actual inflows	32,586.53	21,382.75
Foreign Exchange outgo in terms of actual outflow	15,094.16	5,519.51

For and on behalf of the Board
For FDC Limited

Sd/-
MOHAN A. CHANDAVARKAR
Managing Director
DIN: 00043344

Sd/-
ASHOK A. CHANDAVARKAR
Executive Director
DIN: 00042719

Place: Mumbai
Date: May 25, 2022

ANNEXURE F TO DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

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

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23.

Name	Designation	Ratio of the Remuneration
Mr. Mohan A. Chandavarkar	Managing Director	97:29
Mr. Nandan M. Chandavarkar	Joint Managing Director	74:64
Mr. Ashok A. Chandavarkar	Executive Director	52:33
Mr. Ameya A. Chandavarkar	CEO-International Business & Executive Director	49:62
Ms. Nomita R. Chandavarkar	Non-Executive Non-Independent Director	
CA. Uday Kumar Gurkar	Chairman & Independent Director	
CA. Swati S. Mayekar	Independent Director	
Mr. Melarkode Ganesan Parameswaran	Independent Director	
Ms. Usha Athreya Chandrasekhar	Independent Director	
Dr. Mahesh Bijlani	Independent Director	
Mr. Vijay Maniar*	Independent Director	

**During the year, Mr. Vijay Maniar was appointed as Independent Director of the Company w.e.f. August 04, 2022.*

Note: The remuneration to Independent Directors consists of Sitting fees and Commission only.

(ii) The percentage increase / decrease in the remuneration of each Director, Chief Financial Officer and Company Secretary or manager in the Financial Year.

Name	Designation	% increase/(decrease) in Remuneration
Mr. Mohan A. Chandavarkar	Managing Director	3.99
Mr. Nandan M. Chandavarkar	Joint Managing Director	2.65
Mr. Ashok A. Chandavarkar	Executive Director	5.13
Mr. Ameya A. Chandavarkar	CEO-International Business & Executive Director	4.73
Ms. Nomita R. Chandavarkar	Non-Executive Non-Independent Director	
Mr. Sanjay B. Jain	Chief Financial Officer	5.12
Ms. Varsharani Katre	Company Secretary & Compliance Officer	29.56
CA. Uday Kumar Gurkar	Chairman & Independent Director	
CA. Swati S. Mayekar	Independent Director	
Mr. Melarkode Ganesan Parameswaran	Independent Director	
Ms. Usha Athreya Chandrasekhar	Independent Director	
Dr. Mahesh Bijlani	Independent Director	
Mr. Vijay Maniar*	Independent Director	

**During the year, Mr. Vijay Maniar was appointed as Independent Director of the Company w.e.f. August 04, 2022.*

(iii) The percentage increase in the median remuneration of employees in the Financial Year: 7.21%.

(iv) The number of permanent employees on the rolls of the Company :

There were 6372 employees on the rolls of the Company as on March 31, 2023.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof:

Average increase in managerial remuneration is 7.28 % & for other than Managerial Personnel is 6.74%.

(vi) It is affirmed that the remuneration is as per the Remuneration Policy of the Company

For and On behalf of the Board of Directors
For FDC Limited

	Sd/-	Sd/-
Place : Mumbai	**MOHAN A. CHANDAVARKAR**	**ASHOK A. CHANDAVARKAR**
Date : May 25, 2023	Managing Director	Executive Director
	DIN: 00043344	DIN: 00042719

ANNEXURE G TO DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy of Corporate Governance is to carry out its activities and operations in a true and fair manner to achieve transparency, accountability and business prosperity.

FDC's Code of Conduct, its Risk Management Policy and its well-structured internal control systems, which are subjected to regular assessment of its effectiveness, reinforces accountability and integrity of reporting and ensures fairness in dealing with the Company's stakeholders and enhancing the Shareholder's value.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regards to Corporate Governance.

Details of Company's board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

2. BOARD OF DIRECTORS

(A) Composition and category of Directors

The FDC's Board has an optimum mix of Executive and Non-Executive Directors in line with the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations.

The composition and size of the Board is reviewed periodically to ensure an optimum mix of Directors with complementary skill sets and varied perspectives for constructive deliberations facilitating effective decision making. As on March 31, 2023, the Board comprised of 11 (Eleven) members, 6 (Six) of which are Independent Directors constituting more than half of the Board strength, 2(Two) are Executive Directors, 1 (One) is Non-Executive Director, 1(One) is Joint Managing Director and 1 (One) is Managing Director.

During the year, the Board of Directors appointed Mr. Vijay Maniar (DIN: 00750905) as an Independent Director and member of the Audit Committee. All Independent Directors are persons of eminence and bring a wide range of expertise, knowledge and experience to the Board thereby ensuring the best interest of the stakeholders and the Company.

Ms. Nomita R. Chandavarkar was re-designated from the position of the Executive Director to Non-Executive Director of the Company with effect from April 01, 2022. She continues to be on the Board of the Company as Non-Executive Director.

The Board of Directors of the Company is headed by a Non - Executive Chairman. The Composition of Board of Directors of the Company as on March 31, 2023 is summarized below:

Sr. No.	Name of the Directors	Category
1.	Mr. Mohan A. Chandavarkar (DIN - 00043344)	Promoter & Executive Director
2.	Mr. Nandan M. Chandavarkar (DIN - 00043511)	Promoter & Executive Director
3.	Mr. Ashok A. Chandavarkar (DIN - 00042719)	Promoter & Executive Director
4.	Mr. Ameya A. Chandavarkar (DIN - 00043238)	Promoter & Executive Director
5.	Ms. Nomita R. Chandavarkar# (DIN - 00042332)	Promoter & Non-Executive Director
6.	CA. Swati S. Mayekar (DIN - 00245261)	Non-Executive Independent Director

7.	CA. Uday Kumar Gurkar (DIN - 01749610)	Non-Executive Independent Director
8.	Mr. Melarkode Ganesan Parameswaran (DIN - 00792123)	Non-Executive Independent Director
9.	Ms. Usha Athreya Chandrasekhar (DIN - 06517876)	Non-Executive Independent Director
10.	Dr. Mahesh Bijlani (DIN - 08447258)	Non-Executive Independent Director
11.	Mr. Vijay Maniar* (DIN – 00750905)	Non-Executive Independent Director

Designation of Ms. Nomita R. Chandavarkar changed from Executive Director to Non-Executive Director w.e.f. April 01, 2022.

*Mr. Vijay Maniar was appointed during the year as Non-Executive Independent Director of the Company w.e.f. August 04, 2022.

The Composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Act. The brief profile of the directors of the Company can be found on the https://www.fdcindia.com/board-of-directors.php

Board effectiveness is further improved by ensuring that none of the director holds directorships in more than seven listed entities, and none of the executive director serves as an independent director on the Boards of more than three listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are independent of the management.

The names and categories of the Directors on the Board, their attendance at board meetings held during the year and at the last Annual General Meeting ("AGM"), name of other listed entities in which they are directors, the number of Directorships and Committee Chairpersonship / Memberships held by them in other public limited companies as on March 31, 2023 are given herein below. Further, none of them is a member in more than ten committees or Chairperson of more than five committees across all the public companies in which he / she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

The Board meets at regular intervals to discuss the performance of the Company and its Quarterly Financial Results along with other Company issues. The Board and Committee meetings are pre-scheduled and a tentative annual calendar of the Board/Committee meetings is circulated to the Directors/Committee Members well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, In case of special and urgent business needs, the Board/Committees approval is taken by passing resolution by circulation, as permitted by law, which is noted and then confirmed in the subsequent Board/Committee meeting.

Apart from the items that are required to be placed before the Board for its approval, the information as enumerated in Part A of Schedule II of the SEBI Listing Regulations, was also placed before the Board for its consideration and approval.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

(B) Details of Board Meetings held during the financial year ended March 31, 2023

Sr. No.	Date of Board Meeting	Total Strength of the Board	No. of Directors Present	% of attendance
1.	May 25, 2022	10	10	100
2.	August 04, 2022	10	10	100
3.	November 14, 2022	11	11	100
4.	February 09, 2023	11	11	100

The intervening gap between the two Board Meetings did not exceed 120 (One Hundred Twenty) days as prescribed under provisions of the Act, Secretarial Standards – 1 and SEBI Listing Regulations along with circulars and regulations issued under as amended from time to time in this regard.

(C) Attendance of Directors at the Board Meetings and at the last Annual General Meeting (AGM) of the Company.

Name of the Director	Attendance at the Board Meetings and Annual General Meeting of the Company.				
	May 25, 2022	August 04, 2022	November 14, 2022	February 09, 2023	Attendance at the last AGM held on September 22, 2022
CA. Uday Kumar Gurkar	Present	Present	Present	Present	Present
Mr. Mohan A. Chandavarkar	Present	Present	Present	Present	Present
Mr. Nandan M.Chandavarkar	Present	Present	Present	Present	Present
Mr. Ashok A. Chandavarkar	Present	Present	Present	Present	Present
Mr. Ameya A. Chandavarkar	Present	Present	Present	Present	Present
Ms. Nomita R. Chandavarkar	Present	Present	Present	Present	Present
CA. Swati S. Mayekar	Present	Present	Present	Present	Present
Mr. Melarkode Ganesan Parameswaran	Present	Present	Present	Present	Present
Ms. Usha Athreya Chandrasekhar	Present	Present	Present	Present	Present
Dr. Mahesh Bijlani	Present	Present	Present	Present	Present
Mr. Vijay Maniar*	Not Applicable	Not Applicable	Present	Present	Present

*Mr. Vijay Maniar was appointed during the year as Non-Executive Independent Director of the Company w.e.f. August 04, 2022.

(D) Membership/ Chairpersonships of Directors in other boards and committees thereof

Name of the Director	Number of Directorship(s) held in other Companies	Name of the Other Listed Companies where He / She is a Director	*Other Committee(s) position	
			Member	Chairperson
Mr. Mohan A. Chandavarkar	-	-	-	-
Mr. Nandan M. Chandavarkar	-	-	-	-
Mr. Ashok A. Chandavarkar	2	-	-	-
Mr. Ameya A. Chandavarkar	1	-	-	-
Ms. Nomita R. Chandavarkar	1	-	-	-
CA. Swati S. Mayekar **	8	Uniphos Enterprises Limited	2	-
CA. Uday Kumar Gurkar	-	-	-	-

Mr. Melarkode Ganesan Parameswaran***	4	Galaxy Surfactants Limited	2	1
Ms. Usha Athreya Chandrasekhar	-	-	-	-
Dr. Mahesh Bijlani	-	-	-	-
Mr. Vijay Maniar#	1	-	-	-

*Committees considered are Audit Committee and Stakeholder Relationship Committees of Listed Companies and Unlisted Public Companies.

**CA. Swati Mayekar is Independent Director and is member of Audit Committee and Stakeholder Relationship Committee in Uniphos Enterprises Limited.

***Mr. Melarkode Ganesan Parameswaran Independent Director and is member of Audit Committee and Chairman of Stakeholders' relationship committee in Galaxy Surfactants Limited and Member of Audit Committee in Rediff.com India Limited.

Mr. Vijay Maniar was appointed during the year as Non-Executive Independent Director of the Company w.e.f. August 04, 2022.

(E) Separate meeting of Independent Directors

During the year, a separate meeting of the Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the management, was held on March 23, 2023, in compliance with the provisions of Schedule IV of the Act and SEBI Listing Regulations. All Independent Directors was present at the meeting held on March 23, 2023.

The Independent Directors reviewed and assessed the performance of the Non-Independent Directors, including the Managing Director. They concluded that the Board as a whole, and the flow of information between the Company's Management and the Board in terms of quality, quantity and timeliness, is satisfactory.

(F) Details of shareholding of Non-Executive Directors in the Company as on March 31, 2023

Name of the Director	Designation	No. of shares
CA. Uday Kumar Gurkar	Independent Director	-
CA. Swati S. Mayekar	Independent Director	-
Mr. Melarkode Ganesan Parameswaran	Independent Director	3,700
Ms. Usha Athreya Chandrasekhar	Independent Director	1,100
Dr. Mahesh Bijlani	Independent Director	-
Ms. Nomita R. Chandavarkar	Non-Executive Director	53,48,262
Mr. Vijay Maniar	Independent Director	-

(G) Inter-se relationship amongst the Directors

Mr. Mohan A. Chandavarkar, Managing Director, Mr. Nandan M. Chandavarkar, Joint Managing Director, Mr. Ameya A. Chandavarkar, CEO - International Business & Executive Director, Mr. Ashok A. Chandavarkar, Executive Director and Ms. Nomita R. Chandavarkar, Non-Executive Non-Independent Directors of the Company are related to each other.

None of the other Non-Executive Directors are related to above-mentioned directors or each other.

(H) Directors appointed/ resigned during the year ended March 31, 2023

During the Financial year 2022-23, there were no appointments/resignations of any Board Members except following:

1. Change in Designation of Ms. Nomita R. Chandavarkar as Non-Executive Non-Independent Director w.e.f April 01, 2022 pursuant to relinquishment of her position of Executive Director.
2. Appointment of Mr. Vijay Maniar (DIN: 00750905) as Independent Director of the Company for a period of 5 years w.e.f. August 04, 2022.

(I) Code of Conduct

The Company has in place, the Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company.

The code of conduct lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the Stakeholders. It also lays down the duties of Independent Directors towards the Company. The Directors and the Senior Management Personnel of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, during the year ended March 31, 2023. A Certificate duly signed by Mr. Mohan A. Chandavarkar, Managing Director and Mr. Ashok A. Chandavarkar, Executive Director, on the compliance with the Code of Conduct is provided as ***'Annexure - C'*** to this report.

The said Code of conduct is available on the website of the Company i.e. https://www.fdcindia.com/pdf/policies/Code_of_Conduct_of_FDC_Limited.pdf

(J) Prevention of Insider Trading

The Company has in place a Policy on the Code of Conduct which is duly amended from time to time for Prevention of Insider Trading with a view to regulate the trading in securities by the Promoters, Directors and the Designated Employees of the Company.

The said Policy requires pre-clearance of transactions by the Company, for dealing in the shares of the Company and prohibits the purchase or sale of shares by the Promoters, Directors and the Designated Employees, while in possession of unpublished price sensitive information and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the said Code of Conduct. The Promoters, Directors and the Designated Employees have affirmed compliance with the Company's Code of Conduct for Prevention of Insider Trading.

The Company has also implemented mechanism for structured digital database, it further helps to track the details of trades, also ensures strict compliance of Code of Conduct.

The said Policy is available on the website of the Company i.e. https://www.fdcindia.com/pdf/policies/Code_of_Conduct_for_Prevention_of_Insider_Trading.pdf

(K) Board Training and Induction/ Familiarization Program of Independent Directors

At the time of their appointment, a formal letter of appointment is issued to Directors, which inter alia explains the role, duties and responsibilities expected from them as Director of the Company.

The Managing Director gives a brief insight on the operations of the Company, its various divisions, governance and internal control processes and other relevant information pertaining to the Company's business. Further, the Company Secretary also explains in detail the various compliances required by the Director under the Code of Conduct of the Company, the Act, SEBI Listing Regulations and other relevant Act, Rules and Regulations.

The Company has a familiarization programme for Independent Directors with regard to their roles, responsibilities, and the business model of the Company, etc. The familiarization programme details are available on the website of the Company i.e. https://www.fdcindia.com/corporate-governance#Policies

The above initiative facilitates the Directors in performing their duties diligently and trains them to fulfill their duties as a Director of the Company effectively.

Based on the disclosures received from all the independent Directors and also in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act and SEBI Listing Regulations and are independent of the Management.

No Independent Director resigned before the expiry of his/her tenure during the year.

(L) Key Board Qualifications Skill/expertise/competence

The Board of the Company comprises of professionals, possessing wide experience and expertise in their areas of function, viz. Sales & Marketing, International Business, General management and leadership, Financial & risk management skills and Technical, professional skills and knowledge including legal, governance and regulatory aspects.

The Board Members are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance. The table below summarizes the list of core skills/ expertize/ competencies identified by the Board of Directors for effectively conducting the business of the Company and are available with the Board as on March 31, 2023.

Competency	Definition
Leadership	Includes Vast Leadership Experience, Practical understanding of organization, Key role in strategic planning and risk management.
Financial Analysis	Ability to comprehend, interpret and guide on Financial statements, Audit committee presentations and other Business Matters.
Business Strategy	Ability to understand, review and guide Strategy by analyzing the Company's competitive position and benchmarking taking into account market and industry trends.
Technical & Production	Includes periodical review of manufacturing of Pharmaceuticals products, Active involvement in Research and Development activities, Knowledge of supply chain activities etc.
Sales and Marketing	Experience in developing strategies to improve sales and Market share. Build brand and enhance enterprise reputation.
Technology	Means Significant background in technology, Active participation in evaluation of technological trends, generate disruptive innovation and helps in creating dynamic business model.
Global Business	Includes Driving business success in markets around the world with an understanding of diverse business environment.

Comprehensive chart stating core skills / expertise / competencies identified by the Board of Directors in the context of its business and sector available with the Board are as follows:

Sr. No.	Name	Qualification	Area of Expertise
1	Mr. Mohan A. Chandavarkar	Bachelor of Science (Hons.)	Leadership, Financial Analysis, Business Strategy, Technical & Production, Sales and Marketing.
2	Mr. Nandan M. Chandavarkar	Bachelor of Pharmacy	Financial Analysis, Business Strategy, Technical & Production, Sales and Marketing.
3	Mr. Ashok A. Chandavarkar	Bachelor of Engineering (Mechanical)	Financial Analysis, Business Strategy, Technical & Production,
4	Mr. Ameya A. Chandavarkar	Bachelor of Science in Information Systems, Marketing Management from Florida Southern College, Lakeland, USA and MBA from INSEAD (France and Singapore).	Financial Analysis, Business Strategy, Technical & Production, Technology, and Global Business.
5	Ms. Nomita R. Chandavarkar	B.com	Financial Analysis and Business Strategy
6	CA. Swati S. Mayekar	Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India	Financial Analysis, Business Strategy, Technology

7	CA. Uday Kumar Gurkar	Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India	Financial Analysis, Business Strategy, Technology, Global Business
8	Mr. Melarkode Ganesan Parameswaran	Bachelor of Engineering (Chemical) from IIT Madras and MBA from IIM Calcutta, PhD from Mumbai University, Advanced Management Programme from Harvard Business School.	Marketing, Branding Advertising and Sales
9	Dr. Mahesh Bijlani	[MBBS, MS (Gen. Surgery), DNB (Gen. Surgery), FKAC (MIS) (Germany)	Consultant Surgeon specialized in Advanced Laparoscopic Surgery
10	Ms. Usha Athreya Chandrasekhar	L.L.B	Intellectual Properties, which covers trademarks, patents, copyrights, designs, franchising , licensing
11	Mr. Vijay Maniar	Fellow Member of Institute of Chartered Accountants in India	Financial Analysis, Business Strategy, Technology

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable rules and regulations, which concern the Company and need a closer review. Each Committee of the Board is guided by its terms of reference, which defines the scope, powers, responsibilities and composition of the Committee. The minutes of the meetings of all Committees are placed before the Board for its review and noting. All the Committees have optimum composition pursuant to the SEBI Listing Regulations.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The terms of reference of the Committees are in line with the applicable provisions of the SEBI Listing Regulations, the Act and the Rules issued thereunder. The detailed terms of reference of the Committees can be accessed on the Company's website at https://www.fdcindia.com/corporate-governance#Policies

(A) AUDIT COMMITTEE

(i) Brief description of terms of reference

The Audit Committee of the Company is duly constituted as per Regulation 18 of the SEBI Listing Regulations, read with the provisions of Section 177 of the Act. All the Members of the Audit Committee are financially literate and have expertise in financial management. Presently the committee comprises of 4 (four) members, Three members out of four are Independent Directors. The Audit Committee met 4 (Four) times during the financial year 2022-23. The intervening period between 2 (two) consecutive Audit Committee Meetings was well within the maximum allowed gap of 120 (one hundred and twenty) days.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held during the financial year 2022-23, is detailed below:

Name	Designation	Nature of Membership	Meeting date(s)			
			May 25, 2022	August 04, 2022	November 14, 2022	February 09, 2023
CA. Swati S. Mayekar	Independent Director	Chairperson	Present	Present	Present	Present
CA. Uday Kumar Gurkar	Independent Director	Member	Present	Present	Present	Present

Mr. Mohan A. Chandavarkar	Managing Director	Member	Present	Present	Present	Present
Mr. Vijay Suresh Maniar*	Independent Director	Member	Not Applicable	Not Applicable	Present	Present

***Mr. Vijay Maniar is appointed as member of the Audit Committee with effect from November 14, 2022.**

The Committee meets quarterly for consideration of financial results, review and approval of related party transactions, etc. Additionally, the Committee meets to review the key internal audit observations and other matters as per its terms of reference.

The terms of reference of the Audit Committee are formulated in accordance with the regulatory requirements mandated by the SEBI Listing Regulations, the Act and the Rules issued thereunder.

The Audit Committee is, ***inter alia,*** entrusted with the following key responsibilities:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
23. Monitoring the end use of funds raised through public offers and related matters;
24. In addition to above, the audit committee shall mandatorily review the following information:
    (i) Management discussion and analysis of financial condition and results of operations;
    (ii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
    (iii) Internal audit reports relating to internal control weaknesses; and
    (iv) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
    (v) Statement of deviations:
        (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
        (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. Ms. Varsharani Katre, Company Secretary acts as Compliance officer to ensure compliance and effective implementation of the Insider Trading Code. The Company Secretary acts as a Secretary to the Committee.

(B) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC") constituted in line with the provisions of the SEBI Listing Regulations and the Act, presently comprises 5 (Five) members, all are Independent Directors. During the year, one meeting of NRC held on August 01, 2022.

The composition of the NRC of the Board of Directors of the Company along with the details of the meetings held during the financial year 2022-23 are detailed below:

Name	Designation	Nature of Membership	Meeting held on August 01, 2022
CA. Swati S. Mayekar	Independent Director	Chairperson	Present
CA. Uday Kumar Gurkar	Independent Director	Member	Present
Mr. Melarkode Ganesan Parameswaran	Independent Director	Member	Present
Dr. Mahesh Bijlani	Independent Director	Member	Present
Ms. Usha Athreya Chandrasekhar	Independent Director	Member	Present

(i) Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified in Section 178 of the Act and Regulation 19 read with Schedule II of the SEBI Listing Regulations.

The responsibilities of NRC inter-alia include the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    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.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Policy of the Company inter alia, provides that the NRC shall formulate the criteria for appointment of Directors on the Board of the Company and persons holding senior management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and the SEBI Listing Regulations.

(ii) Performance Evaluation of the Board

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, an Annual Performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. The Company has a structured assessment process for evaluation of performance of the Board, its Committees and individual performance of each Director including the Chairperson.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairman of the Company after taking into account the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Directors expressed their satisfaction with respect to the performance.

In terms of requirements of Schedule IV of the Act and Regulation 25 of SEBI Listing Regulations a separate meeting of Independent Directors of the Company was held on March 23, 2023 to review the performance of Non-Independent Director's.

The performance evaluation of has been conducted in the following manner:

- Performance evaluation of Board, Chairman, Managing Director, Non-Executive Director and Executive Director has been conducted by the Independent Directors (excluding the director being evaluated);
- Performance evaluation of Committee has been conducted by the Board of Directors (excluding the Committee Members being evaluated);
- The performance evaluation of Independent Directors has been conducted by the entire Board of Directors (excluding the director being evaluated).

(C) REMUNERATION TO DIRECTORS

The Remuneration Policy for the Board of Directors and Senior Management Personnel, is recommended by the Nomination and Remuneration Committee and approved by the Board. The remuneration paid to the Non-Executive Directors comprises of sitting fees and commission. The sitting fees paid to the Non-Executive Directors in respect of the meetings of the Board and the Audit Committee attended by them is within the maximum limit set out under the Act. The Commission paid to the Directors during the year is as approved by members at their Annual General Meeting held on September 22, 2022 and in accordance with the overall ceiling imposed by the Act and applicable statutes, if any. The remuneration paid to the Senior Management Personnel is in accordance with the industry norms and practices. The Company's nomination and remuneration policy is directed towards rewarding performance based on review of achievements periodically. The nomination and remuneration policy is in consonance with the existing industry practice. The said Policy also includes criteria for making payments to Non-Executive Directors. The policy is available on Company's website at https://www.fdcindia.com/pdf/policies/Nomination_and_Remuneration_Policy.pdf

(i) Remuneration to Executive Directors:

Executive Directors are paid remuneration in accordance with the limits prescribed under the Act and the Nomination and Remuneration Policy of the Company. Such remuneration is considered and approved by the Nomination and Remuneration Committee, the Board of Directors and the Shareholders of the Company. Remuneration limits are as prescribed by Section 197, 198 and Schedule V of the Act and the Rules made thereunder. **Details of remuneration paid to Executive Directors during the year.**

Name of the Director	Salaries (₹)	Perquisites (₹)	Benefits (₹)	Superannuation@15%	Commission (₹)	Total
Mr. Mohan A. Chandavarkar	1,36,50,000	3,26,176	10,22,400	12,78,000	1,55,35,843	3,18,12,419
Mr. Ashok A. Chandavarkar	55,37,164	2,84,631	4,13,937	5,17,421	1,03,57,229	1,71,10,385
Mr. Nandan M. Chandavarkar	1,04,82,000	5,07,493	7,84,800	9,81,000	1,16,51,882	2,44,07,175
Mr. Ameya A. Chandavarkar	58,97,200	2,73,642	4,40,940	5,51,175	90,62,575	1,62,25,532

(ii) Remuneration to Non-Executive Director:

The Non-Executive Directors are entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to non-executive Directors are within the prescribed limits under the Act and as determined by the Board of Directors from time to time. The shareholders of the Company at their Annual General Meeting held on September 22, 2022 approved payment to Non-Executive Directors of the Company on annual basis, by way of commission, the aggregate of which shall not exceed maximum limit of the net profits of the Company per annum computed in the manner prescribed under section 198 of the Act, provided that none of the Non-Executive Directors shall receive individually a sum exceeding ₹ 3,00,000 (Rupees Three Lakhs) p.a. in addition to the sitting fees as determined by the Board of Directors from time to time.

During the year, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Directors apart from sitting fees and commission. The Company has not granted any stock options to any of its Non-Executive Directors.

The details of sitting fees and commission paid during the year are as under:

Names of Non-Executive Directors	Sitting fees	Commission	Total
CA. Uday Kumar Gurkar	3,35,000	3,00,000	6,35,000
CA. Swati S. Mayekar	3,35,000	3,00,000	6,35,000
Mr. Melarkode G. Parameswaran	1,65,000	3,00,000	4,65,000
Dr. Mahesh Bijlani	1,65,000	3,00,000	4,65,000
Ms. Usha A. Chandrasekhar	1,65,000	3,00,000	4,65,000
Mr. Vijay Suresh Maniar	2,00,000	3,00,000	5,00,000
Ms. Nomita R. Chandavarkar	1,65,000	3,00,000	4,65,000

(iii) Details of service contracts, notice period and severance fees of the Executive Directors:

The appointment of Executive Directors is by virtue of their employment with the Company as management employees and therefore, the terms of their employment are governed by the applicable policies at the relevant point in time.

The Details of service contracts of the Executive Directors are as follows:

Name of the Director	Date of contract	Term of Contract
Mr. Mohan A. Chandavarkar	April 01, 2019	For a period of 5 years commencing from April 01, 2019
Mr. Ashok A. Chandavarkar	March 01, 2021	For a period of 5 years commencing from March 01, 2021
Mr. Nandan M. Chandavarkar	March 01, 2019	For a period of 5 years commencing from March 01, 2019
Mr. Ameya A. Chandavarkar	November 01, 2019	For a period of 5 years commencing from November 01, 2019

Services of the Executive Directors may be terminated by either party, giving the other party 90 (Ninety) days' notice or the Company paying 90 (Ninety) days salary in lieu thereof. There is no separate provision for payment of severance fees.

(D) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee ("SRC") constituted in line with the provisions of the SEBI Listing Regulations and the Act, presently comprises 3 (Three) members, Out of 3, 1 (One) is Independent Director and 2 (Two) are Executive Directors. During the year, three meeting of SRC held on April 15, 2022, July 15, 2022 and January 17, 2023. The Company Secretary acts as the Secretary to the Committee.

(i) The composition of the SRC of the Board of Directors of the Company along with the details of the meetings of the Committee during the financial year 2022-23, is detailed below:

Name	Designation	Nature of Membership	Details of Meetings		
			April 15, 2022	July 15, 2022	January 17, 2023
Ms. Usha Athreya Chandrasekhar	Independent Director	Chairperson	Present	Present	Present
Mr. Mohan A. Chandavarkar	Managing Director	Member	Present	Present	Present
Mr. Ashok A. Chandavarkar	Executive Director	Member	Present	Present	Present

(ii) Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified in Section 178 of the Act and Regulation 20 read with Schedule II of the SEBI Listing Regulations.

The responsibilities of SRC inter-alia include the following:

- Resolving 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.;

- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of 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;

(iii) Number of complaints received and resolved

The details of investor complaints received / redressed during the financial year 2022-23 is as under:

Complaints as on April 01, 2022	Received during the year	Resolved during the year	Pending as on March 31, 2023
1	2	3	0

(iv) Name and designation of the Compliance Officer

Ms. Varsharani Katre
Company Secretary and Compliance Officer
C-3, Sky Vistas, 106-A, JP Road,
Near Versova Police Station, Andheri West,
Mumbai - 400053, Maharashtra.
Email: investors@fdcindia.com

(E) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ("CSR") Committee constituted in line with the provisions of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), presently comprises 4 (four) members, 1 (one) Independent Director, 1 (one) Managing Director, 1 (one) Executive Director and 1 (one) Non-Executive Director. CSR Committee met 3 (three) times during the financial year 2022-23.

The composition of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23, is detailed below:

Name	Designation	Nature of Membership	Details of Meetings		
			July 26, 2022	September 22, 2022	October 21, 2022
Mr. Mohan A. Chandavarkar	Managing Director	Chairman	Present	Present	Present
Mr. Ashok A. Chandavarkar	Executive Director	Member	Present	Present	Present
Ms. Nomita R. Chandavarkar	Non-Executive Director	Member	Present	Present	Present
CA. Uday Kumar Gurkar	Independent Director	Member	Present	Present	Present

(i) Brief description of terms of reference

The terms of reference of the CSR Committee as approved by the Board and amended from time to time inter alia includes the following:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

(F) RISK MANAGEMENT COMMITTEE

The Risk Management Committee ("RMC") constituted in line with the provisions of the SEBI Listing Regulations, presently comprises 3 (three) members, 1 (one) is Independent Director, 1 (one) is Executive Director and 1 (one) member from the management of the Company. The RMC met 2 (two) times during the financial year 2022-23.

The composition of the RMC of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name	Designation	Nature of Membership	Details of Meetings	
			October 31, 2022	March 30, 2023
CA. Swati S. Mayekar	Independent Director	Chairperson	Present	Present
Mr. Ameya A. Chandavarkar	Executive Director	Member	Present	Present
Mr Dilip V. Karnik*	President- Technical & Operations	Member	Present	Not Applicable
Mr. Lalit Aggarwal*	President - Technical & Operations	Member	Not Applicable	Present

** Mr. Lalit Aggarwal appointed as member of the Risk Management Committee with effect from November 14, 2022 due to retirement of Mr. Dilip V. Karnik.*

The RMC is responsible for oversight on overall risk management processes of the Company and to ensure that key strategic and business risks are identified and addressed by the management.

The terms of reference of the RMC, as approved by the Board and amended from time to time inter alia includes the following:

- To formulate a detailed risk management policy which shall include:

➢ A framework for identification of internal and external risks specifically faced by the Company, 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;

➢ Measures for risk mitigation including systems and processes for internal control of identified risks;

➢ Business continuity plan;

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Committee.

4. GENERAL BODY MEETINGS

(A) Location and time of the last three Annual General Meetings are as follows:

Financial year	Venue	Date	Time	Special resolutions passed
FY 2019-20	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	September 30, 2020	10.00 a.m.	Re-appointment of Mr. Ashok A. Chandavarkar (DIN: 00042719) as an Executive Director of the Company.
FY 2020-21	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	September 29, 2021	10.00 a.m.	1. Re-appoint CA. Uday Kumar Gurkar (DIN: 01749610) as an Independent Director of the Company. 2. To Approve the granting of Loan(s) to Fair Deal Pharmaceuticals SA (Pty) Limited ("FDC SA"), a Subsidiary Company.
FY 2021-22	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	September 22, 2022	10.00 a.m.	1. Appointment of Mr. Vijay Maniar (DIN: 00750905) as a Non-Executive & Independent Director of the Company. 2. Approval of payment of commission to the Non-Executive Directors of the Company from Financial Year 2022-23.

(B) POSTAL BALLOT

(i) **Details of Special Resolution passed through Postal Ballot.**

- **During the financial year 2022-23, below Special Resolution was passed by means of Postal Ballot on July 13, 2022:**

  Approval for Granting of Loans to Fair Deal Pharmaceuticals SA (PTY) Limited ("FDC SA"), a Subsidiary Company.

- **Person who conducted the aforesaid Postal Ballot exercise:**

  M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries conducted the aforesaid postal ballot exercise in a fair and transparent manner.

- **Details of Voting Pattern for E-voting & Postal Ballot:**

Resolution Required : (Special)			Approval for Granting of Loans to Fair Deal Pharmaceuticals SA (PTY) Limited ("FDC SA"), A Subsidiary Company.					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	11,52,20,300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	1,73,48,124	1,53,52,494	88.4966	1,34,53,060	18,99,434	87.6278	12.3722
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1,53,52,494**	**88.4966**	**1,34,53,060**	**18,99,434**	**87.6278**	**12.3722**
Public Non Institutions	E-Voting	3,33,41,660	11,99,517	3.5977	11,90,369	9148	99.2374	0.7626
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**11,99,517**	**3.5977**	**11,90,369**	**9,148**	**99.2374**	**0.7626**
Total		**16,59,10,084**	**1,65,52,011**	**9.9765**	**1,46,43,429**	**19,08,582**	**88.4692**	**11.5308**

Resolution(s) to be passed through Postal Ballot during the financial year 2023-24 will be taken up as and when necessary and procedure for the same will be submitted.

5. MEANS OF COMMUNICATION

- **Financial Results:**

- The quarterly/ half-yearly/ annual results along with audit/ limited review report is filed with the stock exchanges immediately after the approval of the Board;
- Financial results are also uploaded on the Company's website and can be accessed at https://www.fdcindia.com/stock-exchange-compliances

- **Newspapers wherein results normally published:**

- The results are also published in at least one prominent national and one regional newspaper having wide circulation viz. a viz. Business Standard (English Language) and Loksatta (Marathi Language), within 48 hours of the conclusion of the meeting;
- The Company publishes its Annual, Half yearly and Quarterly financial results in the following newspapers:

  (i) Business Standard (English) (All Editions)(National)

  (ii) Loksatta (Marathi) (Aurangabad)

- **Website:**

- The Company has a dedicated section under 'Investors' on its website www.fdcindia.com which encompasses all the information for the investors like financial results, policies & codes, stock exchange filings, press releases, annual reports, etc.

- **News Releases:**

- Stock exchanges are regularly updated on any developments/events and the same are simultaneously displayed on the Company's website as well;

- All the releases can be accessed on the website of the Company at www.fdcindia.com

- **Institutional Investor / Analysts Presentation:**

- The schedule of analyst/investor meets are filed with the stock exchanges and the presentations are uploaded on the website of the Company at www.fdcindia.com.

6. GENERAL SHAREHOLDER INFORMATION

(A) Annual General Meeting

Date : September 27, 2023

Day : Wednesday

Time : 10:00 a.m.

Venue : Virtual Annual General Meeting through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") for shareholders for attending the AGM from their respective places.

Respected Shareholders are requested to kindly join the meeting through VC/ OAVM facility by following the instructions provided in the notes to the AGM Notice.

(B) Financial Year

The Company's financial year begins on April 01 and ends on March 31, every year.

(C) Dividend Payments

During the year the Company has not declared any Dividend.

(D) Name and address of Stock Exchanges where the shares of the Company are listed and Stock Code/Symbol

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street,Mumbai- 400 001 Maharashtra, India. **Stock Code: 531599**	**National Stock Exchange of India Limited** Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra, India. **NSE Symbol: FDC**

The International Securities Identification Number (ISIN Number) of the Company on both the National Security Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') is **INE258B01022.**

(E) Payment of Listing Fees:

Annual listing fees for the financial year 2023-24 have been paid by the Company to the respective Stock Exchanges as applicable.

(F) Tentative Financial Calendar:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2024 are as follows:

Particulars	Date
Unaudited results of the first quarter ending June 30, 2023	August 09, 2023
Unaudited results of the second quarter and half year ending September 30, 2023	November 08, 2023
Unaudited results of the third quarter and nine months ending December 31, 2023	February 07, 2024
Audited results for the year ending March 31, 2024	May 29, 2024

(G) Market Price Data in respect of the Company's shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"):

Month wise High, Low price of the Company's Equity Shares during the financial year ended March 31, 2023 at BSE and NSE are given below:

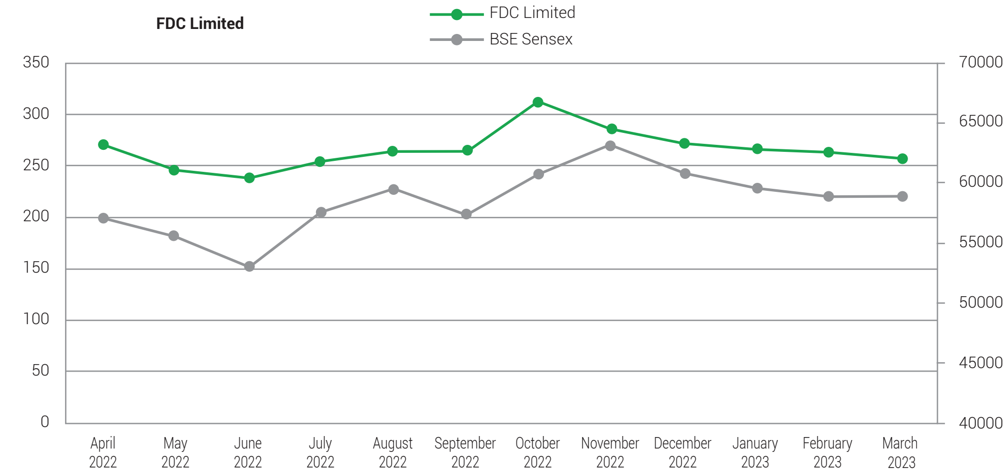
Month & Year	BSE		NSE	
	High (In ₹)	Low (In ₹)	High (In ₹)	Low (In ₹)
April, 2022	288.00	256.70	261.00	254.95
May, 2022	275.65	230.10	269.20	260.60
June, 2022	253.60	229.15	272.20	254.35
July, 2022	269.00	233.30	274.55	269.00
August, 2022	279.15	252.30	289.15	284.40
September, 2022	287.30	255.60	318.00	310.20
October, 2022	317.75	262.25	267.90	260.00
November, 2022	317.00	276.55	266.80	261.05
December, 2022	290.00	265.55	254.90	251.05
January, 2023	280.00	251.15	239.95	233.05
February, 2023	278.00	249.25	247.30	242.15
March, 2023	267.35	245.00	274.60	266.95

(Source: BSE & NSE website)

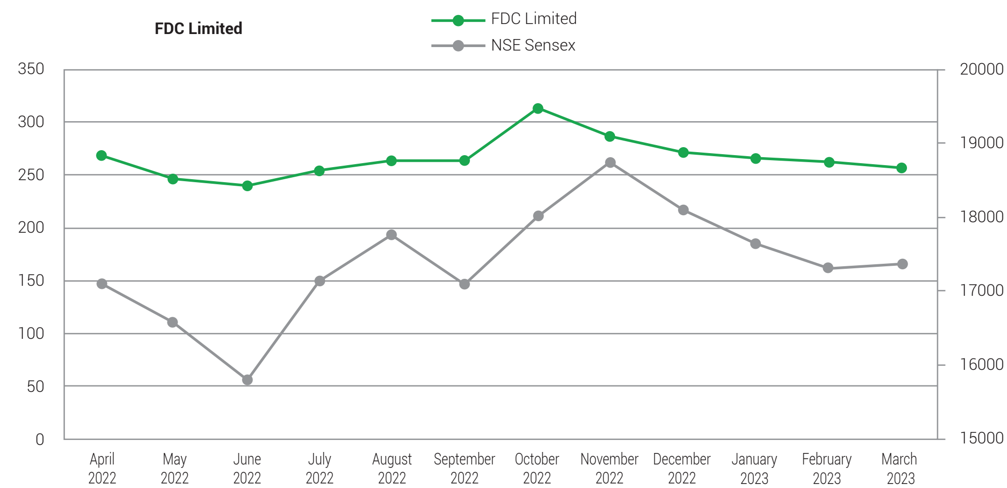
(H) The market share price in comparison to board – based indices like BSE Sensex and Nifty are given below:

The chart below shows the comparison of the Company's monthly share price movement vis-à-vis the movement of the BSE Sensex and NSE Nifty 50 for the financial year ended March 31, 2023 (based on the month end closing):

- **Comparison of the Company's Share Price with BSE Sensex during FY 2022-23**



- **Comparison of the Company's Share Price with NSE Nifty during FY 2022-23**



Source: BSE & NSE website

(I) None of the Company's securities have been suspended from trading.

(J) Registrars and Share Transfer Agent
Link Intime India Private Limited

Add: C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India.

Tel.: (022) 49186270

E-mail ID.: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

(K) Share Transfer System

M/s. Link Intime India Private Limited is the Company's Registrar and Share Transfer Agent ("RTA") for carrying out share related activities like transfer of shares, transmission of shares, transposition of shares, name deletion, change of address, amongst others.

The Company has obtained a yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of SEBI Listing Regulations and the same is filed with the Stock Exchanges.

In terms of requirements to amendments to Regulation 40 of SEBI Listing Regulations w.e.f. April 01, 2019, transfer of securities except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the Dematerialized form with a depository.

(L) Shareholding Pattern as on March 31, 2023:

Distribution of equity shareholding of the Company as on March 31, 2023 is as follows:

No. of Equity Shares		Total Holders	% of Total Holders	Total Holding	% of Total Capital
From	To				
1	5000	57,598	99.0354	1,25,00,628	7.5346
5001	10000	285	0.49	21,17,389	1.2762
10001	20000	114	0.196	16,51,432	0.9954
20001	30000	40	0.0688	9,72,452	0.5861
30001	40000	13	0.0224	4,41,426	0.2661
40001	50000	10	0.0172	4,73,819	0.2856
50001	100000	28	0.0481	20,25,033	1.2206
100001	9999999999	71	0.1221	14,57,27,905	87.8355
Total		**58,159**	**100**	**16,59,10,084**	**100**

Categories of equity shareholding as on March 31, 2023:

Sr. No.	Category	Total Securities	Total Value	Percentage of Shareholding (%)
(A)	**Shareholding of Promoter and Promoter Group**			
1	Promoters	8,99,92,904	8,99,92,904	54.24
2	Bodies Corporate	2,53,06,518	2,53,06,518	15.25
	Total Shareholding of Promoter and Promoter Group (A)	**11,52,99,422**	**11,52,99,422**	**69.50**
(B)	**Public Shareholding**			
1	Public	2,47,64,917	2,47,64,917	14.93
2	Foreign Portfolio Investors (Corporate)	63,05,230	63,05,230	3.80
3	Mutual Funds	1,33,22,840	1,33,22,840	8.03
4	Other Bodies Corporate	28,34,728	28,34,728	1.71
5	Non Resident Indians (NRIs)	17,39,594	17,39,594	1.05
6	Hindu Undivided Family	8,80,489	8,80,489	0.53
7	IEPF	3,33,254	3,33,254	0.20
8	Alternate Investment Funds	2,12,088	2,12,088	0.13
9	Insurance Companies	1,87,225	1,87,225	0.11
10	LLP	24,753	24,753	0.01
11	Clearing Members	3,218	3,218	0.00
12	NBFCs registered with RBI	1,089	1,089	0.00
13	Trusts	1,237	1,237	0.00
	Total Shareholding of Public (B)	**5,06,10,662**	**5,06,10,662**	**30.50**
	TOTAL (A+B)	**16,59,10,084**	**16,59,10,084**	**100**

(M) Dematerialization of shares and liquidity

The shares of the Company are in the compulsory demat segment and are available in the depository system, both in National Security Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

As on March 31, 2023, 16,44,35,791 equity shares aggregating to 99 % of the total number of fully paid equity shares having face value of Re.1 each are held by the shareholders in the dematerialized form.

(N) Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity

Your Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on March 31, 2023.

(O) Commodity price risk or foreign exchange risk and hedging activities

During the financial year 2022-23, the Company has not entered into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign exchange exposures are disclosed in notes to the Annual Accounts.

(P) Plant locations

Details of Plant locations of the Company are mentioned on cover pages of this annual report.

(Q) Address for correspondence

- All Members correspondence should be forwarded to M/s. Link Intime India Private Limited the Registrar and Transfer Agent of the Company and/or at the Corporate Office of the Company at the addresses mentioned below.

FDC Limited,

Address: C-3, Sky Vistas, 106-A, JP Road, Near Versova Police Station, Andheri West, Mumbai, Maharashtra 400053, Maharashtra, India.

Contact No.: 022-26739215
Email Id: investors@fdcindia.com
Website: www.fdcindia.com

Link Intime India Private Limited
Add: C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India.
Tel.: 022-49186000
E-mail ID.: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

(R) Credit Rating:

Since the Company had no borrowings during the year under review, no credit ratings were required to be obtained from any credit rating agencies.

7. OTHER DISCLOSURES

(A) During the year, there are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in notes to the Financial Statements. The Policy on dealing with related party transaction has been disclosed on the website of the Company i.e.https://www.fdcindia.com/pdf/stock-exchange/Policy_on_Related_Party_Transactions.pdf

(B) The Company is listed on BSE Limited and National Stock Exchange of India Limited, Mumbai. During the past 3 (Three) years there have been no instances of non-compliance by the Company with respect to the compliances of the Stock Exchanges, Securities and Exchange Board of India ('SEBI') or any other statutory authority on any matter related to capital markets. Hence, No penalties, strictures were imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matter related to Capital Markets.

(C) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of the SEBI Regulations to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Ethics. The said policy has been put up on the Company's website viz. https://www.fdcindia.com/pdf/stock-exchange/Whistle_Blower_Policy_FDC.pdf

(D) During the year, the Company does not have any material Subsidiary as defined under SEBI Listing Regulations. The Company has formulated a policy for determining material subsidiaries in terms of the SEBI Listing Regulations. The said policy has been posted on the website of the Company at the web link: https://www.fdcindia.com/pdf/stock-exchange/Policy_on_Material_Subsidiaries.pdf

However, The Company has 2 (Two) wholly owned Subsidiaries namely FDC Inc., USA and FDC International Limited, UK and 1 (One) Subsidiary, namely Fair Deal Corporation Pharmaceutical SA (Pty) Limited at South Africa.

The Audit Committee reviews the financial statements and in particular, the investments made by the subsidiary companies. The minutes of the Board meetings of the subsidiaries are placed at the meeting of the Board of Directors of the Company. The management of the subsidiary periodically brings to the notice of the Board of Directors of the Company a statement of all significant transactions and arrangements entered into by the subsidiary, if any.

(E) The Company does not undertake any commodity hedging activities. During the year, the Company has managed the commodity price risk, foreign exchange risk and hedging activities.

(F) There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI Listing Regulations.

(G) Disclosures related to utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations is not applicable as the Company has not raised any amount through preferential allotment or qualified institutions placement during the year.

(H) A certificate as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI Listing Regulations, received from M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, certifying that as on March 31, 2023 none of the Director of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by any order of Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such other statutory authority is attached as ***"Annexure – B"*** to this report.

(I) During the year, all the recommendations of the various mandatory committees were accepted by the Board.

(J) The Total fees paid by the Company to M/s. B S R & Co. LLP, Chartered Accountants, Statutory Auditors during the financial year 2022-23 is ₹ 32 Lakhs.

(K) The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, including constitution of the Internal Complaints Committee. The Company has in place a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same is available on the Company's website at https://www.fdcindia.com/pdf/policies/Sexual_Harassment_Policy.pdf. All employees of the Company are covered under this Policy.

The details relating to the number of complaints received and disposed of during the financial year 2022-23 are as under:

a) Number of complaints filed during the financial year: **NIL**

b) Number of complaints disposed of during the financial year: **NIL**

c) Number of complaints pending as on end of the financial year: **NIL**

(L) During the year, the Company has not given any Loans to firms/Companies in which directors are interested by name and amount except loan given to Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, Subsidiary Company of the Company.

8. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS READ WITH ADOPTION OF DISCRETIONARY REQUIREMENTS OF PART – E OF SCHEDULE II OF SEBI LISTING REGULATIONS:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of SEBI Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- The Internal Auditor of the Company directly reports to the Audit Committee on functional matters. Also, Internal Auditor is generally present in the Audit Committee Meeting.
- The Chairman of the Company is Non- Executive Independent Director.
- Chairman and Managing Director of the Company are different.

9. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

The Company has complied with all the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, wherever applicable. A certificate received from statutory auditors of the Company confirming compliance with the conditions of Corporate Governance is attached as ***"Annexure – A"*** to this report.

10. TRANSFER TO INVESTOR EDUCATION PROTECTION FUND ('IEPF'):

In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("IEPF Rules"), dividend, if not paid or claimed for a period of 7 (seven) years from the date of transfer to Unclaimed Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year under review, the Company had sent individual notices and issued advertisements in the newspapers, requesting the shareholders to claim their dividends in order to avoid transfer of shares/dividends to the IEPF. Details of the unclaimed dividend and shareholders whose shares are liable to be transferred to the IEPF Authority are available on the website of the Company at https://www.fdcindia.com/unpaid-divident.

The details of the unclaimed dividends and shares transferred to IEPF during the financial year 2022-23 are as follows:

Particulars	Amount of unclaimed dividend transferred (in `₹')	No. of shares transferred
Final Dividend FY 2014-15	17,25,797	32,009

During the financial year 2023-24, the Company has transferred the amount of unpaid or unclaimed interim dividend declared during the financial year 2015-16 to the IEPF.

The members who have a claim on the dividends and shares transferred to the IEPF Authority may claim the same by submitting an online application in web Form No. IEPF-5 available on the website 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.

Nodal and Deputy Nodal Officer

In accordance with the IEPF Rules, the Board of Directors of the Company have appointed Ms. Varsharani Katre, Company Secretary & Compliance Officer of the Company as the Nodal Officer.

11. UPDATION OF SHAREHOLDERS DETAILS:

Shareholders holding shares in physical form are requested to notify the changes, if any to the Company/ its RTA, promptly by a written request under the signatures of sole/ first joint holder and Shareholders holding shares in electronic form are requested to send their instructions directly to their DPs.

12. DISCLOSURE IN RESPECT OF EQUITY SHARES TRANSFERRED TO THE 'FDC LIMITED' - UNCLAIMED SUSPENSE ACCOUNT':

In accordance with the requirements of Regulations 34 and 39 read with Schedule V(F) of the SEBI Listing Regulations no equity shares of the Company lying in Unclaimed Suspense Account.

13. RECONCILIATION OF SHARE CAPITAL

A Practicing Company Secretary carried out the share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. Quarterly reports are available on the website of the Company i.e. https://www.fdcindia.com/stock-exchange-compliances

On behalf of the Board of Directors
For FDC Limited

	Sd/-	Sd/-
Place : Mumbai	**MOHAN A. CHANDAVARKAR**	**ASHOK A. CHANDAVARKAR**
Date : May 25, 2023	Managing Director	Executive Director
	DIN: 00043344	DIN: 00042719

ANNEXURE - A TO THE CORPORATE GOVERNANCE REPORT

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

TO THE MEMBERS OF FDC LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated July 22, 2022 and addendum to the engagement letter dated May 23, 2023.

2. We have examined the compliance of conditions of Corporate Governance by **FDC Limited** ("the Company"), for the year ended March 31, 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2023.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or

effectiveness with which the management has conducted the affairs of the Company.

RESTRICTION ON USE

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sd/-
Amar Sunder
Partner
Membership No: 078305
UDIN: 23078305BGWOKX1808

Place : Mumbai
Date : May 25, 2023

ANNEXURE - B TO THE CORPORATE GOVERNANCE REPORT

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

FDC LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **FDC LIMITED** having CIN **L24239MH1940PLC003176** and having registered office at B-8, MIDC Industrial Estate, Waluj, Aurangabad - 431130 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Nomita Ramdas Chandavarkar	00042332	June 02, 2014
2	Ashok Anand Chandavarkar	00042719	March 01, 2011
3	Ameya Ashok Chandavarkar	00043238	April 01, 2002
4	Mohan Anand Chandavarkar	00043344	April 01, 2009
5	Nandan Mohan Chandavarkar	00043511	September 30, 1993
6	Swati Sandesh Mayekar	00245261	September 06, 2014
7	Vijay Maniar*	00750905	August 04, 2022
8	Melarkode Ganesan Parameswaran	00792123	May 10, 2019
9	Uday Kumar Gurkar	01749610	April 01, 2016
10	Usha Athreya Chandrasekhar	06517876	May 10, 2019
11	Mahesh Chandru Bijlani	08447258	May 10, 2019

**During the year, Mr. Vijay Maniar was appointed as Independent Director of the Company w.e.f. August 04, 2022.*

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

For **SANJAY DHOLAKIA & ASSOCIATES**

Sd/-

(SANJAY R DHOLAKIA)

Practicing Company Secretary

Proprietor

Membership No. FCS 2655 CP 1798

Peer Reviewed Firm No. 2036/2022

UDIN: F002655E000373036

Place : Mumbai

Date : May 25, 2023

ANNEXURE – C TO CORPORATE GOVERNANCE REPORT

Compliance with Code of Conduct of the Company

This is to confirm that the Company has laid down a Code of Conduct for all its Board Members and Senior Management Personnel's of the Company. The Code of Conduct has also been posted on the website of the Company i.e. www.fdcindia.com. We hereby confirm that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2023, as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For FDC Limited

	Sd/-	Sd/-
Place : Mumbai	**MOHAN A. CHANDAVARKAR**	**ASHOK A. CHANDAVARKAR**
Date : May 25, 2023	Managing Director	Executive Director
	DIN: 00043344	DIN: 00042719

Managing Director/CEO & CFO Certification

Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors,

FDC Limited,

We, Mohan A. Chandavarkar, Managing Director and Vijay D. Bhatt, Chief Financial Officer, of FDC Limited ("the Company") certify that:

1. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
    a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and 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 proposed to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
    a. Significant changes, if any, in internal control over financial reporting during the year;
    b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For FDC Limited

Sd/-
MOHAN A. CHANDAVARKAR
Managing Director
DIN: 00043344

Sd/-
VIJAY D. BHATT
Chief Financial Officer

Place : Mumbai
Date : May 25, 2023

ANNEXURE H TO DIRECTORS' REPORT

PARTICULARS OF RELATED PARTY TRANSACTIONS

FORM NO. AOC-2

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

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

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

   The Company has not entered into any transaction with related parties which were not on an arm's length basis.

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

   The Company has not entered into any material contracts or arrangement or transactions with related parties during the financial year 2022-23.

On behalf of the Board of Directors
For FDC Limited

Sd/-
MOHAN A. CHANDAVARKAR
Managing Director
DIN: 00043344

Sd/-
ASHOK A. CHANDAVARKAR
Executive Director
DIN: 00042719

Place : Mumbai
Date : May 25, 2023

FDC

ANNEXURE I TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2022-23

[Pursuant to Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including an overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

   Your Company is contributing, over the years, towards the development of society, through various charitable trusts, helping the needy people to meet their needs with respect to education, medical, healthcare, etc. As a commitment towards society, the Company has been contributing, at vast levels, through its CSR initiatives.

   The Company has always been a socially responsible corporate citizen who is well aware and sensitive to the needs of the underprivileged people around it. During the year under review, the Company has undertaken various socio-economic activities such as organizing Nutritional Programmes, sustainability development, donations towards education, Medical events etc. through various implementing agencies.

   Your Company continues to engage with various communities, expert organizations and the Government, for taking up various activities, under its CSR Policy.

   The CSR Policy of the Company is available on the Company's website i.e. https://www.fdcindia.com/corporate-governance#Policies.

2. **The Composition of the CSR Committee**

Sr. No.	Name of Director	Designation/Nature of Directorship	Chairperson/ Member	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Mohan A. Chandavarkar	Managing Director	Chairman	3	3
2.	CA. Uday Kumar Gurkar	Independent Director	Member	3	3
3.	Mr. Ashok A. Chandavarkar	Executive Director	Member	3	3
4.	Ms. Nomita R. Chandavarkar	Non-Executive Non Independent Director	Member	3	3

3. **Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:**

   Composition of CSR Committee- https://www.fdcindia.com/corporate-governance#Committees

   CSR Policy- https://www.fdcindia.com/corporate-governance#Policies

   CSR projects approved by the Board- https://www.fdcindia.com/CSR

4. **Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. :** Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135**- 3,07,93.40 Lakhs**

   (b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ **615.87 Lakhs**

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

   (d) Amount required to be set-off for the financial year, if any. **NIL**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **615.87 Lakhs**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ **616.81 Lakhs**

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

   (c) Amount spent on Impact Assessment, if applicable: **NIL**

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **616.81 Lakhs**

   (e) CSR amount spent or unspent for the Financial Year:

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

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

Sr. No.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the company as per sub-section (5) of section 135	615.87 Lakhs
2.	Total amount spent for the Financial Year	616.81 Lakhs
3.	Excess amount spent for the Financial Year [(ii)-(i)]	0.94 Lakhs
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
5.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.94 Lakhs

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

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY - 1	0.00	0.00	0.00	0.00	N.A.	0.00	0.00
2	FY – 2	0.00	0.00	0.00	0.00	N.A.	0.00	0.00
3	FY - 3	0.00	0.00	0.00	0.00	N.A.	0.00	0.00

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

   If yes, enter the number of Capital assets created/acquired: **N.A.**

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

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

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

On behalf of the Board of Directors

For FDC Limited

Sd/-
MOHAN A. CHANDAVARKAR
Managing Director
DIN: 00043344

Sd/-
ASHOK A. CHANDAVARKAR
Executive Director
DIN: 00042719

Place : Mumbai
Date : May 25, 2023

Financial Statements

Independent Auditor's Report

To the Members of
FDC Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the standalone financial statements of FDC Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the* Standalone *Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition On Sale Of Products

See Note 28 and 47 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company recognises revenue from the sales of products when control over goods is transferred to the customer based on specific terms and conditions of sale contracts with respective customers. We have identified recognition of revenue on sale of products as a key audit matter as – • revenue is a key performance indicator; and • there is a presumed fraud risk of revenue being overstated throughout the year and at period end. This can be through manipulation of the timing of transfer of control due to pressures to achieve performance targets as well as meeting external expectations.	Our procedures included the following: • Assessed the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards. • Performed walkthrough, testing of design, implementation and operating effectiveness of the Company's general Information Technology ('IT') controls over revenue recognition and key IT application controls by involving our IT specialists. • Performed testing of design, implementation and operating effectiveness of the Company's key manual controls around revenue recognition. • Performed substantive testing of recognition of revenue in the correct period by selecting statistical samples of revenue transactions recorded during and at the end of the financial year. Further performed extended testing for revenue cut-off.

The key audit matter	How the matter was addressed in our audit
	• Examined the underlying documents such as sales invoices/ contracts and dispatch/ shipping documents and customer acknowledgment for the selected transactions recorded during and at the end of the financial year. • Assessed manual journals posted in revenue ledger to identify any unusual items and unusual account combinations. • Evaluated the adequacy of disclosure in accordance with IND AS 115.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 01 April 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer Note 42 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 4 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 4 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN : 23078305BGWOKY4748

Place: Mumbai
Date: 25 May 2023

Annexure – "A" to the Independent Auditor's report on the standalone financial statements of FDC Limited for the year ended March 31, 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. 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 of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year.For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loan to one subsidiary and to other parties during the year. Details of the loans are disclosed in sub-clause (a) below. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

(a)

Particulars	Loans (₹ in Lakhs)
Aggregate amount during the year - Subsidiaries*	588.60
- Others	122.42
Balance outstanding as at balance sheet date - Subsidiaries*	2,115.20
- Others	124.48

**As per the Companies Act, 2013*

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the loan of Rs. 2,115.20 given to Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act").

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect o f investments made and loans given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with. The Company has not provided any guarantees or security to the parties covered under Section 186 of the Act.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Professional Tax, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund (PF) and Professional Tax (PT).

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount of demand under dispute (₹ in Lakhs)	Amount paid under protest (₹ in Lakhs)	Amount under dispute not deposited (₹ in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Gujarat Sales Tax Act / Uttar Pradesh Sales Tax Act / West Bengal Sales Tax Act / Maharashtra Sales Tax Act	Tax / Penalty / Interest	71.70	11.71	59.99	A.Y. 2002-03, 2003-04	Sales Tax Appellate Tribunal
		27.09	14.11	12.98	A.Y. 2010-11	Joint Commissioner (Appeals)
		19.10	-	19.10	A.Y. 2002-2003, 2003, 2006-07	Revisional Board - Commercial Tax
GST	Duty / Penalty / Interest	76.46	-	76.46	2017-18, 2018-19	The Suprintendent of CGST & CX(West Bengal),The Assistant Commissioner - Commercial Tax Dept. Tamil Nadu The Dy. Commissioner of State Tax (Mumbai)
Income-tax Act, 1961	Tax / Interest/ Penalty	6,514.37	2,493.56	4,020.81	A.Y. 2009-10, 2010-11, 2012-13, 2013-14, 2015-16, 2016-17, 2017-18, 2018-19, 2020-21	Commissioner of Income tax (Appeals)

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form

ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d).

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(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 standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN : 23078305BGWOKY4748

Place: Mumbai
Date: 25 May 2023

Annexure – "B" to the Independent Auditor's report on the standalone financial statements of FDC Limited for the year ended March 31, 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of FDC Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN : 23078305BGWOKY4748

Place: Mumbai
Date: 25 May 2023

Standalone Balance Sheet
as at March 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	66,037.02	66,356.55
(b) Capital work-in-progress	2	19,773.12	10,424.30
(c) Right-of-use assets	2	3,091.33	3,292.09
(d) Other intangible assets	2	364.35	448.17
(e) Intangible assets under development	2	11.25	11.25
(f) Financial assets			
(i) Investments	3	34,871.29	38,494.95
(ii) Loans	4	59.77	47.23
(iii) Other financial assets	5	551.57	698.30
(g) Non Current tax assets (net)	6	4,156.71	3,370.78
(h) Other non-current assets	7	2,249.67	3,423.09
Total non-current assets		**1,31,166.08**	**1,26,566.71**
2 Current assets			
(a) Inventories	8	32,333.60	30,362.55
(b) Financial assets			
(i) Investments	9	45,729.41	50,076.97
(ii) Trade receivables	10	12,125.44	7,970.55
(iii) Cash and cash equivalents	11	1,974.87	3,112.51
(iv) Bank balances other than (iii) above	12	105.51	93.14
(v) Loans	13	593.91	55.49
(vi) Other financial assets	14	419.49	406.85
(c) Other current assets	15	8,909.07	6,779.91
Total current assets		**1,02,191.30**	**98,857.97**
Assets held for sale	16	185.06	-
TOTAL ASSETS		**2,33,542.44**	**2,25,424.68**
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	1,659.10	1,688.10
(b) Other equity	18	1,96,414.89	1,93,180.44
Total equity		**1,98,073.99**	**1,94,868.54**
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19(A)	3.21	10.80
(ia) Lease liabilities	20	2,023.98	2,462.95
(b) Provisions	26	1,808.99	32.62
(c) Deferred tax liabilities (net)	21	562.78	987.96
Total non-current liabilities		**4,398.96**	**3,494.33**
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19(B)	7.59	10.00
(ia) Lease liabilities	23	732.62	659.53
(ii) Trade payables	22		
(A) Total outstanding dues of micro and small enterprises		2,708.18	2,558.20
(B) Total outstanding dues of creditors other than micro and small enterprises		15,139.78	11,067.53
(iii) Other financial liabilities	24	7,719.18	7,080.58
(b) Other current liabilities	25	1,133.18	836.64
(c) Provisions	26	2,347.32	3,567.69
(d) Current tax liabilities (net)	27	1,281.64	1,281.64
Total current liabilities		**31,069.49**	**27,061.81**
TOTAL EQUITY AND LIABILITIES		**2,33,542.44**	**2,25,424.68**
Significant accounting policies	1.3		
The accompanying notes are an integral part of the standalone financial statements.	1 to 52		

As per our report of the even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**
CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary & Compliance Officer
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lakhs)

	PARTICULARS	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue from operations	28	1,77,703.21	1,51,896.51
II	Other income	29	5,391.16	7,873.35
III	**Total Income (I+II)**		**1,83,094.37**	**1,59,769.86**
IV	**Expenses**			
	Cost of materials consumed	30	58,535.56	45,350.34
	Purchase of stock-in-trade		8,077.86	13,960.11
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	31	(1,187.07)	(6,526.42)
	Employee benefits expense	32	38,698.88	33,997.36
	Finance costs	33	403.86	304.79
	Depreciation and amortisation expense	34	3,875.76	3,708.11
	Other expenses	35	48,120.41	40,430.49
	Total Expenses		**1,56,525.26**	**1,31,224.78**
V	**Profit before tax (III-IV)**		**26,569.11**	**28,545.08**
VI	**Tax expense:**	27		
	(1) Current tax		6,900.00	6,800.00
	(2) Deferred tax		(427.53)	(218.48)
	Total Tax expense		**6,472.47**	**6,581.52**
VII	**Profit for the year (V-VI)**		**20,096.64**	**21,963.56**
VIII	**Other comprehensive income/ (loss)**	36		
	(i) Items that will not be reclassified subsequently to profit or loss		92.50	902.54
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(20.46)	(137.92)
	Other comprehensive income for the year (net of tax)		**72.04**	**764.62**
IX	**Total Comprehensive income for the year (net of tax) (VII+VIII)**		**20,168.68**	**22,728.18**
X	**Earnings per equity share**	37		
	Par Value ₹1 per share (Previous year ₹1 per share)			
	(1) Basic (₹)		12.09	13.01
	(2) Diluted (₹)		12.09	13.01
Significant accounting policies		1.3		
The accompanying notes are an integral part of the standalone financial statements.		1 to 52		

As per our report of the even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**
CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary & Compliance Officer
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS		For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		26,569.11	28,545.08
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortization expenses		3,875.76	3,708.11
Finance cost		403.86	304.79
Interest income		(2,516.13)	(2,405.34)
Net gain on disposal of property, plant and equipment		(90.54)	(99.73)
Dividend income - Subsidiaries		-	(195.20)
Dividend income - Others		(8.03)	(70.80)
Net gain on sale of investments		(493.21)	(585.82)
Fair value gain on financial instruments		(1,053.61)	(3,458.73)
Provision for impairment in the value of investments written back		-	(500.00)
Bad debts		21.57	39.52
Unrealized foreign exchange (gain)/ loss on restatement		54.83	(8.91)
Impairment provision of subsidiary		(237.04)	614.48
Allowances for credit loss		142.21	335.05
Provision for doubtful debts no longer required, written back		-	(36.02)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**26,668.78**	**26,186.48**
Working capital adjustments:			
Increase in inventories		(1,971.05)	(9,035.17)
(Increase)/Decrease in trade receivables		(4,317.56)	2,470.10
Decrease in financial assets		318.00	384.98
Increase in other assets		(2,190.02)	(2,941.11)
Increase in provision		627.97	234.52
Increase in trade and other payables		5,022.08	6,769.63
CASH GENERATED FROM OPERATIONS		**24,158.20**	**24,069.43**
Income tax paid (net)		(7,685.93)	(7,831.22)
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	**(A)**	**16,472.27**	**16,238.21**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and other intangible assets		(11,595.79)	(13,202.94)
Proceeds from disposal of property, plant and equipment		485.87	550.18
Purchase of financial instruments		(56,649.83)	(1,02,594.63)
Proceeds from sale of financial instruments		66,188.40	98,259.39
Decrease in fixed and margin deposits		13.62	167.39
Loan given to Subsidiary		(529.20)	(528.75)
Dividend income - Subsidiaries		-	195.20
Dividend income - Others		8.03	70.80
Interest received		2,441.33	2,341.54
NET CASH FLOW GENERATED FROM/(USED IN) INVESTING ACTIVITIES	**(B)**	**362.43**	**(14,741.82)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Buyback of equity shares		(13,775.00)	-
Expenses incurred for buyback of equity shares		(46.76)	(76.17)
Buy back tax paid		(3,141.47)	-
Finance cost		(51.62)	(58.61)
Repayment of lease liabilities		(940.58)	(840.18)
Repayment of sales tax deferral loan		(10.00)	(13.57)
Amount (paid)/deposited in bank accounts towards unpaid dividend		(17.77)	18.26
NET CASH FLOW USED IN FINANCING ACTIVITIES	**(C)**	**(17,983.20)**	**(970.27)**

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS		For the year ended March 31, 2023	For the year ended March 31, 2022
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	**(A)+(B)+(C)**	(1,148.50)	526.12
Net foreign exchange differences on cash and cash equivalents		10.86	14.67
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR (Refer note 11)		**3,112.51**	**2,571.72**
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (Refer note 11)		**1,974.87**	**3,112.51**

Notes to the Standalone Statements of Cash Flows

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the Statement of Cash Flow comprises of the following Balance Sheet items.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	11.30	6.47
Balances with banks:		
In current accounts	1,463.57	2,471.04
In deposit accounts (with original maturity of 3 months or less)	500.00	635.00
	1,974.87	**3,112.51**

2. The Statement of Cash Flows have been prepared under the indirect method as set out in Ind AS 7 - Statement of Cash Flows.

3. Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2022	Cash flows	Non-cash changes			As at March 31, 2023
				Acquisition	Foreign exchange movement	Fair value change	
Borrowings							
Deferred sales tax loans	19(A) & (B)	20.80	(10.00)	-	-	-	10.80

4. Cash transactions from operating activities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Spent towards corporate social responsibiity	616.81	604.25

The accompanying notes are an integral part of the standalone financial statements.

As per our report of the even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary & Compliance Officer
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Standalone Statement of changes in equity
for the year ended March 31, 2023

(A) EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	No. in Lakhs	Amount
Balances as at April 1 2021	1,688.10	1,688.10
Balances as at March 31, 2022	1,688.10	1,688.10
Less: 29,00,000 equity shares of ₹1 each bought back	(29.00)	-
Balances as at March 31, 2023	**1,659.10**	**1,688.10**

(B) OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total Equity
	Retained earnings	General reserves	Capital reserve	Capital redemption reserve	Equity instruments through OCI	
Balances as at April 1, 2021	**1,59,771.85**	**10,217.34**	**7.86**	**90.23**	**441.15**	**1,70,528.43**
Profit for the year	21,963.56	-	-	-	-	21,963.56
Other comprehensive income for the year (net of taxes) (Refer note 36)	189.01	-	-	-	575.61	764.62
Total Comprehensive income for the year	**22,152.57**	**-**	**-**	**-**	**575.61**	**22,728.18**
Expenses for buyback of Equity Shares	(76.17)	-	-	-	-	(76.17)
Balances as at March 31, 2022	**1,81,848.25**	**10,217.34**	**7.86**	**90.23**	**1,016.76**	**1,93,180.44**

Standalone Statement of changes in equity
for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total Equity
	Retained earnings	General reserves	Capital reserve	Capital redemption reserve	Equity instruments through OCI	
Balances as at April 1, 2022	**1,81,848.25**	**10,217.34**	**7.86**	**90.23**	**1,016.76**	**1,93,180.44**
Profit for the year	20,096.64	-	-	-	-	20,096.64
Other comprehensive income for the year (net of taxes) (Refer note 36)	53.86	-	-	-	18.18	72.04
Total Comprehensive income for the year	**20,150.50**	**-**	**-**	**-**	**18.18**	**20,168.68**
Expenses for buyback of Equity Shares	(46.76)	-	-	-	-	(46.76)
Buy back tax paid	(3,141.47)	-	-	-	-	(3,141.47)
Premium paid on buyback of Equity Shares	-	(13,746.00)	-	-	-	(13,746.00)
Transfer from Retained earnings to General Reserve	(50,000.00)	50,000.00	-	-	-	-
Transfer from General Reserve on Equity Shares bought back	-	(29.00)	-	29.00	-	-
Balances as at March 31, 2023	**1,48,810.52**	**46,442.34**	**7.86**	**119.23**	**1,034.94**	**1,96,414.89**

The above statement of changes in equity should be read in conjunction with the accompanying note 18 to the standalone financial statements.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of the even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**
CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary & Compliance Officer
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

1 COMPANY OVERVIEW, SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS.

1.1 CORPORATE INFORMATION

FDC Limited (the "Company") is a public listed Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its equity shares are listed on two recognized stock exchanges Bombay Stock Exchange and National Stock Exchange in India. The registered office of the Company is located at Waluj, Dist. Aurangabad, Maharashtra.

The Company is principally engaged in the business of Pharmaceuticals.

The standalone financial statements for the year ended March 31, 2023 were authorized for issue by the Company's board of directors on May 25, 2023.

1.2 BASIS OF PREPARATION AND MEASUREMENT

Statement of compliance

These standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 (" the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amended Rules, 2016, and the relevant provisions and amendments, as applicable.

Basis of preparation and measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments and mutual funds) that are measured at fair value; and
- Defined benefit plans - plan assets measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

Accounting policies and methods of computation followed in the financial statements are same as compared with the annual financial statements for the year ended March 31, 2023,except for adoption of new standard or any pronouncements effective from April 1, 2021.

The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional currency. All financial information have presented in Indian Rupees (₹) and all amount have been rounded-off to the nearest Lakhs, unless otherwise stated.

1.3 SIGNIFICANT ACCOUNTING POLICIES

a Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non current.

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

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / non-current classification of assets and liabilities.

b **Revenue Recognition**

Revenue recognition under Ind AS 115 (applicable from April 1, 2018)

Under Ind AS 115, the Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer. Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1 : Identify the contract(s) with a customer

Step 2 : Identify the performance obligation in contract

Step 3 : Determine the transaction price

Step 4 : Allocate the transaction price to the performance obligations in the contract

Step 5 : Recognise revenue when (or as) the entity satisfies a performance obligation

The Company has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognised at the date of initial application (i.e. April 1, 2018).

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products

Revenue from sale of goods is recognized at point in time when control is transferred to the customer and it is probable that consideration will be collected. Control of goods is transferred upon the shipment of the goods to the customer or when goods is made available to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such as volume discounts, cash discounts etc. as specified in the contract with the customer. The Company collects Goods and Services Tax on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.

Profit share revenues

The Company has certain marketing arrangements based on the profit sharing model whereby Company sells its products to the business partner on price agreed upon agreement and is also entitled for profit share over and above its sale price. Revenue from the sale of goods to the partner is recognized upon delivery of products to them. Whereas amount representing the profit share component is recognized as revenue in the period which corresponds to the ultimate sales of the products made by business partners and when the collectability of the profit share becomes probable and reliable.

Sales returns

The Company accounts for sales returns by recording an allowance for sales returns concurrent with the recognition of revenue at the time of product sale. This allowance is based on the Company's estimate of expected sales returns towards expiry, breakages and damages. The estimate of sales returns is determined primarily by the Company's historical experience of sales returns trends with respect to the shelf life of various products.

Interest income

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR) as set out in Ind AS 109. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental income

Rental income, included under other income, is recognized on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

Export Incentive

Export incentives principally comprises of focus market scheme, and other export incentive schemes. The benefits under these incentive schemes are available based on the guidelines formulated for respective schemes by the government authorities. These incentives are recognized as revenue on accrual basis to the extent it is probable that realization is certain.

Other income

Other income is accounted for on accrual basis except where the receipt of income is uncertain.

c Property, Plant And Equipment

The items of Property, plant and equipment including capital work-in-progress are stated at cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Cost comprises the purchase price, taxes, duties, freight,and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at regular intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. In respect of additions to /deletions from the plant, property and equipment, depreciation is provided on pro-rata reference to the month of addition/deletion of the Assets.

Subsequent expenditures related to an item of Property, plant and equipments is added to its book value, only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance, The cost of the item can be measured reliably. Incomes and expenses related to the incidental operations not necessary to bring the item to the location and the condition necessary for it to be capable of operating in the manner intended by Management are recognized in the Statement of profit and loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

All identifiable revenue expenses including interest incurred in respect of various projects / expansion, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital work–in–progress.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arize from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in profit or loss. Fully depreciated assets still in use are retained in standalone financial statements.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Depreciation method and estimated useful lives

Depreciation on the property, plant and equipment is provided on straight line method.

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Gain or loss on Disposal

Any gain or losses on disposal of property, plant and equipment is recognized in the standalone statement of profit and loss.

Estimated useful life's of the assets are as follows:

Nature of Tangible Assets	Useful Life (No. of Years) As per Companies Act, 2013	Useful Life (No. of Years) As estimated by the Company
Plant and machinery	7.5 to 15	7.5 to 15
Building	30 to 60	30 to 60
Laboratory testing machines	10	10
Office equipments	5	5
Furniture, fixtures and fittings	10	10
Computers and peripherals	3 to 6	3 to 6
Vehicles	8	6
Electrical installations	10	10

Assets costing less than ₹ 5,000 are depreciated at the rate of hundred per cent.

Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date and if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of the money and risks specific to the assets. In determining fair value less costs of disposal, recent market transactions taken into account. If no such transactions can be identified, an appropriate valuation model is used.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

d Other Intangible Assets

Other Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets with finite life are measured at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

A summary of the policies applied to the Company's other intangible assets is as follows:

Nature of Other Intangible assets	Useful life (No. of years) As estimated by the Company	Amortisation method used
Software and Trademarks	5 to 10	Amortised on straight line basis

Depreciation is not recorded on intangible assets under development until the asset is ready for its intended use.

e **Financial Instruments**

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

FINANCIAL ASSETS

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed how managers of the business are compensated -e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity. Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Subsequent measurement

For purpose of subsequent measurements, financial assets are classified in following categories:

(a) Debt instruments at amortised cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of EIR. The EIR amortization is included in Other Income in the statement of profit and loss.

(b) Debt instruments at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

each reporting date at fair value. Fair value movements is recognized in the OCI. However, company recognizes any interest income or impairment losses in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the OCI to statement of profit and loss.

(c) Debt instruments at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. Debt instruments included within FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Derivatives are initially measured at fair value. Subsequent to the initial recognition, derivatives are measured at fair value and changes therein are recognized in Statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when fair value is negative.

(d) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments, the Company may make an irrevocable election to present in other comprehensive income, subsequent changes in the fair value. All fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. The Company has made such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

*The rights to receive cash flows from the asset has expired, or

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

The continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

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

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance ;

(b) Financial assets that are equity instruments and are measured as at FVTOCI ;

(c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of trade receivables or contract assets.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables and Other Receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

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

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

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

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

Financial assets measured as at amortized cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Equity instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 financial instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

FINANCIAL LIABILITIES

The Company classifies all financial liabilities as subsequently measured at amortized cost or FVTPL.

Initial recognition and measurement

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

The Company's financial liabilities include trade and other payables and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

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

f Fair Value Measurement

The Company measures financial instruments, such as, derivatives, mutual funds etc. at fair value at each balance sheet date.

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

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

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

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

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

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

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

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

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

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

g Inventories

Raw materials and packing materials are valued at lower of cost and net realizable value, cost of which includes duties and taxes and is arrived at on weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived at on weighted average cost basis. Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and applicable taxes, where applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.The comparison of cost and net realizable value is made on an item-by-item basis.

h Foreign Currency Translation/ Transactions

The financial statements are presented in Indian Rupees (₹) which is company's functional and presentation currency.

Monetary assets and liabilities denominated in a foreign currency outstanding at the year end are restated at the year end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

The derivative financial instruments such as forward exchange contracts to hedge its risk associated with foreign currency fluctuations are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to Statement of Profit or Loss.

Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expense in the year in which they arise.

i Government Grants

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with.

Government grants related to revenue is recognized on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

Government grants relating to specific fixed assets is recognized as income in equal amounts over the expected useful life of the related asset.

j Employee Benefits

All employee benefits payable wholly within twelve months rendering service are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, exgratia are recognised during the period in which the employee renders related service.

Defined contribution plans

Company's contribution to recognized provident fund, family pension fund and superannuation fund is defined contribution plan and is charged to the statement of profit and loss on accrual basis. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.

The Company fully contributes all ascertained liabilities to the FDC Limited Gratuity Trust (the Trust). Trustees administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by laws of India.

Defined benefit plans

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Contribution to gratuity fund is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurement of the net defined liability, which comprize actuarial gains and losses, the return on plan assets (excluding interest income) are recognized in other comprehensive income. Remeasurement are not reclassified to the statement of profit and loss in subsequent periods. Net interest and other expenses related to defined benefits plan are recognized in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in Statement of profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contribution to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Other employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. The Company has other long-term employee benefits in the nature of leave encashment. The liability in respect of leave encashment is provided for on the basis of an actuarial valuation on projected unit credit method at the end of financial year.

k Research And Development Expenses

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an other intangible asset when the Company can demonstrate technical and commercial feasibility of making the asset available for use.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

l Investments In Subsidiaries

A subsidiary is an entity that is controlled by the Company.

The Company accounts for the investments in equity shares of subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements.

m Lease Accounting

Company as a lessee

The Company lease asset classes primarily consist of leases for land and buildings. The Company assess whether a contract contains a lease, at inception of 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 for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether :

(1) the contract involves the use of an identified asset;

(2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(3) 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 on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the generally accepted interest rate. 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.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

n Earning Per Share

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus / rights issue, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year.

o Taxation

Income tax expense comprises current and deferred income tax.

Current tax

Current tax expense is recognized in the statement of profit and loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current tax is also recognized in other comprehensive income or directly in equity respectively. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted by the balance sheet date.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax expense is recognized in the statement of profit and loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized for carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which unused tax credits and unused tax losses can be recognized. At each balance sheet date, the Company reassesses unrecognized deferred tax assets and are recognized to the extent that it is probable that future taxable profit will be available for their realization.

Current and deferred tax for the year

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible a temporary differences and tax losses can be utilized. 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.

Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

p Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

q Contingent Liabilities, Contingent Assets And Commitments

A contingent liability is a possible obligation that arizes from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arize. When an inflow of benefits is probable, contingent asset is disclosed in the financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

r Segment Reporting

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocate the resources based on an analysis of various performance indicators by business segments. The Company's chief operating decision maker is the Managing Director of the Company.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

s Cash And Cash Equivalents

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

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

t Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell (ii) the assets are available for immediate sale in its present condition (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

u Cash Dividend To Equity Holders

The Company recognizes a liability to make cash distribution to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the law, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

v Policy For Statement Of Cash Flows

The Company's statement of cash flows are prepared using the Indirect method, whereby profit/ loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item 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.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value.

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

w Changes in significant accounting policies

The Company has not been required to apply any new standard, interpretation or amendment that has been issued and therefore there were no significant changes in accounting policies.

x Recent Pronouncements

The amendments to Schedule III of the Companies Act, 2013 are applicable from April 1, 2021. The Company has given effect of amendment by inclusion of the relevant disclosures under explanatory notes or by way of additional notes, wherever significant in nature.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

y Recent Indian Accounting Standards (Ind AS) issued not yet effective

"Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

z Corporate Social Responsibility ("CSR") Expenditure

CSR expenditure incurred by the Company is charged to the Standalone Statement of Profit and Loss.

aa Impact of COVID-19 (pandemic)

The Company has taken into account all the possible impacts of COVID-19 in preparation of these standalone financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue recognition owing to changes in cost budgets of fixed price contracts, impact on leases and impact on effectiveness of its hedges. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these standalone financial statements and believes that the impact of COVID-19 is not material to these standalone financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the standalone financial statements may differ from that estimated as at the date of approval of these standalone financial statements owing to the nature and duration of COVID-19.

1.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect reported amounts of revenue, expenses, assets and liabilities and the disclosures of contingent assets and liabilities as at the date of the financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Sale of products

Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

Sales returns

Revenue from sale of products is recognized when significant risks and rewards of ownership are transferred to customers, which coincides with dispatch of goods to customers. However, the Company needs to accept goods returned from its customers towards expiry, breakages and damages. Accordingly, the Company has made provision based on the historical sales return trends with respect to the shelf life of various products.

Impairment of financial assets

The Company recognizes loss allowances on financial assets using expected credit loss model which is equal to the 12 months expected credit losses or full time expected credit losses.

The Company follows 'Simplified approach' for recognition of loss allowance on trade receivables under which company does not track changes in credit risk. Rather, it recognizes loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Impairment of non financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or cash generating unit. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost, had no impairment been recognized.

Defined benefit plans (gratuity benefits)

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

Fair value measurement of financial instruments

When the fair value of financial assets and 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. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements includes considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Useful life of property, plant and equipment and other intangible assets

As described in Note 1.3 (c and d), the Company reviews the estimated useful lives and residual values of property, plant and equipment and other intangible assets at the end of each reporting period. During the current financial year, the management has reassessed the useful lives of certain property, plant and equipment and other intangible assets and the impact of the change is not material for the year. There were no changes in residual values of the property, plant and equipment and other intangible assets.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized. The assessment of probability involves estimation of a number of factors including future taxable income.

Provision against obsolete and slow-moving inventories

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realizable value for such inventories based on the latest invoice prices and current market conditions. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The provision against obsolete and slow-moving inventories requires the use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying value of inventories and the write-down of inventories recognized in the periods in which such estimates have been changed.

The Company reassesses the estimation on each balance sheet date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount so written-down is adjusted in terms of policy as stated above.

2 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF- USE ASSETS, OTHER INTANGIBLE ASSETS, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in Lakhs)

Particulars	Gross carrying value					Depreciation / Amortisation					Net Carrying Value	
	As At March 31, 2022	Additions	Deletions	Reclassification to Assets held for sale	As At March 31, 2023	As At March 31, 2022	For the year	Deletions	Reclassification to Assets held for sale	As At March 31, 2023	As At March 31, 2023	As At March 31, 2022
PROPERTY, PLANT AND EQUIPMENT												
Leasehold Improvements	383.95	-	-	-	383.95	334.64	45.60	-	-	380.24	3.71	49.31
Freehold land *	41,011.83	-	-	-	41,011.83	-	-	-	-	-	41,011.83	41,011.83
Buildings **	16,821.37	22.46	335.85	243.74	16,264.24	2,928.81	480.47	40.20	58.68	3,310.40	12,953.84	13,892.56
Plant and machinery	14,366.72	1,912.52	156.62	-	16,122.62	8,178.37	1,257.42	148.92	-	9,286.87	6,835.75	6,188.35
Laboratory testing machines	6,867.55	819.60	49.52	-	7,637.63	4,121.45	547.33	44.62	-	4,624.16	3,013.47	2,746.10
Electrical installations	1,430.63	76.43	0.38	-	1,506.68	858.55	105.44	0.33	-	963.66	543.02	572.08
Furniture, fixtures and fittings	3,038.17	252.08	3.01	-	3,287.24	1,920.48	198.94	1.46	-	2,117.96	1,169.28	1,117.69
Office equipments	3,144.15	89.95	23.17	-	3,210.93	2,570.01	306.55	23.05	-	2,853.51	357.42	574.14
Vehicles	614.15	7.91	1.56	-	620.50	409.66	63.70	1.56	-	471.80	148.70	204.49
Total of Property, plant and equipment (A)	**87,678.52**	**3,180.95**	**570.11**	**243.74**	**90,045.62**	**21,321.97**	**3,005.45**	**260.14**	**58.68**	**24,008.60**	**66,037.02**	**66,356.55**
RIGHT-OF-USE ASSETS									-			
Right of use Assets (leasehold properties) (B)	**5,009.20**	**671.10**	**85.37**	**-**	**5,594.93**	**1,717.11**	**786.49**	**-**	**-**	**2,503.60**	**3,091.33**	**3,292.09**
OTHER INTANGIBLE ASSETS												
Marketing Rights/ Trademarks	135.58	-	-	-	135.58	105.07	14.54	-	-	119.61	15.97	30.51
Software	1,402.41	-	-	-	1,402.41	984.75	69.28	-	-	1,054.03	348.38	417.66
Total of Other Intangible Assets (C)	**1,537.99**	**-**	**-**	**-**	**1,537.99**	**1,089.82**	**83.82**	**-**	**-**	**1,173.64**	**364.35**	**448.17**
Total (A+B+C)	**94,225.71**	**3,852.05**	**655.48**	**243.74**	**97,178.54**	**24,128.90**	**3,875.76**	**260.14**	**58.68**	**27,685.84**	**69,492.70**	**70,096.81**
Capital work in progress - Tangible											**19,773.12**	**10,424.30**
Capital work in progress - Intangible											**11.25**	**11.25**

* Freehold land of ₹ 640.66 Lakhs (Previous year-₹ 640.66 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

** Building of ₹ 3,178.14 Lakhs (Previous year-₹ 3,178.14 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

The Company has not capitalised any borrowing cost during the current year (Previous year - ₹ Nil).

The Company has not recognised any impairment loss during the current year (Previous year - ₹ Nil).

No property, plant and equipment is pledged as security by the Company.

All property, plant and equipment are held in the name of the Company.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

2 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF- USE ASSETS, OTHER INTANGIBLE ASSETS, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in Lakhs)

Particulars	Gross carrying value					Depreciation / Amortization					Net Carrying Value	
	As At March 31, 2021	Additions	Deletions	Reclassification to Assets held for sale	As At March 31, 2022	As At March 31, 2021	For the year	Deletions	Reclassification to Assets held for sale	As At March 31, 2022	As At March 31, 2022	As At March 31, 2021
PROPERTY, PLANT AND EQUIPMENT												
Leasehold Improvements	383.95	-	-	-	383.95	258.58	76.06	-	-	334.64	49.31	125.37
Freehold land *	41,011.83	-	-	-	41,011.83	-	-	-	-	-	41,011.83	41,011.83
Buildings **	16,783.61	40.76	3.00	-	16,821.37	2,448.55	480.80	0.54	-	2,928.81	13,892.56	14,335.06
Plant and machinery	12,745.91	1,710.49	89.68	-	14,366.72	7,078.33	1,162.17	62.13	-	8,178.37	6,188.35	5,667.58
Laboratory testing machines	6,458.12	467.90	58.47	-	6,867.55	3,630.64	545.10	54.29	-	4,121.45	2,746.10	2,827.48
Electrical installations	1,350.27	88.56	8.20	-	1,430.63	767.94	98.81	8.20	-	858.55	572.08	582.33
Furniture, fixtures and fittings	2,941.14	97.39	0.36	-	3,038.17	1,728.70	192.14	0.36	-	1,920.48	1,117.69	1,212.44
Office equipments	2,824.21	329.90	9.96	-	3,144.15	2,268.57	310.93	9.49	-	2,570.01	574.14	555.64
Vehicles	614.15	-	-	-	614.15	333.99	75.67	-	-	409.66	204.49	280.16
Total of Property, plant and equipment (A)	**85,113.19**	**2,735.00**	**169.67**	**-**	**87,678.52**	**18,515.30**	**2,941.68**	**135.01**	**-**	**21,321.97**	**66,356.55**	**66,597.89**
RIGHT-OF-USE ASSETS												
Right-of-use (leasehold properties) (B)	**2,538.14**	**2,471.06**	**-**	**-**	**5,009.20**	**1,070.15**	**646.96**	**-**	**-**	**1,717.11**	**3,292.09**	**1,467.99**
OTHER INTANGIBLE ASSETS												
Marketing Rights/ Trademarks	135.58	-	-	-	135.58	90.53	14.54	-	-	105.07	30.51	45.05
Software	1,270.41	132.00	-	-	1,402.41	879.82	104.93	-	-	984.75	417.66	390.59
Total of Other intangible assets (C)	**1,405.99**	**132.00**	**-**	**-**	**1,537.99**	**970.35**	**119.47**	**-**	**-**	**1,089.82**	**448.17**	**435.64**
Total (A+B+C)	**89,057.32**	**5,338.06**	**169.67**	**-**	**94,225.71**	**20,555.80**	**3,708.11**	**135.01**	**-**	**24,128.90**	**70,096.81**	**68,501.52**
Capital work in progress - Tangible											**10,424.30**	**1,921.12**
Intangible assets under development											**11.25**	**-**

* Freehold land of ₹ 640.66 Lakhs (Previous year-₹ 640.66 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

** Building of ₹ 3,178.14 Lakhs (Previous year-₹ 3,178.14 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

The Company has not capitalized any borrowing cost during the current year (Previous year - ₹ Nil).

The Company has not recognized any impairment loss during the current year (Previous year - ₹ Nil).

No property, plant and equipment is pledged as security by the Company.

All property, plant and equipment are held in the name of the Company.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

3 INVESTMENTS

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
UNQUOTED		
Investments stated at cost		
Investments in fully paid-up equity instruments in subsidiaries		
374,085 (Previous year - 374,085) Equity shares of FDC International Limited, UK of GBP 0.01 each (₹ 75.24)	0.00	0.00
500 (Previous year - 500) Equity shares of FDC Inc., USA of USD 100 each	22.00	22.00
302,250 (Previous year - 302,250) Equity shares of Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, South Africa of ZAR 1 each	17.51	17.51
Less: Provision for impairment in the value of investments	(17.51)	(17.51)
(A)	**22.00**	**22.00**
Investments measured at amortized cost		
Investment in government securities (Refer note below)		
National Savings Certificates	0.07	0.07
35 (Previous year - 35) Govt. of India G.P. Notes - face value of ₹ 2,000	0.02	0.02
(B)	**0.09**	**0.09**
Investments designated at fair value through other comprehensive income		
Investments in fully paid-up equity instruments		
1,000 (Previous year -1,000) Equity shares of The Saraswat Co-Op. Bank Limited of ₹ 10 each	0.10	0.10
5,000 (Previous year-5,000) Equity shares of The North Kanara G.S.B Co-Op Bank Limited of ₹ 10 each	0.50	0.50
100 (Previous year-100) Equity shares of Roha industries Association Sahakari Grahak Bhandar Limited of ₹ 25 each	0.03	0.03
18,000 (Previous year-18,000) Equity shares of Shivalik Solid Waste Management. of ₹ 10 each	1.80	1.80
(C)	**2.43**	**2.43**
Investments mandatorily measured at fair value through profit or loss		
Investments in fully paid up non convertible debentures	348.00	893.92
(D)	**348.00**	**893.92**
Sub Total (E) = (A+B+C+D)	**372.52**	**918.44**
QUOTED		
Investments measured at amortized cost		
Investments in fully paid up bonds	33,614.92	33,618.14
Less: Provision for impairment in the value of investments	(1,000.00)	(1,000.00)
	32,614.92	**32,618.14**
Investments mandatorily measured at fair value through profit or loss		
Investments in units of mutual funds	508.04	491.33
(F)	**33,122.96**	**33,109.47**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Investments designated at fair value through other comprehensive income		
Investments in fully paid-up equity instruments		
NIL (Previous year - 34,375) Equity shares of Motherson Sumi Systems Limited of ₹ 1 each	-	47.94
NIL (Previous year - 34,375) Equity shares of Motherson Sumi Wiring India Limited of ₹ 1 each	-	22.15
NIL (Previous year - 6,000) Equity shares of Sun Pharmaceutical Industries Limited ₹ 1 each	-	54.89
23,250 (Previous year - 23,250) Equity shares of HDFC Bank Limited ₹ 1 each	374.22	341.86
13,070 (Previous year - 13,070) Equity shares of Housing Development Finance Corporation Limited ₹ 2 each	343.15	312.43
NIL (Previous year - 65,300) Equity shares of ICICI Bank Limited ₹ 2 each	-	476.89
NIL (Previous year - 210,400) Equity units of Mindspace business Parks REIT	-	729.12
NIL (Previous year - 81,179) Equity units of Brookfield India Real Estate Trust	-	254.20
NIL (Previous year - 10,81,300) Equity units of Powergrid Infrastructure Investment Trust	-	1,447.86
6,00,000 (Previous year - 6,00,000) Equity units of National Highway Authority of India Infra Trust	658.44	779.70
(G)	**1,375.81**	**4,467.04**
Sub Total (H) = (F+G)	**34,498.77**	**37,576.51**
Total = (E+H)	**34,871.29**	**38,494.95**
Aggregate book value of quoted investment	34,498.77	37,576.51
Aggregate market value of quoted investments	34,498.77	37,576.51
Aggregate value of unquoted investments	372.52	918.44
Aggregate amount of impairment in value of investments	1,017.51	1,017.51

Note: National Savings Certificates of the value of ₹ 0.04 Lakhs (Previous year - ₹ 0.04 Lakhs) and Government of India G.P.notes of the value of ₹ 0.02 Lakhs (Previous year- ₹ 0.02 Lakhs) have been lodged with the Excise authorities. National Savings Certificates of ₹ 0.03 Lakhs (Previous year - ₹ 0.03 Lakhs) have been lodged with Sales Tax authorities.

List of significant investments in subsidiaries

	% of equity interest	
	As at March 31, 2023	As at March 31, 2022
Name and Country of Incorporation		
Subsidiaries		
FDC International Limited, UK	100%	100%
FDC Inc., USA	100%	100%
Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, South Africa	93%	93%

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

4 LOANS*

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loans to employees	59.77	47.23
	59.77	**47.23**

*There is no amount due from director, other officers of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.

The Company has complied with the provisions of section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers)Rules, 2017.

The Company has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

To the best of our 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(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

To the best of our knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

5 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Margin money deposits*	1.24	45.00
Security deposits**	550.33	653.30
	551.57	**698.30**

*Margin money deposits are given as security against bank guarantee with original maturity of more than 12 months for various performance obligations. [Refer note 42 (b)]

** Security deposits includes tender & other deposits

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

6 NON-CURRENT TAX ASSETS (net)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Income tax paid [Net of provision - ₹ 41,866.32 Lakhs (Previous year - ₹ 34,948.20 Lakhs)]	4,156.71	3,370.78
	4,156.71	**3,370.78**

7 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Capital advances	2,105.10	3,339.38
Prepaid expenses	144.57	83.71
	2,249.67	**3,423.09**

8 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

See Accounting Policy in Note 1.3(g)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Raw materials [Including stock in transit ₹2.96 Lakhs (Previous year - ₹ 0.58 Lakhs)]	7,722.76	7,857.20
Packing materials [Including stock in transit ₹ 87.46 Lakhs (Previous year - ₹ 3.42 Lakhs)]	3,342.93	2,424.51
Work-in-progress	2,908.13	3,002.96
Finished goods [Including stock in transit ₹ 938.12 Lakhs (Previous year - ₹ 941.48 Lakhs)]	15,541.81	13,868.68
Stock in trade	2,817.97	3,209.20
	32,333.60	**30,362.55**

Write down of inventory for the year ended March 31, 2023, ₹ 1,827.25 Lakhs (Previous year - ₹ 2,546.34 Lakhs)

No Inventories are hypothecated with the bankers against working capital limits.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

9 INVESTMENTS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
QUOTED		
Investments mandatorily measured at fair value through profit or loss		
Investments in mutual funds	44,848.48	48,010.76
UNQUOTED		
Investments mandatorily measured at fair value through profit or loss		
Investments in fully paid up non-convertible debentures	880.93	2,066.21
	45,729.41	**50,076.97**
Aggregate book value of quoted investments	44,848.48	48,010.76
Aggregate market value of quoted investments	44,848.48	48,010.76
Aggregate value of unquoted investments	880.93	2,066.21
Aggregate amount of impairment in value of investments	-	-

Refer note 39 for accounting policies on financial instruments for methods of valuation.

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

10 TRADE RECEIVABLES

See Accounting Policy in Note 1.3(e)

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		11,664.56	7,727.01
Credit impaired		352.46	470.93
Unsecured, considered good receivable from related parties (Refer note 46)		460.88	243.54
	(A)	**12,477.90**	**8,441.48**
Less : Allowance for credit loss	**(B)**	352.46	470.93
	(A-B)	**12,125.44**	**7,970.55**

Movement in expected credit loss allowance

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	470.93	171.90
Less: Amount collected/written off and hence reversal of provision	260.68	36.02
Add: Provision made during the year	142.21	335.05
Balance at the end of the year	**352.46**	**470.93**

Notes :-

(a) There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

(b) For terms and conditions relating to related party receivables, refer note 46.

(c) Trade receivables are usually non-interest bearing and are generally on credit terms upto 120 days.The Company's term includes charging of interest for delayed payment beyond agreed credit days. Company charges interest for delayed payments in certain cases depending on factors, such as market conditions and past realization trend.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

(d) For explanations on the Company's credit risk management processes, refer note 38.

(e) The Company follows life time expected credit loss model. accordingly, deterioration in credit risk is not required to be evaluated annually.

(f) Refer note 39 for accounting policies on financial instruments.

(g) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule as below.

Ageing for trade receivables outstanding as at March 31, 2023 from due date of payment

(₹ in Lakhs)

Particulars	Not due	Less than 6 Months	6 months-1 Year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables billed							
Undisputed trade receivables-							
Considered good	6,741.35	5,265.73	104.88	8.84	-	4.64	12,125.44
Undisputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-							
Credit impaired	11.16	88.26	2.44	-	-	-	101.86
Disputed trade receivables-							
Considered good	-	-	-	-	-	-	-
Disputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-							
Credit impaired	-	-	5.55	108.60	60.12	76.33	250.60
	6,752.51	**5,353.99**	**112.87**	**117.44**	**60.12**	**80.97**	**12,477.90**
Less :- Allowance for doubtful trade receivables billed							352.46
Net							**12,125.44**

Ageing for trade receivables outstanding as at March 31, 2022 from due date of payment

(₹ in Lakhs)

Particulars	Not due	Less than 6 Months	6 months-1 Year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables billed							
Undisputed trade receivables-							
Considered good	6,170.89	1,647.24	78.17	8.95	61.24	4.06	7,970.55
Undisputed trade receivables-							
Which have significant increase in credit risk	-	4.91	69.21	315.78	10.49	70.54	470.93
Undisputed trade receivables-							
Credit impaired	-	-	-	-	-	-	-

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Not due	Less than 6 Months	6 months-1 Year	1-2 years	2-3 years	More than 3 years	Total
Disputed trade receivables-							
Considered good	-	-	-	-	-	-	-
Disputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-							
Credit impaired	-	-	-	-	-	-	-
	6,170.89	**1,652.15**	**147.38**	**324.73**	**71.73**	**74.60**	**8,441.48**
Less :- Allowance for doubtful trade receivables billed							470.93
Net							**7,970.55**

Trade receivables are non-interest bearing and are generally on terms of 8 to 120 days.

11 CASH AND CASH EQUIVALENTS

See Accounting Policy in Note 1.3(s)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Cash on hand	11.30	6.47
Balances with banks:		
In current accounts	1,463.57	2,471.04
In deposit accounts (with original maturity of 3 months or less)	500.00	635.00
Cash and cash equivalents in the balance sheet	**1,974.87**	**3,112.51**

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

12 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Margin money deposits*	59.83	29.69
In unpaid dividend account**	45.68	63.45
	105.51	**93.14**

*Margin money deposits are given as security against bank guarantee with original maturity of more than 3 months but less than 12 months for various performance obligations (Refer note 42 (b)).

**Earmarked balances with banks relate to unclaimed dividend.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

13 LOANS

(₹ in Lakhs)

		Current	
		As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
Loans/ advances to employees		64.71	55.49
Credit impaired			
Loans to related parties (Refer note 46)		2,115.20	1,586.00
	(A)	**2,179.91**	**1,641.49**
Less: Impairment of loan to related parties	**(B)**	1,586.00	1,586.00
	(A-B)	**593.91**	**55.49**

Note: Disclosure required by Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 186 (4) of Companies Act, 2013

Amount of loans/ advances in the nature of loans outstanding to Subsidiaries as below:

(₹ in Lakhs)

Subsidiaries	Interest rate	Outstanding as at March 31, 2023	Outstanding as at March 31, 2022	Maximum amount outstanding during the year March 31, 2023	Maximum amount outstanding during the year March 31, 2022
Unsecured, credit impaired					
Fair Deal Corporation Pharmaceuticals SA (Pty) Limited*	5% - 10.50%	1,586.00	1,586.00	1,586.00	1,586.00

Amount of loans/ advances in the nature of loans outstanding repayable as per below term with Subsidiaries:

(₹ in Lakhs)

Subsidiaries	Due date	As at March 31, 2023	%	As at March 31, 2022	%
Unsecured, credit impaired					
Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	Payable on demand	2,115.20	100%	1,586.00	100%

Notes:

* For the year ended March 31, 2023 & March 31, 2022, the Company has recorded for impairment of loan given to Fair Deal Corporation Pharmaceuticals SA (Pty) Limited.

There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

The Company has complied with the provision section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

The Company has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

14 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

		Current	
		As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
Export benefit receivable		33.40	184.99
Security deposit		69.09	89.55
Interest accrued on investments and others loan to related parties (Refer note 46)		288.22	38.79
Other asset receivable		28.78	-
Net defined Gratuity benefits plan assets		-	93.52
Credit impaired			
Interest accrued on loan to related parties (Refer note 46)		-	237.04
	(A)	**419.49**	**643.89**
Less: Impairment of interest accrued on loan to related parties	**(B)**	-	237.04
	(A-B)	**419.49**	**406.85**

Note: There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

15 OTHER CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advances to suppliers	1,762.73	2,257.91
Prepaid expenses	875.97	828.84
Balances with statutory/government authorities	6,270.37	3,693.16
Credit impaired		
Balances with statutory/government authorities	25.69	25.69
	8,934.76	**6,805.60**
Less: Allowance for doubtful advances	**25.69**	**25.69**
	8,909.07	**6,779.91**

16 ASSETS HELD FOR SALE

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Building	185.06	-
	185.06	**-**

During current year the Company classified Building of ₹ 243.74 Lakhs (NBV- ₹ 185.06 Lakhs) as assets held for sale.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

17 SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Authorised share capital :		
294,200,000 (Previous year - 294,200,000) Equity shares of ₹ 1 each	2,942.00	2,942.00
3,000 (Previous year - 3,000) 8% Non-Cumulative Redeemable Preference shares of ₹ 100 each	3.00	3.00
	2,945.00	**2,945.00**
Issued share capital :		
165,910,084 (Previous year - 168,810,084) Equity shares of ₹ 1 each, fully paid-up	1,659.10	1,688.10
	1,659.10	**1,688.10**
Subscribed and Paid-up share capital :		
165,910,084 (Previous year - 168,810,084) Equity shares of ₹1 each, fully paid-up	1,659.10	1,688.10
Total	**1,659.10**	**1,688.10**

Notes:

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
At the beginning of the period	1,688.10	1,688.10	1,688.10	1,688.10
Less: Share capital bought back	29.00	29.00	-	-
Outstanding at the end of the period	**1,659.10**	**1,659.10**	**1,688.10**	**1,688.10**

(b) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2023, the amount of per share interim dividend paid as distribution to equity shareholders is ₹ Nil (Previous year - ₹ Nil per share).

The Company had cancelled 31,45,000 forfeited equity shares of ₹0.25/- each containing total amount of ₹ 7.86 Lakhs of forfeited equity shares and the same was by approved by shareholders in the annual general meeting held on September 27, 2019 by way of ordinary resolution. The forfeited capital amount has been transferred to Capital reserve as per the applicable provisions of Companies Act, 2013.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at March 31, 2023	As at March 31, 2022
	No. in Lakhs	No. in Lakhs
Equity shares bought back by the Company (Refer note below)	84.93	90.23

The Board of Directors, at its meeting held on February 09, 2022 had approved a proposal of the Company to buy-back its 29,00,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the Company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on April 12, 2022 and was completed on April 27, 2022 and the Company bought back and extinguished a total of 29,00,000 equity shares at a price of ₹ 475 per equity share, comprising of 1.72% of pre-buyback paid up equity share capital of the Company. The buyback resulted in a cash outflow of ₹ 13,775 Lakhs (excluding transaction cost). The Company funded the Buyback from its General reserve. In accordance with Section 69 of the Companies Act, 2013, as at results approved for the period ended June 30, 2022, the Company has credited 'Capital Redemption Reserve' with an amount of ₹ 29 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

The Board of Directors, at its meeting held on August 7, 2020 had approved a proposal of the Company to buy-back its 21,63,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the Company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on September 16, 2020 and was completed on September 29, 2020 and the Company bought back and extinguished a total of 21,63,000 equity shares at a price of ₹ 450 per equity share, comprising of 1.27% of pre-buyback paid up equity share capital of the Company. The buyback resulted in a cash outflow of ₹ 9,733.50 Lakhs (excluding transaction cost). The Company funded the Buyback from its General reserve. In accordance with Section 69 of the Companies Act, 2013, as at results approved for the period ended December 31, 2020, the Company has credited 'Capital Redemption Reserve' with an amount of ₹ 21.63 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

(d) The details of Shareholding of Promoters are as under as at March 31, 2023 and March 31, 2022 are as follows:

	As at March 31, 2023		As at March 31, 2022		% Change during the year
	Number of Shares	Total Share %	Number of Shares	Total Share %	-
Aditi C Bhanot	11,31,091	0.68	11,48,552	0.68	-
Nandan Mohan Chandavarkar	51,25,051	3.09	52,04,173	3.08	-
Nomita R Chandavarkar	53,48,262	3.22	54,30,830	3.22	-
Ameya Ashok Chandavarkar	1,00,89,225	6.08	1,02,44,985	6.07	-
Mohan Anand Chandavarkar Trust	1,79,00,119	10.79	1,81,76,466	10.77	-
Sandhya Mohan Chandavarkar Trust	1,82,15,836	10.98	1,84,97,057	10.96	-
Meera Ramdas Chandavarkar	3,21,83,320	19.40	3,26,80,175	19.36	-
Virgo Advisors Private Limited	1,01,22,664	6.10	1,02,78,940	6.09	-
Leo Advisors Private Limited	1,51,83,854	9.15	1,54,18,266	9.13	-

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

(e) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Total Share %	Number of Shares	Total Share %
Equity shares of ₹1 each fully paid				
Meera Ramdas Chandavarkar	3,21,83,320	19.40	3,26,80,175	19.36
Sandhya Mohan Chandavarkar Trust	1,82,15,836	10.98	1,84,97,057	10.96
Mohan Anand Chandavarkar Trust	1,79,00,119	10.79	1,81,76,466	10.77
Leo Advisors Private Limited	1,51,83,854	9.15	1,54,18,266	9.13
Virgo Advisors Private Limited	1,01,22,664	6.10	1,02,78,940	6.09
Ameya Ashok Chandavarkar	1,00,89,225	6.08	1,02,44,985	6.07

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

18 OTHER EQUITY

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Capital redemption reserve			
Opening balance		90.23	90.23
Add: Transfer from General Reserve on buyback of Equity Shares*		29.00	-
Closing balance	**(A)**	**119.23**	**90.23**
Capital reserve	**(B)**	**7.86**	**7.86**
General reserve			
Opening balance		10,217.34	10,217.34
Less: Premium paid on buyback of Equity Shares*		(13,746.00)	-
Less: Transfer from General Reserve on Equity Shares bought back		(29.00)	-
Add: Transfer from Retained Earnings		50,000.00	-
Closing balance	**(C)**	**46,442.34**	**10,217.34**
Retained earnings			
Opening balance		1,81,848.25	1,59,771.85
Add: Profit for the year		20,096.64	21,963.56
Add: Remeasurement losses of defined benefit plans		53.86	189.01
Less: Expenses relating to buyback of Equity shares* (net)		(46.76)	(76.17)
Less: Tax on buyback paid*		(3,141.47)	-
Less: Transfer to General Reserve		(50,000.00)	-
Closing balance	**(D)**	**1,48,810.52**	**1,81,848.25**
Other comprehensive income			
Opening balance		1,016.76	441.15
Add: Net profit/ (loss) on Equity Shares carried at fair value through OCI		18.18	575.61
Closing balance	**(E)**	**1,034.94**	**1,016.76**
	(A+B+C+D+E)	**1,96,414.89**	**1,93,180.44**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

*The Board of Directors, at its meeting held on February 9, 2022 had approved a proposal of the Company to buy-back its 29,00,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the Company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on April 12, 2022 and was completed on April 27, 2022 and the Company bought back and extinguished a total of 29,00,000 equity shares at a price of ₹ 475 per equity share, comprising of 1.72% of pre-buyback paid up equity share capital of the Company. The buyback resulted in a cash outflow of ₹ 13,775 Lakhs (excluding transaction cost). The Company funded the Buyback from its General reserve. In accordance with Section 69 of the Companies Act, 2013, as at results approved for the period ended June 30, 2022, the Company has credited 'Capital Redemption Reserve' with an amount of ₹ 29 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

Nature and purpose of Reserves

(a) Capital redemption reserve

As per Companies Act, 2013, Capital redemption reserve is created when Company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.

(b) Capital reserve

As per Companies Act, 2013, Capital reserve is created when Company cancelled its own shares.

(c) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by the transfer from one component of equity to another and is not item of other comprehensive income.

(d) Retained earnings

Retained earnings are the profits/ (losses) that the Company has earned till date, less any transfer to general reserve, dividends or other distribution paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss. Retained earnings is a free reserve available to the Company.

(e) Other comprehensive income

The Company has elected to recognise changes in the fair value of investments in equity instruments in other comprehensive income. These changes are accumulated within the FVTOCI equity investments within equity. The balance in other comprehensive income is transferred to retained earnings on disposal of the investment.

19(A) BORROWINGS

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	**As at March 31, 2022**
Deferred sales tax loans (unsecured) (Refer note below)	10.80	20.80
Less: Amount disclosed under "Borrowings" (Refer note 19(B))	7.59	10.00
Total	**3.21**	**10.80**

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

19(B) BORROWINGS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	**As at March 31, 2022**
Deferred sales tax loans (unsecured) (Refer note below)	7.59	10.00
	7.59	**10.00**

Note: Under various schemes of Government of Maharashtra, the Company was entitled to interest free Sales Tax deferral incentives for its units at Waluj and Sinnar. These are repayable in annual instalments over a period of 9-13 years commencing after a period of 10-12 years from the year of availment of deferred sales tax loan.

Due in financial year	(₹ in Lakhs)
2023-24	7.59
2024-25	3.21
	10.80

20 LEASE LIABILITIES

See Accounting Policy in Note 1.3 (m)

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	**As at March 31, 2022**
Lease liabilities	2,756.60	3,122.48
Less: Current maturities of finance lease obligation (Refer note 23 & 48)	732.62	659.53
	2,023.98	**2,462.95**

21 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

		As at March 31, 2023	**As at March 31, 2022**
Deferred tax liability			
Depreciation		1,324.64	1,342.51
Unrealised gain on investments		540.77	958.37
	(A)	**1,865.41**	**2,300.88**
Less: Deferred tax asset			
Provision for doubtful debts/advances		95.17	124.99
Impairment provision		403.57	463.23
Liabilities disallowed under section 43B of IT Act,1961		765.62	697.05
Difference in Right-of-use assets and Lease liabilities		38.27	27.65
	(B)	**1,302.63**	**1,312.92**
Net deferred tax liability	**(A)-(B)**	**562.78**	**987.96**

Reconciliation of deferred tax assets/ liabilities (net):

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Net deferred tax liability at the beginning	987.96	1,132.08
Tax (income)/expense recognised in profit or loss	(427.53)	(218.48)
Tax expense recognised in OCI	2.35	74.36
Net deferred tax liability at the end	**562.78**	**987.96**

22 TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro and small enterprises ("MSME")	2,708.18	2,558.20
Total outstanding dues of creditors other than micro and small enterprises	15,139.78	11,067.53
	17,847.96	**13,625.73**

Note :

(i) Trade payables include amount payable to vendors and accrual of expenses that are expected to be settled in the Company's normal operating cycle or due to be settled within twelve months from the reporting date.

(ii) For explanations on the Company's liquidity risk management processes Refer note 38.

(iii) Disclosure under the Micro, Small and Medium enterprises Development Act, 2006 is provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) The principal amount remaining unpaid to any supplier due at end of each accounting year	-	70.99
(b) The interest due on the amount remaining unpaid to any supplier at end of each accounting year	5.43	5.43
(c) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the year	5.43	5.43
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of its suppliers.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

(iv) Terms and conditions of the creditors other than Micro and small enterprises:
Trade Payables are non interest bearing and are normally settled on 30-360 days terms.

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables							
MSME	704.81	1,997.94	-	-	-	-	2,702.75
Others	3,082.07	5,187.20	1,590.28	21.16	41.54	-	9,922.25
Disputed Dues- MSME	-	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-	-
Accrued Expenses	-	-	-	-	-	-	5,222.96
Total	**3,786.88**	**7,185.14**	**1,590.28**	**21.16**	**41.54**	-	**17,847.96**

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables							
MSME	601.63	1,880.15	71.00	-	-	-	2,552.78
Others	2,803.46	3,624.08	1,763.90	156.90	49.46	-	8,397.80
Disputed Dues- MSME	-	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-	-
Accrued Expenses	-	-	-	-	-	-	2,675.15
Total	**3,405.09**	**5,504.23**	**1,834.90**	**156.90**	**49.46**	**-**	**13,625.73**

23 LEASE LIABILITIES

See Accounting Policy in Note 1.3 (m)

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
Finance lease obligation (Refer note 20 & 48)	732.62	659.53
	732.62	**659.53**

24 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Other financial liabilities carried at amortised cost		
Unpaid dividend (Refer note below)	45.68	63.45
Sundry deposits	1,378.41	1,278.29
Employee benefits payable	5,096.35	4,624.52
Due to directors*	487.06	491.56
Advance for capital assets	54.16	-
Others payables (includes disputed liabilities, trade advances, etc.)	657.52	622.76
	7,719.18	**7,080.58**

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

Note:- Unclaimed/unpaid dividend for the year 2014-15 of ₹ 17.26 Lakhs has been credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection fund.

*Pertains to commission payable to directors. (Refer note 46)

25 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Advances from customers	531.67	339.59
Statutory dues payable*	601.51	497.05
	1,133.18	**836.64**

*Include Goods and Service Tax, Provident fund, Employees' State Insurance, Labour Welfare fund, Profession tax, Tax deducted at source and Tax collected at source.

26 PROVISIONS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
For employee benefits (Refer note 44)	2,009.86	1,833.73
For others	2,115.14	1,766.58
	4,125.00	**3,600.31**

(₹ in Lakhs)

	Gratuity benefits	Compensated absences	Sales returns	Total Including Gratuity benefits
Balance as on April 1, 2022	(93.52)	1,833.73	1,766.58	3,600.31
Provision made during the year	296.80	446.35	2,432.28	2,878.63
Remeasurement gain on defined benefit plans	(71.97)	-	-	-
Provision utilised during the year	(100.00)	(270.22)	(2,083.72)	(2,353.94)
Balance as on March 31, 2023	**31.31**	**2,009.86**	**2,115.14**	**4,125.00**
Current	**31.31**	**479.30**	**1,836.71**	**2,347.32**
Non-current	**-**	**1,530.56**	**278.43**	**1,808.99**

(₹ in Lakhs)

	Gratuity benefits	Compensated absences	Sales returns	Total Excluding Gratuity benefits
Balance as on April 1, 2021	(164.18)	1,907.78	1,710.58	3,618.36
Provision made during the year	323.22	147.76	2,402.91	2,550.67
Remeasurement losses of defined benefit plans	(254.18)	-	-	-
Provision utilized during the year	1.62	(221.81)	(2,346.91)	(2,568.72)
Balance as on March 31, 2022	**(93.52)**	**1,833.73**	**1,766.58**	**3,600.31**
Current	**-**	**1,833.73**	**1,733.96**	**3,567.69**
Non-current	**-**	**-**	**32.62**	**32.62**
Net defined Gratuity benefits plan assets- shown under - Other financial assets (Refer note no 14)	**93.52**	**-**	**-**	**-**

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

27 CURRENT TAX LIABILITIES (net)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Tax payable [Net of Income tax paid - ₹ 41,797.81 Lakhs and (Previous year ₹ 41,797.81 Lakhs)]	1,281.64	1,281.64
	1,281.64	**1,281.64**

A The details of Non-current/(Current) Income tax assets/(Liabilites) as at March 31, 2023

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Non-current tax assets (net of provision for taxes)	4,156.71	3,370.78
Current tax liabilities (net of advances)	1,281.64	1,281.64
Net current income tax asset / (liability) at the end	**2,875.07**	**2,089.14**

B The movement in the gross current tax assets/ (liability) for year ended March 31, 2023

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Net current tax asset at the beginning	2,089.14	1,121.48
Income tax paid	7,704.04	7,831.22
Current tax expense	(6,900.00)	(6,800.00)
Tax expense recognized in OCI	(18.11)	(63.56)
Net current tax asset / (liability) at the end	**2,875.07**	**2,089.14**

C Income/ (loss) tax expense recognised in Statement of Profit and Loss

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax		
Current tax on profits for the year	6,900.00	6,800.00
Deferred tax	(427.53)	(218.48)
	6,472.47	**6,581.52**

D Income tax expense recognised in other comprehensive income

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Tax on remeasurement gain of defined benefit plans	(18.11)	(63.56)
Tax on gain on FVTOCI financial assets (net)	(2.35)	(74.36)
	(20.46)	**(137.92)**

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

E Income tax expense reconciliation

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	26,569.11	28,545.08
Applicable tax rate	25.168%	25.168%
Tax as per applicable tax rate	6,686.91	7,184.23
Current tax on adjustments for earlier years	-	-
Tax on (income)/ expense not considered for tax purpose	(522.13)	(738.83)
Tax effect on exempt income	(10.45)	(17.79)
Tax incentives	(166.79)	(114.29)
Tax on additional allowances for capital loss/ (gain)	385.10	245.52
Others (net)	99.83	22.68
Income tax expense charged to the Statement of Profit and Loss	**6,472.47**	**6,581.52**

F Deferred tax expense/ (income) recognised in Statement of Profit and Loss and Other Comprehensive income

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Increase/ (decrease) in Deferred tax liability		
Depreciation	(17.87)	(108.35)
Unrealised gain on investments	(417.60)	173.36
	(435.47)	**65.01**
Less: Increase/ (decrease) in Deferred tax asset		
Provision for doubtful debts/ advances	(29.82)	75.26
Impairment provision	(59.66)	154.66
Liabilities disallowed under Section 43B of the IT Act, 1961	68.57	(0.95)
Difference in Right-of-use assets and Lease liabilities	10.62	(19.84)
Expenses debited in statement of profit and loss but allowed for tax purpose in the following year	-	-
	(10.29)	**209.13**
Net deferred tax (income) / expense recognised during the year	**(425.18)**	**(144.12)**
Net deferred tax (income) / expense recognised in Statement of Profit and Loss	**(427.53)**	**(218.48)**
Net deferred tax expense recognised in Other Comprehensive income	**2.35**	**74.36**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

28 REVENUE FROM OPERATIONS

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of products (Refer note 47)	**(A)**	1,77,124.49	1,51,471.06
Other operating revenue (Refer note 47)	**(B)**	578.72	425.45
	(A)+(B)	**1,77,703.21**	**1,51,896.51**
Other operating revenue			
Export incentive		276.65	217.38
Other miscellaneous receipts*		302.07	208.07
		578.72	**425.45**

* Other miscellaneous receipts includes scrap sales & subsidy income

29 OTHER INCOME

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
a)	**Interest income on financial asset carried at amortised cost**		
	Current investments	7.38	-
	Non-current investments	2,334.72	2,248.54
	Others (Refer note below)	174.03	156.80
b)	**Dividend Income**		
	Dividend received from subsidiary	-	195.20
	Non-current investments	8.03	70.80
c)	**Others**		
	Net gain on sale of investments	493.21	585.82
	Fair value gain on financial instruments at fair value through profit or loss	1,053.61	3,458.73
	Provision for impairment in the value of investments written back	-	500.00
	Net exchange gain on foreign currency transactions	842.16	375.66
	Net gain on disposal of property, plant and equipment	90.54	99.73
	Other non operating income (Includes rental income, miscellaneous provisions written back)	387.48	182.07
		5,391.16	**7,873.35**

Note: Interest on others includes interest on margin money deposits, fixed deposits, Security deposits, interest on loans, interest on delayed payments from debtors etc.

30 COST OF MATERIALS CONSUMED

(Raw materials and Packing materials)

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year	10,281.71	7,772.96
Add: Purchases	59,319.54	47,859.09
	69,601.25	**55,632.05**
Less: Inventory at the end of the year	11,065.69	10,281.71
	58,535.56	**45,350.34**

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

31 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the end of the year		
Finished goods	15,541.81	13,868.68
Stock in trade	2,817.97	3,209.20
Work-in-progress	2,908.13	3,002.96
	21,267.91	**20,080.84**
Inventory at the beginning of the year		
Finished goods	13,868.68	8,126.33
Stock in trade	3,209.20	2,999.98
Work-in-progress	3,002.96	2,428.11
	20,080.84	**13,554.42**
	(1,187.07)	**(6,526.42)**
Changes in Inventories		
Finished goods	(1,673.13)	(5,742.35)
Stock in trade	391.23	(209.22)
Work-in-progress	94.83	(574.85)
	(1,187.07)	**(6,526.42)**

32 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	34,909.70	30,274.06
Contribution to provident and other funds (Refer note 44)	2,277.39	2,130.37
Staff welfare expenses	1,511.79	1,592.93
	38,698.88	**33,997.36**

33 FINANCE COSTS

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on finance lease obligations (Refer note 48)	223.55	121.97
Interest on others	128.69	124.21
Other borrowing costs	51.62	58.61
	403.86	**304.79**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

34 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment	3,005.46	2,941.68
Amortisation of right-of-use asset and other intangible assets	870.30	766.43
	3,875.76	**3,708.11**

35 OTHER EXPENSES

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
Processing charges		2,927.03	2,409.01
Power, fuel and water charges		3,407.66	2,889.13
Repairs and maintenance			
Building		1,115.96	548.91
Plant and Machinery		911.01	812.01
Others		1,305.92	1,380.93
Labour contract expenses		1,994.70	1,833.56
Stores and spares		2,794.85	1,723.92
Pharma lab expenses		2,717.31	2,526.49
Research and Development expenses		1,709.76	1,584.75
Rent (including lease rent) (Refer note 48)		14.88	9.47
Rates and taxes		54.79	67.74
Insurance		606.87	359.02
Travelling and conveyance		5,972.36	4,267.82
Communication expenses		312.52	295.53
Carriage, freight and forwarding		4,987.96	4,458.39
Export Expenses		1,463.61	881.46
Advertisement and sales promotion		1,815.77	1,587.19
Printing & Stationery Charges		2,051.49	1,379.08
Publicity expenses		7,712.71	6,664.62
Sales tax/ Value added tax/ GST paid		245.74	296.49
Commission		877.79	858.88
Auditors' remuneration			
As audit fee		45.00	45.00
For other services		5.25	2.75
Out of pocket expenses		4.11	1.66
Legal and Professional Charges		632.07	505.29
Directors sitting fees		15.30	5.35
Allowances for credit loss		142.21	335.05
Bad debts written off	159.79		
Less: Transfer from Provision for doubtful debts	(138.22)	21.57	39.52
Impairment provision of subsidary (Refer note 46)		-	614.48
Donation		30.77	25.56

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
CSR expenditure (Refer note 49)	616.81	604.25
Miscellaneous expenses	1,606.63	1,417.18
	48,120.41	**40,430.49**

36 COMPONENTS OF OTHER COMPREHENSIVE INCOME

During the year ended March 31, 2023

(₹ in Lakhs)

	Retained Earnings	FVTOCI reserve	Total
Remeasurement gain on defined benefit plans	71.97	-	71.97
Tax on remeasurement gain on defined benefit plans	(18.11)	-	(18.11)
Gain on FVTOCI financial assets (net)	-	20.53	20.53
Tax on gain on FVTOCI financial assets (net)	-	(2.35)	(2.35)
	53.86	**18.18**	**72.04**

During the year ended March 31, 2022

(₹ in Lakhs)

	Retained Earnings	FVTOCI reserve	Total
Remeasurement gain of defined benefit plans	252.57	-	252.57
Tax on remeasurement gain of defined benefit plans	(63.56)	-	(63.56)
Gain on FVTOCI financial assets (net)	-	649.97	649.97
Tax on gain on FVTOCI financial assets (net)	-	(74.36)	(74.36)
	189.01	**575.61**	**764.62**

37 EARNING PER SHARE (EPS)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit for the year (₹ in Lakhs)	20,096.64	21,963.56
Weighted average number of shares	16,62,19,947	16,88,10,084
Nominal value per share (₹)	1.00	1.00
Earning per share - Basic (₹)	12.09	13.01
- Diluted (₹)	12.09	13.01

38 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES :

Risk Management is an integral part of the Company's plans and operations. While the Company has a proven ability to successfully take on challenges, the efforts are to become even more proactive in recognising and managing risks, through an organized framework. The Company recognises risk management as an integral component of good corporate governance and fundamental in achieving it's strategic and operational objectives.

The Company, through its Board of Directors, has constituted a Risk Management Committee, consisting of majority of Board members. The Board has defined the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the Risk Management plan, to the Committee, and such other functions as it may deem fit.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

Market Risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include deposits, FVTOCI investments and FVTPL investments.

The Company has designed risk management framework to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

a **Interest rate risk :**

Interest rate risk is the loss of fair value of future earnings of financial instruments because of changes in market interest rates. Investment committee manages and constantly reviews the interest rate movements in the market in order to optimise the Company's interest income. The Company does not have any exposure to floating rate financial instruments.

b **Foreign Currency Risk :**

Foreign currency risk is the loss of fair value of future earnings of financial instruments because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

c **Equity price risk :**

Equity Price Risk is related to the change in market reference price of the investments in equity securities. The fair value of some of the Company's investments measured at fair value through other comprehensive income exposes the Company to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Company's investment in quoted equity securities as of March 31, 2023 and 2022 was ₹ 1,375.81 Lakhs and ₹ 4,467.04 Lakhs, respectively. A 10% change in equity price as of March 31, 2023 and 2022 would result in a pre- tax impact of ₹ 137.58 Lakhs and ₹ 446.70 Lakhs, respectively.

Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in USD rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

	Change in USD rate	Effect on profit before tax (₹ in Lakhs)	Effect on Equity (₹ in Lakhs)
March 31, 2023	+1%	92.02	68.86
	-1%	(92.02)	(68.86)
March 31, 2022	+1%	66.66	49.88
	-1%	(66.66)	(49.88)

Credit Risk :

Credit risk is the risk of possible default by the counter party resulting in a financial loss. The Company manages its credit risk through various internal policies and procedure set forth for effective control over credit exposure. Major credit risk at the reporting date is from trade receivables. Trade receivables are managed by way of setting various parameters like credit limit, evaluation of financial condition before supply, supply terms, industry trends, ageing analysis.Concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables indicate a low credit risk. Hence, trade receivables are considered to be a single class of financial assets.

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in equity instruments, money market liquid mutual funds, Bonds and Non-Convertiable debentures with financial institutions. The Company has set counterparty limits based on multiple factors including financial position, credit rating, etc.

The Company has oustanding inter-corporate loans to its subsidiaries amounting to ₹ 2,115.20 Lakhs as at March 31, 2023 (Previous year : ₹ 1,586.00 Lakhs).

The Company's maximum exposure to credit risk as at March 31, 2023 and March 31, 2022 is the carrying value of each class of financial asset.

Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

The table below summarises the maturity profile of the Company's financial assets and liabilities based on contractual undiscounted payments.

Financial assets :

(₹ in Lakhs)

	As at March 31, 2023			As at March 31, 2022		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Investments	45,729.41	34,871.29	80,600.70	50,076.97	38,494.95	88,571.92
Loans	593.91	59.77	653.68	55.49	47.23	102.72
Trade receivables	11,866.90	258.54	12,125.44	7,896.30	74.25	7,970.55
Cash and cash equivalents	1,974.87	-	1,974.87	3,112.51	-	3,112.51
Bank Balances other than above	105.51	-	105.51	93.14	-	93.14
Other Financial asssets	419.49	551.57	971.06	406.85	698.30	1,105.15

Financial liabilities :

(₹ in Lakhs)

	As at March 31, 2023			As at March 31, 2022		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Trade payables	17,785.26	62.70	17,847.96	13,418.80	206.93	13,625.73
Borrowings	7.59	3.21	10.80	10.00	10.80	20.80
Lease Liabilities	732.62	2,023.98	2,756.60	659.53	2,462.95	3,122.48
Other Financial Liabilities	7,719.18	-	7,719.18	7,070.58	-	7,070.58

39 FINANCIAL INSTRUMENTS

Break up in financial assets carried at amortised cost

(₹ in Lakhs)

	Non Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Investments (Refer note 3) (Excluding investments in subsidiaries and joint venture)	32,615.01	32,618.23	-	-
Loans (Refer note 4 and note 13)	59.77	47.23	593.91	55.49
Trade receivable (Refer note 10)	-	-	12,125.44	7,970.55
Cash and cash equivalent (Refer note 11)	-	-	1,974.87	3,112.51
Bank balance other than cash and cash equivalents (Refer note 12)	-	-	105.51	93.14
Other financial assets (Refer note 5 and 14)	551.57	698.30	419.49	406.85
Total financial assets carried at amortized cost	**33,226.35**	**33,363.76**	**15,219.22**	**11,638.54**

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

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

The carrying value and fair value of financial instruments by categories as at Balance sheet date were as follows:

(₹ in Lakhs)

	Carrying Value		Fair Value	
	As at March 31, 2023	**As at March 31, 2022**	**As at March 31, 2023**	**As at March 31, 2022**
Financial assets:				
FVTOCI financial investments	1,378.24	4,469.47	1,378.24	4,469.47
FVTPL financial investments	46,585.45	51,462.22	46,585.45	51,462.22
Total	**47,963.69**	**55,931.69**	**47,963.69**	**55,931.69**

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

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of quoted equity instruments are derived from quoted market prices in active markets.

Reconciliation of fair value measurement of equity shares classified as FVTOCI assets:

(₹ in Lakhs)

	Total
As at April 1, 2021	441.15
Re-Measurement recognized in OCI	575.61
As at March 31, 2022	1,016.76
Re-Measurement recognized in OCI	18.18
As at March 31, 2023	**1,034.94**

Fair Value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly unobservable.

The following table represents the fair value hierarchy of Financial assets measured at fair value as on March 31, 2023 :

(₹ in Lakhs)

Financial assets :	**As at March 31, 2023**	**Fair Value measurement at end of reporting period**		
		Level 1	**Level 2**	**Level 3**
Investments				
Mutual Funds (Quoted)	45,356.52	45,356.52	-	-
Non-Convertible debentures*	1,228.93	-	1,228.93	-
Quoted equity Instruments	1,375.81	1,375.81	-	-
Unquoted equity Instruments	2.43	-	-	2.43
Total	**47,963.69**	**46,732.33**	**1,228.93**	**2.43**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

The following table represents the fair value hierarchy of Financial assets measured at fair value as on March 31, 2022 :

(₹ in Lakhs)

Financial assets :	As at March 31, 2022	Fair Value measurement at end of reporting period		
		Level 1	Level 2	Level 3
Investments				
Mutual Funds (Quoted)	48,502.09	48,502.09	-	-
Non-Convertible debentures*	2,960.13	-	2,960.13	-
Quoted equity Instruments	4,467.04	4,467.04	-	-
Unquoted equity Instruments	2.43	-	-	2.43
Total	**55,931.69**	**52,969.13**	**2,960.13**	**2.43**

* **Measurement of fair value for level 2 investments**

Valuation technique used by company for measuring level 2 fair value for financial instruments measured at fair value in statement of profit and loss is as follows -

Discounted cash flows: The valuation model considers present value of expected receipt/payments using appropriate discounting rates.

There have been no transfers between Level 1 and Level 2 during the period.

Break up of financial liabilites carried at amortised cost

(₹ in Lakhs)

	Non Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Borrowings [(Refer note 19(A) & (B)]	3.21	10.80	7.59	10.00
Lease liabilities (Refer note 20 and note 23)	2,023.98	2,462.95	732.62	659.53
Trade payables (Refer note 22)	-	-	17,847.96	13,625.73
Other financial liabilities (Refer note 24)	-	-	7,719.18	7,080.58
Total financial liabilites carried at amortized cost	**2,027.19**	**2,473.75**	**26,307.35**	**21,375.84**

40 CAPITAL MANAGEMENT

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2023 and March 31, 2022.

The Company maintains a strong capital base and the primary objective of Company's capital management is to maximize the shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents. Based on this, Company is a debt free Company and would like to remain debt free.

The Company does not have any interest bearing loans and borrowings in the current year as well as previous year.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

41 FINANCIAL PERFORMANCE RATIOS:

	Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance
A	**Performance ratios**					
	Net Profit ratio	Profit after tax	Revenue from operations	11.31%	14.46%	(21.79%)
	Net Capital turnover ratio	Revenue from operations	Closing working capital	2.50	2.12	18.10%
	Return on capital employed	Profit before interest and tax	Closing capital employed	13.62%	14.80%	(8.02%)
	Return on equity ratio	Profit after tax	Closing shareholder's equity	10.15%	11.27%	(9.98%)
	Return on investment	Closing less opening market price	Opening market price	(0.31%)	(10.07%)	(96.91%)
	Debt service coverage ratio	Profit before interest, tax and Depreciation and amortization expense	Closing debt service	-	-	-
B	**Leverage ratios**					
	Debt-Equity ratio	Total Borrowings	Equity	0.00005	0.00011	(48.92%)
C	**Liquidity ratios**					
	Current ratio	Current Assets	Current Liabilities	3.29	3.65	(9.96%)
D	**Activity ratios**					
	Inventory turnover ratio	Cost of goods sold	Closing inventory	1.74	1.93	(9.84%)
	Trade receivables turnover ratio	Revenue from operations	Closing current trade receivables	14.66	19.06	23.10%
	Trade payables turnover ratio	Cost of goods sold	Closing trade payables	3.67	3.87	5.37%

Notes:

1. Net profit ratio - Net Profit ratio was lower on account of input cost pressure and increase in other operating expenses.
2. Return on capital employed – Decrease in return on capital employed is mainly on account of decrease in profits during the year.
3. Return on equity ratio - Decrease in return on equity is mainly on account of decrease in profits during the year.
4. Trade receivables turnover ratio - Trade receivables turnover ratio improved due to better collections.
5. Trade payable turnover ratio - Trade payable turnover ratio improved on account of improvement in credit period.
6. Return on investment – There was no substantial movement in share price during the year.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

42 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Contingent Liabilities			
a.	Disputed tax matters		
	Income tax (Appealed by the Company)	4,122.52	3,578.04
	GST (Appealed by the Company)	76.46	14.19
	Sales tax (Appealed by the Company)	117.90	117.90
b.	In respect of guarantees given by banks for performance obligations (Refer note 5 & 12)	485.28	602.72
c.	Letter of credit issued by bankers	372.12	438.72
d.	Estimated amount of duty payable on export obligation against oustanding advance licences	65.05	201.47
e.	During the year 2013-14, the Company had received notices of demand (including interest) from the National Pharmaceutical Pricing Authority, Government of India, on account of alleged overcharging in respect of certain formulations under the Drugs (Prices Control) Order, 1995. The Company had filed writ petition before the Hon'ble Supreme Court of India for stay of demand and other matters. The Hon'ble Supreme Court then passed order restraining the Government from taking any coercive action against the Company. The said Writ petition was disposed of in July 2016, with a liberty to the Writ Petitioners to approach the appropriate High Courts for relief, challenging the impugned demand notice issued by Union of India. The Company has filed a writ petition with Delhi High Court in August 2016 for which the Company has deposited 50% of overcharged amount with NPPA. The Company has also simultaneously filed a revision petition with NPPA, hence no provision is considered necessary in respect of the amount majorly being the interest component.	713.75	675.13
Commitments			
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances paid)		3,207.77	10,984.39

43 THE CODE ON SOCIAL SECURITY, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The Company is in the process of carrying out the evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

44 DISCLOSURE OF EMPLOYEE BENEFITS:

As per Ind AS 19 -"Employee Benefits", the disclosures as required by the Accounting Standard are given below :

Defined Contribution Plan

Contribution to Defined Contribution Plans are recognised as an expense for the year under Contribution to provident and other funds (Refer Note 32) as under:-

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Employer's Contribution to Provident Fund	775.17	683.26
Employer's Contribution to Pension Scheme	856.58	771.41
Employer's Contribution to Superannuation Fund	72.97	75.13

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rize to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The Company irrevocably contributes funds to a separate Gratuity Trust which is recognized by Income Tax authorities.

(₹ in Lakhs)

		Gratuity	
		Funded Plan	
		As at March 31, 2023	As at March 31, 2022
I.	**Change in Benefit Obligation**		
	Liability at the beginning of the year	3,210.46	3,099.29
	Interest Cost	195.52	172.94
	Current Service Cost	302.49	332.39
	Benefit Paid	(316.75)	(197.90)
	Actuarial (gain)/ loss arising from changes in demographic assumpations	-	0.59
	Actuarial (gain)/ loss arising from changes in financial assumptions	(184.53)	(80.46)
	Actuarial (gain)/ loss arising from changes in experience adjustments	44.15	(116.39)
	Liability at the end of the year	**3,251.34**	**3,210.46**
II.	**Fair Value of Plan Assets**		
	Fair Value of Plan Assets at the beginning of the year	3,303.98	3,263.47
	Interest income	201.21	182.10
	Contributions	100.00	-
	Benefit Paid	(316.75)	(197.90)
	Return on plan assets, Excluding interest income	(68.41)	56.31
	Fair Value of Plan Assets at the end of the year	**3,220.03**	**3,303.98**
III.	**Amount recognised in the Balance Sheet**		
	Liability at the end of the year	(3,251.34)	(3,210.46)
	Fair Value of Plan Assets at the end of the year	3,220.03	3,303.98
	Amount recognised in the Balance Sheet	**(31.31)**	**93.52**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

		Gratuity	
		Funded Plan	
		As at March 31, 2023	**As at March 31, 2022**
IV.	**Net Interest Cost for Current Period**		
	Interest Cost	195.52	172.94
	Interest Income	(201.21)	(182.10)
	Net Interest Cost for Current Period	**(5.69)**	**(9.16)**
V.	**Expenses recognised in the Statement of Profit and Loss**		
	Current Service Cost	302.49	332.39
	Net Interest Cost for Current Period	(5.69)	(9.16)
	Expense recognised in the Statement of Profit and Loss	**296.80**	**323.23**
VI.	**Expenses recognised in the Other Comprehensive Income (OCI)**		
	Actuarial (gain)/loss on Obligation for the period	(140.38)	(196.26)
	Return on Plan Assets, Excluding Interest Income	68.41	(56.31)
	Net Expense recognised in the OCI	**(71.97)**	**(252.57)**
VII.	**Investment Details**		
	Government of India Assets	91.02	91.02
	Debt Instruments	1,334.06	1,083.95
	State Government	1,483.64	1,791.34
	Equity	228.67	191.87
	Others	82.64	145.80
	Total	**3,220.03**	**3,303.98**
VIII.	**Actuarial Assumptions**		
	Discount Rate Current	7.31%	6.09%
	Weighted Average Duration of the Defined Benefit Obligation	6	6
	Average Excepted Future Service	4	4
	Rate of Return on Plan Assets Current	7.31%	6.09%
	Employee Attrition rate-Field	20 to 40%	20 to 40%
	Employee Attrition rate-others	10 to 30%	10 to 30%
	Salary Escalation Current	8.00%	8.00%
IX.	**Maturity Analysis of Projected Benefit Obligation from the Fund**		
	Projected Benefits payable in future years from the date of reporting		
	Within the next 12 months	544.87	495.98
	Between 2 and 5 years	1,672.20	1,562.24
	Sum of Years 6 To 10 years	1,301.94	1,249.38
	Sum of Years 11 and above	1,369.98	1,266.57

X. A Quantitive Sensitivity Analysis for significant assumption as at March 31, 2023 is as shown below:

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented below may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(₹ in Lakhs)

	Gratuity	
	Funded Plan	
	As at March 31, 2023	As at March 31, 2022
Benefit obligation as at the end of the year	**3,251.34**	**3,210.46**
Increase/(decrease) in Present Value of Benefit Obligations as at the end of the year :		
Effect of +1% change in Rate of Discounting	(137.55)	(145.76)
Effect of -1% change in Rate of Discounting	152.15	162.07
Effect of +1% change in Rate of Salary Increase	142.38	148.97
Effect of -1% change in Rate of Salary Increase	(131.60)	(137.31)
Effect of +1% change in Rate of Employee Turnover	(9.32)	(19.69)
Effect of -1% change in Rate of Employee Turnover	9.85	21.31

XI. Salary Escalation Rate

The estimates of future supply increase considered in actuarial valuation is taken on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

XII. Basis used to determine Rate of Return on Plan Assets

The rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

XIII. The Company expects to contribute ₹ 326.39 Lakhs to gratuity in next year (Previous year - ₹ 208.98 Lakhs).

The liability for Leave Encashment as at the year end is ₹ 1,757.88 Lakhs (Previous year - ₹ 1,707.59 Lakhs) and provision for sick leave as at the year end is ₹ 251.98 Lakhs (Previous year – ₹126.14 Lakhs).

45 SEGMENT INFORMATION:

Primary segment information

The Company is engaged in pharmaceutical business which as per Ind AS 108 - "Operating Segments" is considered the only business segment.

Secondary segment information

The Company's operating divisions are managed from India. The principal geographical areas in which the Company operates are India, USA and others. The country-wise segmentation is not relevant as exports to individual countries are not more than 10% of enterprise revenue.

The information related to secondary segment is as under:

(₹ in Lakhs)

		India	USA	Others	Total
Segment Revenue	**2022-2023**	**1,45,256.97**	**14,459.62**	**17,986.62**	**1,77,703.21**
	2021-2022	1,30,813.11	7,981.27	13,102.13	1,51,896.51
Carrying amount of Non -Current Assets by location of assets	**March 31, 2023**	**91,526.74**	**-**	**-**	**91,526.74**
	March 31, 2022	83,955.45	-	-	83,955.45

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

Non Current Assets for this purpose consists of Property, plant and equipment, Right of use assets, Capital work-in-progress, Intangible assets and Other non current Assets.

The Company does not have any customer with whom revenue from transactions is more than 10% of Company's total revenue.

46 RELATED PARTY DISCLOSURES, AS REQUIRED BY IND AS 24 - "RELATED PARTY DISCLOSURES" ARE GIVEN BELOW:

Names of Related parties where control exists irrespective of whether transactions have occurred or not :

Subsidiary Companies	Principal Place of Business	% Shareholding & Voting Power	
		As at March 31, 2023	As at March 31, 2022
- FDC International Limited	United Kingdom	100%	100%
- FDC Inc.	United States of America	100%	100%
- Fair Deal Corporation Pharmaceutical SA (Pty) Limited	South Africa	93%	93%

Names of other related parties with whom transactions have taken place during the year :

Managerial Personnel

- Mr. Mohan A. Chandavarkar	Managing Director
- Mr. Ashok A. Chandavarkar	Executive Director
- Mr. Nandan M. Chandavarkar	Joint Managing Director
- Mr. Ameya A. Chandavarkar	Executive Director and CEO- International Business
- Ms. Nomita R. Chandavarkar	Non Executive and Non Independent Director
- Ms. Swati S. Mayekar	Independent Director
- Mr. Uday K. Gurkar	Chairman and Independent Director
- Mr. Bijlani Mahesh Chandru	Independent Director
- Mr. M G Parmeswaran	Independent Director
- Ms. Usha A. Chandrashekhar	Independent Director
- Mr. Vijay Suresh Maniar	Independent Director
- Mr. Vijay Bhatt (w.e.f. April 6, 2023)	Chief Financial Officer
- Mr. Sanjay Jain	Chief Financial Officer
- Ms. Varsharani Katre	Company Secretary

Relatives of Managerial Personnel

- Ms. Sandhya M. Chandavarkar, Wife of Mr. Mohan A. Chandavarkar
- Ms. Mangala A. Chandavarkar, Wife of Mr. Ashok A. Chandavarkar
- Ms. Meera R. Chandavarkar, Mother of Ms. Nomita R. Chandavarkar
- Ms. Aditi C. Bhanot, Daughter of Mr. Ashok A. Chandavarkar

Enterprises owned or significantly influenced by Managerial Personnel or their relatives

- Anand Chandavarkar Foundation
- Leo Advisors Private Limited
- Virgo Advisors Private Limited
- SFA Sporting Service Private Limited
- Shree Trust
- Sandhya Mohan Chandavarkar Trust
- Mohan Anand Chandavarkar Trust
- DSS Out Sourcing Solutions Private Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Post-employment benefit plans:

- FDC Employees Gratuity Fund
- FDC Employees Superannuation Fund

Nature of transactions

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
1	**Sale of goods**		
	FDC International Limited	911.74	816.68
	Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	23.92	-
2	**Interest Income**		
	Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	140.30	104.15
3	**Dividend Income**		
	FDC International Limited.,UK	-	195.20
4	**Donation Paid**		
	Anand Chandavarkar Foundation	30.00	25.00
5	**Corporate Social Responsibilities**		
	Shree Trust	-	4.00
6	**Managerial Remuneration***		
	Mr. Mohan A. Chandavarkar	318.12	305.92
	Mr. Ashok A. Chandavarkar	171.10	162.75
	Mr. Nandan M. Chandavarkar	244.07	237.78
	Mr. Ameya A. Chandavarkar	162.26	154.93
	Ms. Nomita R. Chandavarkar	4.65	64.91
	Ms. Swati S. Mayekar	6.35	3.55
	Mr. Uday Kumar Gurkar	6.35	3.55
	Mr . Bijlani Mahesh Chandru	4.65	2.75
	Mr. M G Parmeswaran	4.65	2.75
	Ms. Usha Athreya Chandrasekhar	4.65	2.75
	Mr. Vijay Suraj Maniar	5.00	-
	Mr. Sanjay Jain	102.75	97.75
	Ms. Varsharani Katre	40.12	30.97
		1,074.72	**1,070.36**
7	**Loan granted**		
	Fair Deal Corporation Pharmaceuticals SA (Pty) Limited.	588.60	528.75
8	**Buyback of Shares (Refer note 17)**		
	Mr. Nandan M. Chandavarkar	375.83	-
	Mr. Ameya A. Chandavarkar	739.86	-
	Ms. Nomita R. Chandavarkar	392.20	-
	Ms. Meera R. Chandavarkar	2,360.06	-
	Ms. Aditi C. Bhanot	82.94	-
	Sandhya Mohan Chandavarkar Trust	1,335.80	-
	Mohan Anand Chandavarkar Trust	1,312.65	-
	Leo Advisors Limited Limited	1,113.46	-
	Virgo Advisors Limited Limited	742.31	-
	Mr. Sanjay Jain	0.23	-
		8,455.34	**-**

Note: * Including perquisites, contribution to Provident fund and other funds but excludes gratuity and compensated absences as the provision is computed for the Company as a whole and separate figures are not available.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Outstanding Amount of related parties

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
1	**Outstanding balances receivable against sales included in Trade Receivables**		
	FDC International Limited	460.88	243.54
2	**Outstanding balances against loans granted included in Current portion of Financial Assets -Loans**		
	Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	2,115.20	1,586.00
3	**Outstanding balances against interest on loans granted included in Current portion of Other Financial assets**		
	Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	244.44	237.04
4	**Outstanding balances payable included in Other Financial Liabilities**		
	Mr. Mohan A. Chandavarkar	155.36	153.38
	Mr. Ashok A. Chandavarkar	103.57	101.72
	Mr. Nandan M. Chandavarkar	116.52	114.16
	Mr. Ameya A. Chandavarkar	90.63	88.99
	Ms. Nomita R. Chandavarkar	3.00	38.78
	Ms. Swati S. Mayekar	3.00	2.00
	Mr. Uday Kumar Gurkar	3.00	2.00
	Mr. Bijlani Mahesh Chandru	3.00	2.00
	Mr. M G Parmeswaran	3.00	2.00
	Ms. Usha Athreya Chandrasekhar	3.00	2.00
	Mr. Vijay Suresh Maniar	3.00	-
		487.08	**507.03**

Terms and conditions of transactions with related parties

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

47 DISLOSURE UNDER IND AS 115 - "REVENUE FROM CONTRACTS WITH CUSTOMERS"

The Company is engaged into manufacturing of Pharamaceutical products. There is no impact on the Company's revenue on applying Ind AS 115 from the contract with customers.

(₹ in Lakhs)

			For the year ended March 31, 2023	For the year ended March 31, 2022
A)	**Disaggregation of revenue from contracts with customers**			
	1)	**Revenue from contacts with customers** **Sale of products (transferred at point in time)**		
		Domestic sales		
		Formulation	1,44,489.15	1,29,981.37
		Bulk Drugs	231.13	463.12
		Sub total (a)	**1,44,720.28**	**1,30,444.49**
		Export Sales		
		Formulation	17,818.35	10,212.06
		Bulk Drugs	7,563.56	5,595.38
			25,381.91	**15,807.44**
		Profit share - Formulation	7,022.30	5,219.13
		Sub total (b)	**32,404.21**	**21,026.57**
		Total (a+b)	**1,77,124.49**	**1,51,471.06**
	2)	**Other operating revenue**		
		Export incentive	276.65	217.38
		Other miscellaneous receipts	302.07	208.07
			578.72	**425.45**
		Total Revenue	**1,77,703.21**	**1,51,896.51**
B)	**Sales by performance obligations**			
	Upon shipment		12,332.94	5,176.57
	Upon delivery		1,57,769.25	1,41,075.36
	Profit share - Formulation		7,022.30	5,219.13
			1,77,124.49	**1,51,471.06**
C)	**Reconciliation of revenue from contract with customer**			
	Revenue from contract with customer as per the contract price		1,82,670.40	1,56,022.04
	Adjustments made to contract price on account of :			
	a)	Discounts/ Rebates/ Incentives/ late delivery charges	1,844.72	1,395.21
	b)	Sales Returns /Credits / Reversals	3,701.19	3,155.77
	Revenue from contract with customer		**1,77,124.49**	**1,51,471.06**
	Other operating revenue		578.72	425.45
	Revenue from operations		**1,77,703.21**	**1,51,896.51**
D)	**Disaggregation of revenue from contracts with customers based on geography (at a point in time):**			
	Revenue from Operations:			
	Country of Domestic - India		1,44,720.28	1,30,444.49
	United States of America		14,459.62	7,981.27
	Other Countries		17,944.59	13,045.30
	Revenue from contract with customer		**1,77,124 .49**	**1,51,471.06**
	Other operating revenue		578.72	425.45
	Revenue from operations		**1,77,703.21**	**1,51,896.51**

No single customer contributed 10% or more to the Company's revenue for the year March 31, 2023 & March 31, 2022

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

48 DISCLOSURE UNDER IND AS 116 - LEASES

The Company's significant leasing arrangements are in respect of godowns/ office premises taken on operating lease basis. These leasing arrangements, which are cancellable, range between 1 year and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. There are certain agreements which provide for increase in rent. There are no subleases. There are no contingent rents.

A) Movement in the lease liabilities

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Opening Balance	3,122.48	1,369.63
Additions	454.65	2,471.06
Deductions	(103.49)	-
Interest expenses on lease liabilities (Refer note 33)	223.55	121.97
Payment of lease liabilities	(940.45)	(834.72)
Lease rent waiver	(0.14)	(5.46)
Closing Balance	**2,756.60**	**3,122.48**

B) Maturity analysis of lease liabilities

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Maturity analysis- Contractual undiscounted cash flows		
Within one year	950.65	900.82
After one year but not for more than five years	2,266.75	2,803.83
More than five year	-	-
Total undiscounted lease liabilities	**3,217.40**	**3,704.65**
Lease liabilities included in the statement of financial position		
Non- Current	2,023.98	2,462.95
Current	732.62	659.53
Total	**2,756.60**	**3,122.48**

C) Amount recognised in the statement of profit and loss

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on lease liabilities (Refer note 33)	223.55	121.97
Depreciation on lease assets	778.88	639.36

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

49 AMOUNT SPENT TOWARDS CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES ARE AS UNDER :

A Gross amount required to be spent by the Company during the year is ₹ 612.34 Lakhs (Previous year - ₹602.40 Lakhs).

B Amount spent during the year is given hereunder:

(₹ in Lakhs)

Sr. No.	Particulars of Activity	For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	Construction/acquisition of any asset	-	300.00
(ii)	On purpose other than (i) above		
	Education	175.00	131.09
	Health care	102.00	173.16
	Others	339.81	-
	Total	**616.81**	**604.25**

C. Related party transactions in relation to Corporate Social Responsibility during this year is NIL (Previous year - ₹ 4 Lakhs)

D. Details of ongoing projects for CSR under section 135(6) of the Act :

(₹ in Lakhs)

Opening balance as at April 1, 2022		Amount required to be spent during the year	Amount spent during the year		Closing balance as at March 31, 2023	
With company	In seperate CSR unspent A/c		From company's bank a/c	From separate CSR unspent A/c	With company	In seperate CSR unspent A/c
-	-	612.34	616.81	-	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

50 The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

51 Struck off Company:

The Company does not have any transactions with companies struck- off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

52 Other Notes

(a) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

(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 does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(d) Consequent to the issuance of "Guidance Note on Division II -Ind AS Schedule III to the Companies Act, 2013", certain items of financial statements have been regrouped/reclassified. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of the even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**
CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary & Compliance Officer
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Independent Auditor's Report

TO the Members of
FDC Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of FDC Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 consolidated state of affairs of the Group as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition On Sale Of Products

See Note 28 and 48 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Holding Company recognises revenue from the sales of products when control over goods is transferred to the customer based on specific terms and conditions of sale contracts with respective customers. We have identified recognition of revenue on sale of products as a key audit matter as – • revenue is a key performance indicator; and • there is a presumed fraud risk of revenue being overstated throughout the year and at period end. This can be through manipulation of the timing of transfer of control due to pressures to achieve performance targets as well as meeting external expectations.	Our procedures included the following: • Assessed the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards. • Performed walkthrough, testing of design, implementation and operating effectiveness of the Holding Company's general Information Technology ('IT') controls over revenue recognition and key IT application controls by involving our IT specialists. • Performed testing of design, implementation and operating effectiveness of the Holding Company's key manual controls around revenue recognition. • Performed substantive testing of recognition of revenue in the correct period by selecting statistical samples of revenue transactions recorded during and at the end of the financial year. Further performed extended testing for revenue cut-off.

The key audit matter	How the matter was addressed in our audit
	• Examined the underlying documents such as sales invoices/ contracts and dispatch/ shipping documents and customer acknowledgment for the selected transactions recorded during and at the end of the financial year. • Assessed manual journals posted in revenue ledger to identify any unusual items and unusual account combinations. • Evaluated the adequacy of disclosure in accordance with IND AS 115.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the 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 responsible for overseeing the financial reporting process of each company.

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 company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 Group 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 such 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 financial information of such entities included in the consolidated financial statements of which we are the 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. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter(s)

We did not audit the whose financial information reflects total assets (before consolidation adjustments) of ₹ 2,243.74 lakhs as at 31 March 2023, total revenue (before consolidation adjustments) of ₹ 1,619.42 lakhs and total net (loss) after tax (before consolidation adjustments) of ₹ 301.17 lakhs and net cash outflows (before consolidation adjustments) of ₹ 246.24 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditors whose reports have 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 these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

The aforementioned subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India.

We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and financial information certified by Manageement.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on 1 April 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act. This requirement is not applicable to FDC International Limited, FDC Inc. and Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, foreign subsidiaries of the Holding Company as these are entities incorporated outside India.

   f. The internal financial controls with reference to financial statements is not applicable to FDC International Limited, FDC Inc. and Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, foreign subsidiaries of the Holding Company as these are entities incorporated outside India. With respect to adequacy of the internal financial controls with reference to financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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 and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group. Refer Note 43 to the consolidated financial statements.

   b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.

   c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2023.

   d (i) The management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 4 to the consolidated financial statements, 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 to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 4 to the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Holding Company has neither declared nor paid any dividend during the year. This requirement is not applicable to FDC International Limited, FDC Inc. and Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, foreign subsidiaries of the Holding Company as these are entities incorporated outside India.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable. This requirement is not applicable to FDC International Limited, FDC Inc. and Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, foreign subsidiaries of the Holding Company as these are entities incorporated outside India.

C. With respect to the matter to be included in the Audit Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. This requirement is not applicable to FDC International Limited, FDC Inc. and Fair Deal Corporation Pharmaceuticals SA (Pty) Limited, foreign subsidiaries of the Holding Company as these are entities incorporated outside India. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN : 23078305BGWOKZ7314

Place: Mumbai
Date: 25 May 2023

Annexure – "A" to the Independent Auditor's report on the consolidated financial statements of FDC Limited for the year ended March 31, 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, have unfavourable remarks remarks given by their under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	FDC Limited	L24239MH1940PLC003176	Holding Company	(vii) (a)

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN:23078305BGWOKZ7314

Mumbai
May 25, 2023

Annexure – "B" to the Independent Auditor's Report on the consolidated financial statements of FDC Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of FDC Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company , as of that date.

In our opinion, the Holding Company, has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Holding Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding 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.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls 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 consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated 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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Amar Sunder
Partner
Membership No.: 078305
ICAI UDIN : 23078305BGWOKZ7314

Place: Mumbai
Date: 25 May 2023

Consolidated Balance Sheet

as at March 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	66,413.82	66,739.08
(b) Capital work-in-progress	2	19,773.12	10,470.41
(c) Right-of-use assets	2	3,105.83	3,315.32
(d) Other intangible assets	2	371.88	452.01
(e) Intangible assets under development	2	70.52	11.25
(f) Financial assets			
(i) Investments	3	34,849.29	38,472.95
(ii) Loans	4	59.77	47.23
(iii) Other financial assets	5	552.67	699.55
(g) Non Current tax assets (net)	6	4,156.71	3,370.78
(h) Other non-current assets	7	2,249.67	3,423.09
Total non-current assets		**1,31,603.28**	**1,27,001.67**
2 Current assets			
(a) Inventories	8	32,853.88	30,469.86
(b) Financial assets			
(i) Investments	9	45,729.41	50,076.97
(ii) Trade receivables	10	12,264.62	8,217.44
(iii) Cash and cash equivalents	11	2,388.64	3,772.53
(iv) Bank balances other than (iii) above	12	105.51	93.14
(v) Loans	13	64.71	55.49
(vi) Other financial assets	14	175.05	406.85
(c) Other current assets	15	8,923.78	6,926.49
Total current assets		**1,02,505.60**	**1,00,018.77**
Assets held for sale	16	185.06	-
TOTAL ASSETS		**2,34,293.94**	**2,27,020.44**
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	1,659.10	1,688.10
(b) Other equity	18	1,96,545.69	1,93,990.94
Equity attributable to owners of the Company		**1,98,204.79**	**1,95,679.04**
Non-Controlling Interest		(64.43)	(42.85)
Total equity		**1,98,140.36**	**1,95,636.19**
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19(A)	56.33	65.16
(ia) Lease liabilities	20	2,023.98	2,462.95
(b) Provisions	26	1,808.99	32.62
(c) Deferred tax liabilities (net)	21	1,108.52	1,607.99
Total non-current liabilities		**4,997.82**	**4,168.72**
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19(B)	7.59	10.00
(ia) Lease liabilities	23	744.10	682.33
(ii) Trade payables	22		
(A) Total outstanding dues of micro and small enterprises		2,708.18	2,558.20
(B) Total outstanding dues of creditors other than Micro and small enterprises		15,141.01	11,135.77
(iii) Other financial liabilities	24	7,689.20	7,080.51
(b) Other current liabilities	25	1,218.18	871.45
(c) Provisions	26	2,363.61	3,569.58
(d) Current tax liabilities (net)	27	1,283.89	1,307.69
Total current liabilities		**31,155.76**	**27,215.53**
TOTAL EQUITY AND LIABILITIES		**2,34,293.94**	**2,27,020.44**
Significant accounting policies	1.4		
The accompanying notes are an integral part of the consolidated financial statements.	1 to 56		

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lakhs)

	PARTICULARS	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue from operations	28	1,78,375.02	1,52,791.95
II	Other income	29	4,985.56	7,609.49
III	**Total Income (I+II)**		**1,83,360.58**	**1,60,401.44**
IV	**Expenses**			
	Cost of materials consumed	30	58,592.01	45,424.36
	Purchase of stock-in-trade		8,500.81	14,139.87
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	31	(1,514.19)	(6,543.03)
	Employee benefits expense	32	39,089.53	34,333.15
	Finance costs	33	408.73	308.95
	Depreciation and amortisation expense	34	3,893.94	3,730.21
	Other expenses	35	48,609.42	40,068.92
	Total Expenses		**1,57,580.25**	**1,31,462.43**
V	**Profit before tax (III-IV)**		**25,780.33**	**28,939.01**
VI	**Tax expense:**	27		
	(1) Current tax		6,902.05	6,854.71
	(2) Deferred tax		(504.53)	467.81
	Total Tax expense		**6,397.52**	**7,322.52**
VII	**Profit for the year (V-VI)**		**19,382.81**	**21,616.49**
VIII	**Other comprehensive income/ (loss)**	36		
	A (i) Items that will not be reclassified subsequently to profit or loss		92.50	902.54
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(20.46)	(137.92)
	B (i) Items that will be reclassified to profit or loss		12.54	(86.76)
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	21.84
	Other comprehensive income for the year (net of tax)		**84.58**	**699.70**
IX	**Total Comprehensive income for the year (net of tax) (VII+VIII)**		**19,467.39**	**22,316.19**
	Profit attributable to :			
	Owners of the Company		19,403.74	21,640.33
	Non-controlling interest		(20.93)	(23.84)
	Other comprehensive income attributable to:			
	Owners of the Company		85.23	701.39
	Non-controlling interest		(0.65)	(1.69)
	Total comprehensive income attributable to:			
	Owners of the Company		19,488.97	22,341.72
	Non-controlling interest		(21.58)	(25.53)
X	**Earnings per equity share**	37		
	Par Value ₹1 per share (Previous year ₹1 per share)			
	(1) Basic (₹)		11.66	12.81
	(2) Diluted (₹)		11.66	12.81
Significant accounting policies		1.4		
The accompanying notes are an integral part of the consolidated financial statements.		1 to 56		

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Consolidated Statement of Cash Flows
for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS		For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before exceptional item and tax		25,780.33	28,939.01
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortization expenses		3,893.94	3,730.21
Finance cost		408.73	308.95
Interest income		(2,381.61)	(2,304.27)
Net gain on disposal of property, plant and equipment		(90.54)	(99.73)
Dividend income		(8.03)	(70.80)
Net gain on sale of investments		(493.21)	(585.82)
Fair value gain on financial instruments		(1,053.61)	(3,458.73)
Provision for impairment in the value of investments written back		-	(500.00)
Translation adjustment on consolidation		(5.71)	10.55
Unrealized foreign exchange (gain)/loss on restatement		(2.04)	(16.89)
Bad debts		21.57	39.52
Allowances for credit loss		142.21	335.05
Provision for doubtful debts no longer required, written back		-	(36.02)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**26,212.03**	**26,291.03**
Working capital adjustments:			
Increase in inventories		(2,384.02)	(8,977.51)
(Increase)/Decrease in trade receivables		(4,479.40)	2,504.51
Decrease in financial assets		318.15	384.91
Increase in other assets		(2,058.15)	(3,082.48)
Increase in trade and other payables		4,970.22	6,761.88
Increase in provision		642.37	236.41
CASH GENERATED FROM OPERATIONS		**23,221.20**	**24,118.75**
Income tax paid (net)		(7,729.89)	(7,953.53)
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	**(A)**	**15,491.31**	**16,165.22**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and other intangible assets		(11,309.25)	(13,254.42)
Proceeds from disposal of property, plant and equipment		485.87	550.18
Purchase of financial instruments		(56,649.83)	(1,02,594.63)
Proceeds from sale of financial instruments		66,188.40	98,259.36
Increase in fixed and margin deposits		13.62	167.39
Dividend income		8.03	70.80
Interest received		2,376.62	2,344.62
NET CASH FLOW GENERATED FROM/(USED IN) INVESTING ACTIVITIES	**(B)**	**1,113.46**	**(14,456.69)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Buyback of equity shares		(13,775.00)	-
Expenses incurred for buyback of equity shares		(46.76)	(76.17)
Buy back tax paid		(3,141.47)	-
Finance cost		(51.58)	(58.73)
Repayment of lease liabilities		(952.43)	(853.45)
Repayment of sales tax deferral loan		(10.00)	(13.57)
Amount deposited/ (paid) in bank accounts towards unpaid dividend		(17.77)	18.26
NET CASH FLOW USED IN FINANCING ACTIVITIES	**(C)**	**(17,995.01)**	**(983.66)**

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS		For the year ended March 31, 2023	For the year ended March 31, 2022
NET INCREASE IN CASH AND CASH EQUIVALENTS	**(A)+(B)+(C)**	(1,390.24)	724.87
Net foreign exchange differences on cash and cash equivalents		6.35	4.51
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR (Refer note 11)		**3,772.53**	**3,043.15**
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (Refer note 11)		**2,388.64**	**3,772.53**

Notes to the Consolidated Statements of Cash Flows

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the Consolidated Statement of Cash Flows comprise of the following Balance Sheet items.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	13.99	6.65
Balances with banks:		
In current accounts	1,874.65	3,130.88
In deposit accounts (with original maturity of 3 months or less)"	500.00	635.00
	2,388.64	**3,772.53**

2. The Consolidated Statement of Cash Flows have been prepared under the indirect method as set out in Ind AS 7 - Statement of Cash Flows.

3. Reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities:

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2022	Cash flows	Non-cash changes			As at March 31, 2023
				Acquisition	Foreign exchange movement	Fair value change	
Borrowings							
Deferred sales tax loans	19(A) & (B)	20.80	(10.00)	-	-	-	10.80
Loan from Non-controlling interest		53.12	-	-	-	-	53.12

4. Cash transactions from operating activities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Spent towards corporate social responsibiity	616.81	604.25

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Consolidated Statement of changes in equity
for the year ended March 31, 2023

(A) EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	No. in Lakhs	Amount
Balances as at April 1, 2021	1,688.10	1,688.10
Balances as at March 31, 2022	1,688.10	1,688.10
Less: 29,00,000 Equity shares of ₹ 1 each bought back	(29.00)	-
Balances as at March 31, 2023	**1,659.10**	**1,688.10**

(B) OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income		Non-controlling interest	Total Equity
	Retained earnings	General reserves	Capital reserve	Capital redemption reserve	Equity instruments through OCI	Foreign currency translation reserve		
Balances as at April 1, 2021	**1,61,060.98**	**10,085.66**	**7.86**	**90.23**	**441.15**	**39.51**	**(17.32)**	**1,71,708.07**
Profit for the year	21,640.33	-	-	-	-	-	(23.84)	21,616.49
Other comprehensive income/ (loss) for the year (net of tax) (Refer note 36)								
- Remeasurement losses of defined benefit plans	189.01	-	-	-	-	-	-	189.01
- Net loss on FVTOCI financial assets	-	-	-	-	575.61	-	-	575.61
- Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	(63.23)	(1.69)	(64.92)
Total Comprehensive income for the year	**21,829.34**	**-**	**-**	**-**	**575.61**	**(63.23)**	**(25.53)**	**22,316.19**
Expenses for buyback of Equity Shares	(76.17)	-		-	-	-	-	(76.17)
Balances as at March 31, 2022	**1,82,814.15**	**10,085.66**	**7.86**	**90.23**	**1,016.76**	**(23.72)**	**(42.85)**	**1,93,948.09**

Consolidated Statement of changes in equity

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income		Non-controlling interest	Total Equity
	Retained earnings	General reserves	Capital reserve	Capital redemption reserve	Equity instruments through OCI	Foreign currency translation reserve		
Balances as at April 1, 2022	**1,82,814.15**	**10,085.66**	**7.86**	**90.23**	**1,016.76**	**(23.72)**	**(42.85)**	**1,93,948.09**
Profit for the year	19,403.75	-	-	-	-	-	(20.93)	19,382.82
Other comprehensive income/ (loss) for the year (net of tax) (Refer note 36)								-
- Remeasurement gain on defined benefit plans	53.86	-	-	-	-	-	-	53.86
- Net gain on FVTOCI financial assets	-	-	-	-	18.18	-	-	18.18
- Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	13.19	(0.65)	12.54
Total Comprehensive income for the year	**19,457.61**	**-**	**-**	**-**	**18.18**	**13.19**	**(21.58)**	**19,467.40**
Expenses for buyback of Equity Shares	(46.76)	-	-	-	-	-	-	(46.76)
Buy back tax paid	(3,141.47)	-	-	-	-	-	-	(3,141.47)
Premium paid on buyback of Equity Shares	-	(13,746.00)	-	-	-	-	-	(13,746.00)
Networth acquired on acquisition (Refer note 51)	-	-	-	-	-	-	-	-
Transfer from General Reserve on Equity Shares bought back	-	(29.00)	-	29.00	-	-	-	-
Transfer from Retained earnings to General Reserve	(50,000.00)	50,000.00	-	-	-	-	-	-
Balances as at March 31, 2023	**1,49,083.53**	**46,310.66**	**7.86**	**119.23**	**1,034.94**	**(10.53)**	**(64.43)**	**1,96,481.26**

The above statements of changes in equity should be read in conjuction with the accompanying note 18 to the consolidated financial statements.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

1 COMPANY OVERVIEW, SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

1.1 CORPORATE INFORMATION

FDC Limited ("the Company" or "the Holding Company") is a public listed company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its equity shares are listed on two recognized stock exchanges Bombay Stock Exchange and National Stock Exchange in India. The registered office of the Company is located at Waluj, Dist. Aurangabad, Maharashtra.

These consolidated financial statements comprise of standalone financial statements of the Company and its subsidiaries (collectively referred to as "the Group") for the year ended March 31, 2023.

The Group is principally engaged in the business of Pharmaceuticals.

The consolidated financial statements for the year ended March 31, 2023 were authorized for issue by the Board of directors of the Holding Company on May 25, 2023.

The information in relation to subsidiaries and joint venture is provided in note 42.

1.2 BASIS OF PREPARATION AND MEASUREMENT

Statement of compliance

These consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amended Rules, 2016, and the relevant provisions and amendments, as applicable.

Basis of preparation and measurement

These consolidated financial statements have been prepared on historical cost basis, except for following:

- Certain financial assets and liabilities (including derivative instruments and mutual funds) and contingent consideration that is measured at fair value; and
- Defined benefit plans - plan assets measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

Accounting policies and methods of computation followed in the financial statements are same as compared with the annual financial statements for the year ended March 31, 2023, except for adoption of new standard or any pronouncements effective from April 01, 2023.

The consolidated financial statements are prepared in Indian Rupees (₹), which is the Group's functional currency. All financial information has been presented in Indian Rupees (₹) and all amounts have been rounded-off to the nearest Lakhs, unless otherwise stated.

1.3 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of FDC Limited ("the Company" or the Holding company) and all of its subsidiaries (together referred to as "the Group") and its joint venture entity. The subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The consolidated financial statements of the Group have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. In the preparation of consolidated financial statements, all significant intra-group transactions and accounts are eliminated. Unrealized profits, if any, on items carried in inventories are also eliminated from the consolidated financial statements. Unrealized losses resulting from intra-group transactions have also been eliminated but only to the extent that there is no evidence of impairment.

The Group's interests in equity accounted investees comprise interests in joint venture entity. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. The Group accounts for its share of interests in the joint venture entity using the equity method. The interest in

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

joint venture is initially recognized at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

The financial statements of the parent and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with Group's accounting policies. The financial statements of all subsidiaries and joint venture company are drawn upto the same date as the Holding company.

Consolidation procedure:

i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

iii. Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant and equipment, are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Subsidiaries:

A subsidiary is an entity that is controlled by the Company.

The Company accounts for the investment in equity shares of subsidiaries at cost in accordance with Ind AS 27 - Separate Financial Statements.

Joint venture:

The Group's interests in joint ventures are accounted for using the equity method after initially being recognized at cost in the Consolidated Balance Sheet. Details of the joint venture are set out in note 51.

Equity method:

Under the equity method of accounting, the investments are initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the joint venture since the acquisition date and the Group's share of other comprehensive income. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in these entities until the date on which significant influence or joint control ceases.

Transactions eliminated on consolidation:

Inter-group balances and transactions, and any unrealized income and expenses arising from inter-group transactions, are eliminated. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

1.4 SIGNIFICANT ACCOUNTING POLICIES

A. CURRENT AND NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has identified twelve months as its operating cycle for the purpose of current/ non-current classification of assets and liabilities.

B. REVENUE RECOGNITION

Revenue recognition under Ind AS 115 (applicable from April 01, 2018)

Under Ind AS 115, the Group recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer. Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The Group has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognized at the date of initial application (i.e. April 01, 2018).

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of products

Revenue from sale of goods is recognized at point in time when control is transferred to the customer and it is probable that consideration will be collected. Control of goods is transferred upon the shipment of the goods to the customer or when goods are made available to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such as volume discounts, cash discounts etc. as specified in the contract with the customer. The Group collects Goods and Services Tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, these are excluded from the revenue.

Profit share revenues

The Group has certain marketing arrangements based on the profit sharing model whereby the Group sells its products to the business partner on price agreed upon agreement and is also entitled for profit share over and above its sale price. Revenue from the sale of goods to the partner is recognized upon delivery of products to them. Whereas amount representing the profit share component is recognized as revenue in the period which corresponds to the ultimate sales of the products made by business partners and when the collectability of the profit share becomes probable and reliable.

Sales returns

The Group accounts for sales returns by recording an allowance for sales returns concurrent with the recognition of revenue at the time of product sale. This allowance is based on the Group's estimate of expected sales returns towards expiry, breakages and damages. The estimate of sales returns is determined primarily by the Group's historical experience of sales returns trends with respect to the shelf life of various products.

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR) as set out in Ind AS 109. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental income

Rental income, included under other income, is recognized on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

Export Incentive

Export incentives principally comprises of focus market scheme, and other export incentive schemes. The benefits under these incentive schemes are available based on the guidelines formulated for respective schemes by the government authorities. These incentives are recognized as revenue on accrual basis to the extent it is probable that realization is certain.

Other income

Other income is accounted for on accrual basis except where the receipt of income is uncertain.

C. PROPERTY, PLANT AND EQUIPMENT

The items of Property, plant and equipment including Capital-work-in-progress are stated at cost net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Cost comprises of the purchase price, taxes, duties, freight, and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at regular intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the Consolidated Statement of Profit and Loss as incurred.

In respect of additions to/ deletions from the property, plant and equipment, depreciation is provided on pro-rata reference to the month of addition/ deletion of the assets.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Incomes and expenses related to the incidental operations not necessary to bring the item to the location and the condition necessary for it to be capable of operating in the manner intended by Management are recognized in the Statement of profit and loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

All identifiable revenue expenses including interest incurred in respect of various projects / expansion, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work – in – Progress.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss. Fully depreciated assets still in use are retained in consolidated financial statements.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Depreciation method and estimated useful lives

The Holding Company

Depreciation on the property, plant and equipment is provided on straight line method.

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in

Schedule II to the Companies Act, 2013. The management believes these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Gain or loss on disposal

Any gain or losses on disposal of property, plant and equipment is recognized in the Consolidated Statement of Profit and Loss.

Estimated useful life of the assets is as follows:

Nature of Tangible assets	Useful Life (No. of Years) As per Companies Act, 2013	Useful Life (No. of Years) As estimated by the Company
Plant and machinery	7.5 to 15	7.5 to 15
Building	30 to 60	30 to 60
Laboratory testing machines	10	10
Office equipments	5	5
Furniture, fixtures and fittings	10	10
Computers and peripherals	3 to 6	3 to 6
Vehicles	8	6
Electrical installations	10	10

Assets costing less than ₹ 5,000 are depreciated at the rate of hundred per cent.

Subsidiaries

Depreciation is provided on cost less estimated residual value of fixed assets over their expected useful lives following straight line method

Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date and if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of the money and risks specific to the assets. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

D. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill is initially recognized as the excess of consideration paid and acquirer's interest in the net fair value of the identifiable net assets of acquired business. Goodwill on acquisition of subsidiaries is not amortized but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset may be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value on the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Other intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets with finite life are measured at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the Consolidated Statement of Profit and Loss in the period in which the expenditure is incurred.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the amount of the asset and are recognized in the Consolidated Statement of Profit and Loss when the asset is de-recognized.

A summary of the policy applied to the Group's other intangible assets is as follows:

Nature of Other intangible assets	Useful Life (No. of years) As estimated by the Group	Amortization method used
Software and Trademarks	5 to 10	Amortized on straight-line basis

E. FINANCIAL INSTRUMENTS

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

FINANCIAL ASSETS

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed how managers of the business are compensated -e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity. Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Subsequent measurement

For purpose of subsequent measurements, financial assets are classified in following categories:

(a) Debt instruments at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured atamortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of EIR. The EIR amortization is included in Other Income in the Consolidated Statement of Profit and Loss.

(b) Debt instruments at fair value through Other comprehensive income

A financial asset is subsequently measured at fair value through Other comprehensive income (OCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movement is recognized in the OCI. However, the Group recognizes any interest income or impairment losses in the Consolidated Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the OCI to Consolidated Statement of Profit and Loss.

(c) Debt instruments at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss. Debt instruments included within FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

Derivatives are initially measured at fair value. Subsequent to the initial recognition, derivatives are measured at fair value and changes therein are recognized in Statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when fair value is negative.

(d) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments, the Group may make an irrevocable election to present in Other comprehensive income subsequent changes in the fair value. All fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. The Group has made such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

The continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

(a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

(b) Financial assets that are equity instruments and are measured as at FVTOCI

(c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of trade receivables or contract assets.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables and Other Receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

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

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

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

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss. This amount is reflected under the head 'Other expenses' in the Consolidated Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortized cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Equity instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 - Financial instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

FINANCIAL LIABILITIES

The Group classifies all financial liabilities as subsequently measured at amortized cost or FVTPL.

Initial recognition and measurement

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

The Group's financial liabilities include trade and other payables and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the Consolidated Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

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

F. FAIR VALUE MEASUREMENT

The Group measures financial instruments at fair value at each balance sheet date.

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

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

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

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

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

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

Level 1 -Quoted (unadjusted) market prices in active markets/ declared buyback NAV for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

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

G. INVENTORIES

Raw materials and packing materials are valued at lower of cost and net realizable value, cost of which includes

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

duties and taxes and is arrived at on weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived at on weighted average cost basis. Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and applicable taxes, where applicable.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on an item-by-item basis.

H. FOREIGN CURRENCY TRANSLATION/ TRANSACTIONS

The Group's consolidated financial statements are presented in Indian Rupees (₹) which is the Holding company's functional and presentation currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Monetary assets and liabilities denominated in a foreign currency outstanding at the year end are restated at the year end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

The derivative financial instruments such as forward exchange contracts to hedge its risk associated with foreign currency fluctuations are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to Consolidated Statement of Profit or Loss.

Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expense in the year in which they arise.

Exchange differences arising out of settlement and restatement of foreign exchange monetary items are taken to the Consolidated Statement of Profit and Loss.

The exchange differences arising on translation of non-monetary items is recognized in line with the gain or loss of the item that gave rise to translation difference.

The financial statements of the foreign subsidiaries and the joint venture company are translated into Indian Rupees as follows:

- Income and expense items except opening and closing inventories are translated at the average exchange rate for the year. Opening and closing inventories are translated at the rates prevalent at the commencement and close respectively of the accounting period.
- All assets and liabilities are translated using the closing exchange rate.
- The differences arising on elimination of monetary intra-group balances and transactions are taken to the Consolidated Statement of Profit and Loss.
- The differences on translation including those arising on elimination of non-monetary intra-group balances and transactions are taken to Other comprehensive income (OCI).
- On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the Consolidated Statement of Profit and Loss.
- On disposal or partial disposal of the foreign subsidiary, the foreign exchange differences recognized in OCI is reclassified to the Consolidated Statement of Profit and Loss.

In accordance with Ind AS 101, the Group has elected to deem foreign currency translation differences that arose prior to the date of transition to Ind AS, i.e., April 01, 2015, in respect of all foreign operations to be nil at the date of transition. From April 01, 2015 onwards, such exchange differences are recognized in OCI and accumulated in equity.

I. GOVERNMENT GRANTS

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with.

Government grants related to revenue is recognized on a systematic basis in the Consolidated Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

Government grants relating to specific fixed assets is recognized as income in equal amounts over the expected useful life of the related asset.

J. EMPLOYEE BENEFITS

All employee benefits payable wholly within twelve months of rendering service are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, exgratia are recognized during the period in which the employee renders related service.

Defined contribution plans

The Group's contribution to recognized provident fund, family pension fund and superannuation fund is defined contribution plan and is charged to the Consolidated Statement of Profit and Loss on accrual basis. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.

The Group fully contributes all ascertained liabilities to the FDC Limited Gratuity Trust (the Trust). Trustees administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by laws of India.

The subsidiaries and joint venture do not have any defined contribution plans.

Defined benefit plans

The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

Contribution to gratuity fund is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurement of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest income) are recognized in Other comprehensive income. Remeasurements are not reclassified to the Consolidated Statement of Profit and Loss in subsequent periods. Net interest and other expenses related to defined benefit plans are recognized in the Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contribution to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

The subsidiaries and joint venture do not have any defined benefit plans.

Other employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. The Group has other long-term employee benefits in the nature of leave encashment. The liability in respect of leave encashment is provided for on the basis of an actuarial valuation on projected unit credit method at the end of financial year.

K. RESEARCH AND DEVELOPMENT EXPENSES

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an other intangible asset when the Group can demonstrate technical and commercial feasibility of making the asset available for use.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the Consolidated

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

L. LEASE ACCOUNTING

Group as a lessee

The Group lease asset classes primarily consist of leases for land and buildings. The Group assess whether a contract contains a lease, at inception of 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 for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(1) the contract involves the use of an identified asset

(2) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(3) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group 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 Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the generally accepted interest rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

M. EARNING PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus / rights issue, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year.

N. TAXATION

Income tax expense comprises current and deferred income tax.

Current tax

Current tax expense is recognized in the Consolidated Statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted by the balance sheet date.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the relevant tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the group operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax expense is recognized in the statement of profit and loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized for carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which unused tax credits and unused tax losses can be recognized. At each balance sheet date, the Group reassesses unrecognized deferred tax assets and is recognized to the extent that it is probable that future taxable profit will be available for their realization.

Current and deferred tax for the year

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible a temporary differences and tax losses can be utilized. The Group 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.

Current and deferred tax are recognized in the Consolidated Statement of Profit and Loss, except, when they relate to items that are recognized in Other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in Other comprehensive income or directly in equity respectively.

O. PROVISIONS

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

P. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of benefits is probable, contingent asset is disclosed in the consolidated financial statements.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Q. SEGMENT REPORTING

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the chief operating decision maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Group's chief operating decision maker is the Managing Director of the Group.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

R. CASH AND CASH EQUIVALENTS

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

For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

S. ASSETS HELD FOR SALE

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

T. CASH DIVIDEND TO EQUITY HOLDERS

The Group recognizes liability to make cash distribution to equity holders of the Holding company when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the law, distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

U. BUSINESS COMBINATION

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a business is calculated as the sum of the fair values of assets transferred and liabilities assumed as at the acquisition date i.e. date on which it obtains control of the acquiree, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognized in the statement of profit and loss as incurred, except to the extent related to the issue of debt or equity securities.

Where the consideration transferred exceeds the fair value of the net assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets and liabilities assumed, the difference as a gain in other comprehensive income and accumulate the gain in equity as capital reserve.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Intangible Assets acquired in a Business Combination and recognized separately from Goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a Business Combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

V. POLICY FOR STATEMENT OF CASH FLOWS

The Group's statement of cash flows are prepared using the Indirect method, whereby profit/ loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value.

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

W. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

The Group has not been required to apply any new standard, interpretation or amendment that has been issued and therefore there were no significant changes in Accounting policies.

X. RECENT PRONOUNCEMENTS

The amendments to Schedule III of the Companies Act, 2013 are applicable from April 01, 2023. The Group has given effect of amendment by inclusion of the relevant disclosures under explanatory notes or by way of additional notes, wherever significant in nature.

Y. RECENT INDIAN ACCOUNTING STANDARDS (IND AS) ISSUED NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statement.

example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023, although early adoption is permitted. The Group has evaluated the amendment and the impact is not expected to be material.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Z. CORPORATE SOCIAL RESPONSIBILITY ("CSR") EXPENDITURE

CSR expenditure incurred by the Group is charged to the Consolidated Statement of Profit and Loss.

aa. Impact of COVID-19 (pandemic)

The Group has taken into account all the possible impacts of COVID-19 in preparation of these consolidated financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue recognition owing to changes in cost budgets of fixed price contracts, impacft on leases and impact on effectiveness of its hedges. The Group has carried out this assessment based on available internal and external sources of information upto the date of approval of these consolidated financial statements and believes that the impact of COVID-19 is not material to these consolidated financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the consolidated financial statements may differ from that estimated as at the date of approval of these consolidated financial statements owing to the nature and duration of COVID-19.

1.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of Consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent assets and liabilities as at the date of the financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Sale of products

Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

Sales returns

Revenue from sale of products is recognized when significant risks and rewards of ownership are transferred to customers, which coincides with dispatch of goods to customers. However, the Group needs to accept goods returned from its customers towards expiry, breakages and damages. Accordingly, the Group has made provision based on the historical sales return trends with respect to the shelf life of various products.

Impairment of financial assets

The Group recognizes loss allowances on financial assets using expected credit loss model which is equal to the 12 months expected credit losses or full-time expected credit losses.

The Group follows 'Simplified approach' for recognition of loss allowance on trade receivables under which Group does not track changes in credit risk. Rather, it recognizes loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset or cash generating unit. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Consolidated Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost, had no impairment been recognized.

Defined benefit plans (Gratuity benefits)

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly

Fair value measurement of financial instruments

Sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

When the fair value of financial assets and 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. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Useful life of property, plant and equipment and other intangible assets

As described in Note 1.4 (c and d), the Group reviews the estimated useful lives and residual values of property, plant and equipment and other intangible assets at the end of each reporting period. During the current financial year, the management has reassessed the useful lives of certain property, plant and equipment and other intangible assets and the impact of the change is not material for the year. There were no changes in residual values of the property, plant and equipment and other intangible assets.

Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation expert.

Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash generating unit or groups of cash-generating units which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. Deferred tax assets are recognized only to the extent that it is probable that future taxable

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

profits will be available against which the assets can be utilized. The assessment of probability involves estimation of a number of factors including future taxable income.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. The Group estimates the net realizable value for such inventories based on the latest invoice prices and current market conditions. The Group carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The provision against obsolete and slow-moving inventories requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying value of inventories and the write-down of inventories recognized in the periods in which such estimates have been changed.

The Group reassesses the estimation on each balance sheet date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount so written-down is adjusted in terms of policy as stated above.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

2 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF- USE ASSETS, OTHER INTANGIBLE ASSETS, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in Lakhs)

Particulars	Gross Carrying value						Depreciation / Amortization						Net Carrying Value	
	As At March 31, 2022	Additions	Deletions	Reclassification to Assets held for sale	Transalation gain/(loss)	As At March 31, 2023	As At March 31, 2022	For the year	Deletions	Reclassification to Assets held for sale	Transalation gain/(loss)	As At March 31, 2023	As At March 31, 2023	As At March 31, 2022
PROPERTY, PLANT AND EQUIPMENT														
Leasehold land	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Leasehold improvements	383.95	-	-	-	-	383.95	334.64	45.60	-	-	-	380.24	3.71	49.31
Freehold land *	41,011.83	-	-	-		41,011.83	-	-	-	-	-	-	41,011.83	41,011.83
Buildings **	17,260.86	22.46	335.85	243.74	11.57	16,715.30	2,991.60	489.39	40.20	58.68	1.94	3,384.05	13,331.25	14,269.26
Plant and machinery	14,383.44	1,913.09	156.62	-	0.05	16,139.96	8,192.01	1,262.42	148.94	-	0.11	9,305.60	6,834.36	6,191.43
Laboratory testing machines	6,867.55	819.60	49.52	-	-	7,637.63	4,121.45	547.33	44.62	-	-	4,624.16	3,013.47	2,746.10
Electrical installations	1,430.63	76.43	0.38	-	-	1,506.68	858.55	105.44	0.33	-	-	963.66	543.02	572.08
Furniture, fixtures and fittings	3,039.02	252.08	3.01	-	(0.10)	3,287.99	1,920.71	199.14	1.46	-	1.67	2,120.06	1,167.93	1,118.31
Office equipments	3,144.15	89.95	23.17	-	-	3,210.93	2,570.01	306.55	23.05	-	-	2,853.51	357.42	574.14
Vehicles	617.15	7.91	1.56	-	(0.15)	623.35	410.53	63.70	1.56	-	(0.15)	472.52	150.83	206.62
Total of Property, plant and equipment (A)	**88,138.58**	**3,181.52**	**570.11**	**243.74**	**11.37**	**90,517.62**	**21,399.50**	**3,019.57**	**260.16**	**58.68**	**3.57**	**24,103.80**	**66,413.82**	**66,739.08**
RIGHT-OF-USE ASSETS														
Right-of-use (leasehold properties) (B)	**5,049.24**	**672.21**	**85.37**	**-**	**(4.77)**	**5,631.31**	**1,733.92**	**794.24**	**-**	**-**	**(2.68)**	**2,525.48**	**3,105.83**	**3,315.32**
OTHER INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-	-		-	
Marketing Rights/ Trademarks	139.42	-	-	-	-	139.42	105.07	14.54	-	-	-	119.61	19.81	34.35
Software	1,402.41	-	-	-	-	1,402.41	984.75	65.59	-	-	-	1,050.34	352.07	417.66
Goodwill	212.80	-	-	-	-	212.80	212.80		-	-	-	212.80	-	-
Total of Other intangible assets (C)	**1,754.63**	**-**	**-**	**-**		**1,754.63**	**1,302.62**	**80.13**	**-**	**-**	**-**	**1,382.75**	**371.88**	**452.01**
Total (A+B+C)	**94,942.45**	**3,853.73**	**655.48**	**243.74**	**6.60**	**97,903.56**	**24,436.04**	**3,893.94**	**260.16**	**58.68**	**0.89**	**28,012.03**	**69,891.53**	**70,506.41**
Capital work in progress - Tangible													**19,773.12**	**10,470.41**
Capital work in progress - Intangible asset under development													**70.52**	**11.25**

* Freehold land of ₹ 640.66 Lakhs (Previous year-₹ 640.66 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

** Building of ₹ 3,178.14 Lakhs (Previous year-₹ 3,178.14 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

The Group has not capitalized any borrowing cost during the current year (Previous year - ₹ Nil).

The Group has not recognized any impairment loss during the current year (Previous year - ₹ Nil).

No property, plant and equipment is pledged as security by the Group.

All property, plant and equipment are held in the name of the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

2 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS, OTHER INTANGIBLE ASSETS AND CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	GROSS CARRYING VALUE						DEPRECIATION/ AMORTISATION						NET CARRYING VALUE	
	As At March 31, 2021	Additions	Deletions	Reclassification to Assets held for sale	Transalation gain/(loss)	As At March 31, 2022	As At March 31, 2021	For the year	Deletions	Reclassification to Assets held for sale	Transalation gain/(loss)	As At March 31, 2022	As At March 31, 2022	As At March 31, 2021
PROPERTY, PLANT AND EQUIPMENT														
Leasehold improvements	383.95	-	-	-	-	383.95	258.58	76.06	-	-	-	334.64	49.31	125.37
Freehold land *	41,011.83	-	-	-	-	41,011.83	-	-	-	-	-	-	41,011.83	41,011.83
Buildings **	17,229.85	40.76	3.00	-	(6.75)	17,260.86	2,499.98	490.11	0.54	-	2.05	2,991.60	14,269.27	14,729.87
Plant and machinery	12,761.70	1,712.34	89.68	-	(0.92)	14,383.44	7,089.69	1,163.95	62.13	-	0.50	8,192.01	6,191.42	5,672.01
Laboratory testing machines	6,458.12	467.90	58.47	-	-	6,867.55	3,630.64	545.10	54.29	-	-	4,121.45	2,746.10	2,827.48
Electrical installations	1,350.27	88.56	8.20	-	-	1,430.63	767.94	98.81	8.20	-	-	858.55	572.08	582.33
Furniture, fixtures and fittings	2,941.94	98.11	0.36	-	(0.67)	3,039.02	1,728.72	192.35	0.36	-	-	1,920.71	1,118.31	1,213.22
Office equipments	2,824.21	329.90	9.96	-		3,144.15	2,268.57	310.93	9.49	-	-	2,570.01	574.14	555.64
Vehicles	615.39	2.81		-	(1.05)	617.15	334.81	75.67	-	-	0.05	410.53	206.62	280.58
Total of Property, plant and equipment (A)	**85,577.26**	**2,740.38**	**169.67**	**-**	**(9.39)**	**88,138.58**	**18,578.93**	**2,952.98**	**135.01**	**-**	**2.60**	**21,399.50**	**66,739.08**	**66,998.33**
RIGHT-OF-USE ASSETS														
Right-of-use (leasehold properties) (B)	**2,554.98**	**2,494.26**	**-**	**-**	**-**	**5,049.24**	**1,077.60**	**657.76**	**-**	**-**	**(1.44)**	**1,733.92**	**3,315.32**	**1,477.38**
OTHER INTANGIBLE ASSETS														
Marketing Rights/ Trademarks	139.42	-	-	-	-	139.42	90.53	14.54	-	-	-	105.07	34.35	48.89
Software	1,270.41	132.00	-	-	-	1,402.41	879.82	104.93	-	-	-	984.75	417.66	390.59
Goodwill	212.80	-	-	-	-	212.80	212.80	-	-	-	-	212.80	-	-
Total of Other intangible assets (C)	**1,622.63**	**132.00**	**-**	**-**	**-**	**1,754.63**	**1,183.15**	**119.47**	**-**	**-**	**-**	**1,302.62**	**452.01**	**439.48**
Total (A+B+C)	**89,754.87**	**5,366.64**	**169.67**	**-**	**(9.39)**	**94,942.45**	**20,839.68**	**3,730.21**	**135.01**	**-**	**1.16**	**24,436.04**	**70,506.41**	**68,915.19**
Capital work in progress - Tangible													**10,470.41**	**1,921.12**
Capital work in progress - Intangible asset under development													**11.25**	**-**

* Freehold land of ₹ 640.66 Lakhs (Previous year-₹ 640.66 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

** Building of ₹ 3,178.14 Lakhs (Previous year-₹ 3,178.14 Lakhs) includes cost of unquoted fully paid shares in various co-operative housing societies.

The Group has not capitalized any borrowing cost during the current year (Previous year - ₹ Nil).

The Group has not recognized any impairment loss during the current year (Previous year - ₹ Nil).

No property, plant and equipment is pledged as security by the Group.

All property, plant and equipment are held in the name of the Group.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

3 INVESTMENTS

(₹ in Lakhs)

	Non-Current	
	As at March 31, 2023	**As at March 31, 2022**
UNQUOTED		
Investments measured at amortized cost		
Investments in government securities (Refer note below)		
National Savings Certificates	0.07	0.07
35 (Previous year - 35) Govt. of India G.P. Notes - face value of ₹ 2,000	0.02	0.02
(A)	**0.09**	**0.09**
Investments designated at fair value through other comprehensive income		
Investments in fully paid-up equity instruments		
1,000 (Previous year -1,000) Equity shares of The Saraswat Co-Op. Bank Limited of ₹ 10 each	0.10	0.10
5,000 (Previous year-5,000) Equity shares of The North Kanara G.S.B Co-Op Bank Limited of ₹ 10 each	0.50	0.50
100 (Previous year-100) Equity shares of Roha industries Association Sahakari Grahak Bhandar Limited of ₹ 25 each	0.03	0.03
18,000 (Previous year-18,000) Equity shares of Shivalik Solid Waste Management. of ₹ 10 each	1.80	1.80
(B)	**2.43**	**2.43**
Investments mandatorily measured at fair value through profit or loss		
Investments in fully paid-up Non Convertible Debentures	348.00	893.92
(C)	**348.00**	**893.92**
Sub-Total (D) = (A+B+C)	**350.52**	**896.44**
QUOTED		
Investments measured at amortized cost		
Investments in fully paid up bonds	33,614.92	33,618.14
Less: Provision for impairment in the value of investments	(1,000.00)	(1,000.00)
	32,614.92	**32,618.14**
Investments mandatorily measured at fair value through profit or loss		
Investments in units of mutual funds	508.04	491.33
(E)	**33,122.96**	**33,109.47**
Investments designated at fair value through other comprehensive income		
Investments in fully paid-up equity instruments		
NIL (Previous year - 34,375) Equity shares of Motherson Sumi Systems Limited of ₹ 1 each	-	47.94
NIL (Previous year - 34,375) Equity shares of Motherson Sumi Wiring India Limited of ₹ 1 each	-	22.15
NIL (Previous year - 6,000) Equity shares of Sun Pharmaceutical Industries Limited of ₹ 1 each	-	54.89
23,250 (Previous year - 23,250) Equity shares of HDFC Bank Limited ₹ 1 each	374.22	341.86
13,070 (Previous year - 13,070) Equity shares of Housing Development Finance Corporation Limited ₹ 2 each	343.15	312.43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

	Non-Current	
	As at March 31, 2023	As at March 31, 2022
NIL (Previous year - 65,300) Equity shares of ICICI Bank Limited ₹ 2 each	-	476.89
NIL (Previous year - 2,10,400) Equity units of Mindspace business Parks REIT	-	729.12
NIL (Previous year - 81,179) Equity units of Brookfield India Real estate trust	-	254.20
NIL (Previous year - 10,81,300) Equity units of Powergrid Infrastructure Investment Trust	-	1,447.86
6,00,000 (Previous year - 6,00,000) Equity units of National Highway Infra Trust INVIT	658.44	779.70
(F)	**1,375.81**	**4,467.04**
Sub-Total (G) = (E+F)	**34,498.77**	**37,576.51**
Total (D+G)	**34,849.29**	**38,472.95**
Aggregate book value of quoted investments	34,498.77	37,576.51
Aggregate market value of quoted investments	34,498.77	37,576.51
Aggregate value of unquoted investments	350.52	896.44
Aggregate amount of impairment in value of investments	1,000.00	1,000.00

Note: National Savings Certificates of the value of ₹ 0.04 Lakhs (Previous year – ₹ 0.04 Lakhs) and Government of India G.P. Notes of the value of ₹ 0.02 Lakhs (Previous year – ₹ 0.02 Lakhs) have been lodged with the Excise authorities. National Savings Certificates of ₹ 0.03 Lakhs (Previous year – ₹ 0.03 Lakhs) have been lodged with the Sales tax authorities.

4 LOANS*

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loans to employees	59.77	47.23
	59.77	**47.23**

*There is no amount due from director, other officers of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.

The Group has complied with the provisions of section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers)Rules, 2017.

The Group has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

To the best of our 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 group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The group has not received any fund from any party(s) (Funding Party) with the understanding that the group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

To the best of our knowledge and belief, no funds have been received by the group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. .

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

5 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Margin money deposits*	1.24	45.00
Security deposits	551.43	654.55
	552.67	**699.55**

*Margin money deposits are given as security against bank guarantee with original maturity of more than 12 months for various performance obligations. [Refer note 43 (b)]

6 NON CURRENT TAX ASSETS (net)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Income tax paid [Net of provision - ₹ 41,866.32 Lakhs (Previous year - ₹ 34,948.20 Lakhs)]	4,156.71	3,370.78
	4,156.71	**3,370.78**

7 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Capital advances	2,105.10	3,339.38
Prepaid expenses	144.57	83.71
	2,249.67	**3,423.09**

8 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Raw materials [Including stock in transit ₹2.96 Lakhs (Previous year - ₹ 0.58 Lakhs)]	7,779.46	7,857.20
Packing materials [Including stock in transit ₹ 87.46 Lakhs (Previous year - ₹ 3.42 Lakhs]	3,412.46	2,424.51
Work-in-progress	2,908.13	3,002.96
Finished goods [Including stock in transit ₹ 938.12 Lakhs (Previous year - ₹ 941.48 Lakhs)]	15,551.55	13,869.48
Stock-in-trade	3,202.28	3,315.71
	32,853.88	**30,469.86**

Write down of inventory for the year ended 31 March 2023, ₹ 1,827.25 Lakhs (Previous year - ₹2,546.34 Lakhs)
No Inventories are hypothecated with the bankers against working capital limits.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

9 INVESTMENTS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
QUOTED		
Investments mandatorily measured at fair value through profit or loss		
Investments in mutual funds	44,848.48	48,010.76
UNQUOTED		
Investments mandatorily measured at fair value through profit or loss		
Investments in fully paid-up non convertible debentures	880.93	2,066.21
	45,729.41	**50,076.97**
Aggregate book value of quoted investments	44,848.48	48,010.76
Aggregate market value of quoted investments	44,848.48	48,010.76
Aggregate value of unquoted investments	880.93	2,066.21
Aggregate amount of impairment in value of investments	-	-

Refer note 39 for accounting policies on financial instruments for methods of valuation.

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

10 TRADE RECEIVABLES

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		12,264.62	8,217.44
Credit impaired		352.46	470.93
	(A)	**12,617.08**	**8,688.37**
Less: Allowance for credit loss	**(B)**	**352.46**	**470.93**
	(A-B)	**12,264.62**	**8,217.44**

Movement in expected credit loss allowance

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	470.93	171.90
Less: Amount collected and hence reversal of provision	260.68	36.02
Add: Provision made during the year	142.21	335.05
Balance at the end of the year	**352.46**	**470.93**

Notes :-

(a) There are no trade or other receivables which are due from directors or other officers of the Group either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

(b) Trade receivables are usually non-interest bearing and are generally on credit terms upto 120 days. The Group's term includes charging of interest for delayed payment beyond agreed credit days. The Group charges interest for delayed payments in certain cases depending on factors, such as, market conditions and past realization trend.

(c) For explanations on the Group's credit risk management processes, Refer note 38.

(d) The Group follows life time expected credit loss model. Accordingly, deterioration in credit risk is not required to be evaluated annually.

(e) Refer note 39 for accounting policies on financial instruments

(f) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule as below.

Ageing for trade receivables outstanding as at March 31, 2023 from due date of payment

(₹ in Lakhs)

Particulars	Not due	Less than 6 Months	6 months-1 Year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables billed							
Undisputed trade receivables-							
Considered good	6,880.53	5,265.73	104.88	8.84	-	4.64	12,264.62
Undisputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables-							
Credit impaired	11.16	88.26	2.44	-	-	-	101.86
Disputed trade receivables-							
Considered good	-	-	-	-	-	-	-
Disputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-							
Credit impaired	-	-	5.55	108.60	60.12	76.33	250.60
	6,891.69	**5,353.99**	**112.87**	**117.44**	**60.12**	**80.97**	**12,617.08**
Less :- Allowance for doubtful trade receivables billed							352.46
Net							**12,264.62**

Ageing for trade receivables outstanding as at March 31, 2022 from due date of payment

(₹ in Lakhs)

Particulars	Not due	Less than 6 Months	6 months-1 Year	1-2 years	2-3 years	More than 3 years	Total
Trade receivables billed							
Undisputed trade receivables-							
Considered good	6,417.78	1,647.24	78.17	8.95	61.24	4.06	8,217.44
Undisputed trade receivables-							
Which have significant increase in credit risk	-	4.91	69.21	315.78	10.49	70.54	470.93
Disputed trade receivables-							
Considered good	-	-	-	-	-	-	-
Disputed trade receivables-							
Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables-							
Credit impaired	-	-	-	-	-	-	-
	6,417.78	**1,652.15**	**147.38**	**324.73**	**71.73**	**74.60**	**8,688.37**
Less :- Allowance for doubtful trade receivables billed							470.93
Net							**8,217.44**

Trade receivables are non-interest bearing and are generally on terms of 8 to 120 days.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

11 CASH AND CASH EQUIVALENTS

See Accounting Policy in Note 1.4(r)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Cash on hand	13.99	6.65
Balances with banks:		
In current accounts	1,874.65	3,130.88
In deposit accounts (with original maturity of 3 months or less)	500.00	635.00
	2,388.64	**3,772.53**

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

12 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Margin money deposits*	59.83	29.69
In unpaid dividend account**	45.68	63.45
	105.51	**93.14**

* Margin money deposits are given as security against bank guarantee with original maturity of more than 3 months but less than 12 months.(Refer note 43 (b))

**Earmarked balances with banks relate to unclaimed dividend.

13 LOANS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loans/ advances to employees	64.71	55.49
	64.71	**55.49**

Note: There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

The Group has complied with the provision section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

The Group has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

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 Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

14 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	**As at March 31, 2022**
Unsecured, considered good		
Export benefit receivable	33.40	184.99
Security deposits	69.09	89.55
Other receivables	28.78	-
Interest accrued on investments and others	43.78	38.79
Net defined Gratuity benefits plan assets	-	93.52
	175.05	**406.85**

Note: There are no trade or other receivables which are due from directors or other officers of the group either severally or jointly with any other person or from firms or private companies respectively in which any director is a partner, a director or a member.

15 OTHER CURRENT ASSETS

(₹ in Lakhs)

		As at March 31, 2023	**As at March 31, 2022**
Unsecured, considered good			
Advances to suppliers		1,764.99	2,380.45
Prepaid expenses		888.42	852.88
Balances with statutory/ government authorities		6,270.37	3,693.16
Credit impaired			
Balances with statutory/ government authorities		25.69	25.69
	(A)	**8,949.47**	**6,952.18**
Less: Allowance for doubtful advances	**(B)**	25.69	25.69
	(A-B)	**8,923.78**	**6,926.49**

16 ASSETS HELD FOR SALE

(₹ in Lakhs)

	As at March 31, 2023	**As at March 31, 2022**
Building	185.06	-
	185.06	**-**

During current year the Group has classified Building of ₹ 243.74 Lakhs (NBV- ₹ 185.06 Lakhs) as assets held for sale.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

17 SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Authorised share capital:		
294,200,000 (Previous year - 294,200,000) Equity shares of ₹ 1 each	2,942.00	2,942.00
3,000 (Previous year - 3,000) 8% Non-Cumulative Redeemable Preference shares of ₹ 100 each	3.00	3.00
	2,945.00	**2,945.00**
Issued share capital:		
165,910,084 (Previous year - 168,810,084) Equity shares of ₹ 1 each, fully paid-up	1,659.10	1,688.10
	1,659.10	**1,688.10**
Subscribed and paid-up share capital:		
165,910,084 (Previous year - 168,810,084) Equity shares of ₹ 1 each, fully paid-up	1,659.10	1,688.10
Total	**1,659.10**	**1,688.10**

Notes:

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

	As at March 31, 2023		As at March 31, 2022	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
At the beginning of the period	1,688.10	1,688.10	1,688.10	1,688.10
Less: Share capital bought back	29.00	-	-	-
Outstanding at the end of the period	**1,659.10**	**1,688.10**	**1,688.10**	**1,688.10**

(b) Terms/ rights attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2023, the amount of per share interim dividend paid as distribution to equity shareholders is ₹ Nil (Previous year - ₹ NIL per share).

The Holding Company had cancelled 31,45,000 forfeited equity shares of ₹ 0.25/- each containing total amount of ₹ 7.86 Lakhs of forfeited equity shares and the same was by approved by shareholders in the annual general meeting held on September 27, 2019 by way of ordinary resolution. The forfeited capital amount has been transferred to Capital reserve as per the applicable provisions of Companies Act, 2013.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at March 31, 2023	As at March 31, 2022
	No. in Lakhs	No. in Lakhs
Equity shares bought back by the Holding Company (Refer note below)	84.93	90.23

The Board of Directors, at its meeting held on February 09, 2022 had approved a proposal of the Holding Company to buy-back its 29,00,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the Holding company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Holding Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on April 12, 2022 and was completed on April 27, 2022 and the Holding Company bought back and extinguished a total of 29,00,000 equity shares at a price of ₹ 475 per equity share, comprising of 1.72% of pre-buyback paid up equity share capital of the Holding Company. The buyback resulted in a cash outflow of ₹ 13,775 Lakhs (excluding transaction cost). The Holding Company funded the Buyback from its General reserve. In accordance with Section 69 of the Companies Act, 2013, as at results approved for the period ended June 30, 2022, the Company has credited 'Capital Redemption Reserve' with an amount of ₹ 29 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

The Board of Directors, at its meeting held on August 7, 2020 had approved a proposal of the Holding Company to buy-back its 21,63,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the Holding company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Holding Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on September 16, 2020 and was completed on September 29, 2020 and the Holding Company bought back and extinguished a total of 21,63,000 equity shares at a price of ₹ 450 per equity share, comprising of 1.27% of pre-buyback paid up equity share capital of the Holding Company. The buyback resulted in a cash outflow of ₹ 9,733.50 Lakhs (excluding transaction cost). The Holding Company funded the Buyback from its General reserve. In accordance with Section 69 of the Companies Act, 2013, as at results approved for the period ended December 31, 2020, the Company has credited 'Capital Redemption Reserve' with an amount of ₹ 21.63 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

(d) 'The details of Shareholding of Promoters are as under as at March 31, 2023 and March 31, 2022 are as follows:

	As at March 31, 2023		As at March 31, 2022		% Change during the year
	Number of Shares	Total Share %	Number of Shares	Total Share %	
Aditi C Bhanot	11,31,091	0.68	11,48,552	0.68	-
Nandan Mohan Chandavarkar	51,25,051	3.09	52,04,173	3.08	-
Nomita R Chandavarkar	53,48,262	3.22	54,30,830	3.22	-
Ameya Ashok Chandavarkar	1,00,89,225	6.08	1,02,44,985	6.07	-
Mohan Anand Chandavarkar Trust	1,79,00,119	10.79	1,81,76,466	10.77	-
Sandhya Mohan Chandavarkar Trust	1,82,15,836	10.98	1,84,97,057	10.96	-
Meera Ramdas Chandavarkar	3,21,83,320	19.40	3,26,80,175	19.36	-
Virgo Advisors Private Limited	1,01,22,664	6.10	1,02,78,940	6.09	-
Leo Advisors Private Limited	1,51,83,854	9.15	1,54,18,266	9.13	-

(e) Details of shareholders holding more than 5% shares in the Holding Company

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Total Share %	Number of Shares	Total Share %
Equity shares of Re. 1 each fully paid				
Meera Ramdas Chandavarkar	3,21,83,320	19.40	3,26,80,175	19.36
Sandhya Mohan Chandavarkar Trust	1,82,15,836	10.98	1,84,97,057	10.96
Mohan Anand Chandavarkar Trust	1,79,00,119	10.79	1,81,76,466	10.77

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Total Share %	Number of Shares	Total Share %
Leo Advisors Private Limited	1,51,83,854	9.15	1,54,18,266	9.13
Virgo Advisors Private Limited	1,01,22,664	6.10	1,02,78,940	6.09
Ameya Ashok Chandavarkar	1,00,89,225	6.08	1,02,44,985	6.07

As per records of the Holding Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

18 OTHER EQUITY

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Capital redemption reserve			
Opening balance		90.23	90.23
Add: Transfer from General reserve on buy back of Equity shares*		29.00	-
Closing balance	**(A)**	**119.23**	**90.23**
Capital reserve			
Opening balance		7.86	7.86
Add/less : Transferred during the year		-	-
Closing balance	**(B)**	**7.86**	**7.86**
General reserve			
Opening balance		10,085.66	10,085.66
Less: Premium paid on buy back of Equity shares *		(13,746.00)	-
Less: Transfer from General Reserve on Equity Shares bought back		(29.00)	-
Add: Transfer from Retained earnings		50,000.00	-
Closing balance	**(C)**	**46,310.66**	**10,085.66**
Retained Earnings			
Opening balance		1,82,814.15	1,61,060.98
Add: Profit for the year		19,403.75	21,640.33
Add: Remeasurement gain/ (losses) of defined benefit plans		53.86	189.01
Less: Expenses relating to buyback of Equity Shares* (net)		(46.76)	(76.17)
Less: Tax on buyback paid*		(3,141.47)	-
Less: Transfer to General Reserve		(50,000.00)	-
Closing balance	**(D)**	**1,49,083.53**	**1,82,814.15**
Foreign currency translation reserve (Other comprehensive income)			
Opening balance		(23.72)	39.51
Add: Movement during the year		13.19	(63.23)
Closing balance	**(E)**	**(10.53)**	**(23.72)**
FTVOCI reserve (Other comprehensive income)			
Opening balance		1,016.76	441.15
Less: Net profit/ (loss) on equity shares carried at fair value through OCI		18.18	575.61
Closing balance	**(F)**	**1,034.94**	**1,016.76**
	Total (A+B+C+D+E+F)	**1,96,545.69**	**1,93,990.94**

*The Board of Directors, at its meeting held on February 09, 2022 had approved a proposal of the Holding Company to buy-back its 29,00,000 fully paid–up equity shares of face value of ₹ 1 each from the eligible equity shareholders of the holding company who have validly tendered their shares. The buy-back was offered to all eligible equity shareholders of the Holding Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares through the stock exchange commenced on April 12, 2022 and was completed on April 27, 2022 and the Holding Company bought back and extinguished a total of 29,00,000 equity shares at a price of ₹ 475 per equity share, comprising of 1.72% of pre-buyback paid up equity share capital of the Holding Company. The buyback resulted in a cash outflow of ₹ 13,775 Lakhs (excluding transaction cost). The Holding Company funded the Buyback from its General reserve. The Group has credited 'Capital Redemption Reserve' with an amount of ₹ 29 Lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve.

Nature and purpose of Reserves

(a) Capital redemption reserve

As per Companies Act, 2013, Capital redemption reserve is created when the Group purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to Capital redemption reserve.

(b) Capital reserve

As per Companies Act, 2013, Capital redemption reserve is created when the Group cancelled its own shares.

(c) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by transfer from one component of equity to another and is not item of Other comprehensive income.

(d) Retained earnings

Retained earnings are the profits/ (losses) that the Group has earned till date, less any transfer to General reserve, dividends or other distribution paid to shareholders.

(e) Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognized in Other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

(f) Other comprehensive income

The Group has elected to recognize changes in the fair value of investments in equity instruments in other comprehensive income. These changes are accumulated within the FVTOCI equity investments within equity. The balance in other comprehensive income is transferred retained earnings on disposal of the investment.

19(A) BORROWINGS

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	**As at March 31, 2022**
Deferred sales tax loans (unsecured) (Refer note 1 below)	10.80	20.80
Loans from non-controlling interest (Refer note 2 below)	53.12	54.36
Less: Amount disclosed under "Borrowings" (Refer note 19(B))	7.59	10.00
	56.33	**65.16**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

19(B) BORROWINGS

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
Deferred sales tax loans (unsecured) (Refer note below)	7.59	10.00
	7.59	**10.00**
	63.92	**75.16**

Note 1: Under various schemes of Government of Maharashtra, the Holding Company was entitled to interest free Sales tax deferral incentives for its units at Waluj and Sinnar. These are repayable in annual instalments over a period of 9-13 years commencing after a period of 10 - 12 years from the year of availment of deferred sales tax loan.

Due in financial year	(₹ in Lakhs)
FY 2023-24	7.59
FY 2024-25	3.21
	10.80

Note 2: Loans from non-controlling interest are repayable on demand and carry an interest rate of 5%.

20 LEASE LIABILTIES

See Accounting Policy in Note 1.4(l)

(₹ in Lakhs)

	Non-current	
	As at March 31, 2023	As at March 31, 2022
Lease liabilities	2,768.08	3,145.28
Less: Current maturities of finance lease obligation (Refer note 23 & 49)	744.10	682.33
	2,023.98	**2,462.95**

21 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Deferred tax liability			
Depreciation		1,324.64	1,342.51
Undistributed earnings of subsidiary		223.06	223.06
Unrealised gain on investments		540.77	958.37
	(A)	**2,088.47**	**2,523.94**
Less: Deferred tax asset			
Provision for doubtful debts/ advances		95.17	124.99
Stock Reserve		45.83	-
Liabilities disallowed under Section 43B of the IT Act, 1961		765.62	697.05
Difference in Right-of-use assets and Lease liabilities		38.27	27.65
Foreign currency transalation reserves		35.06	66.26
	(B)	**979.95**	**915.95**
Net deferred tax liability	**(A)-(B)**	**1,108.52**	**1,607.99**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

Reconciliation of deferred tax assets/ liabilities (net):

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Net deferred tax liability at the beginning	1,607.99	1,087.66
Tax (income)/expense recognised in profit or loss	(504.53)	467.81
Tax expense recognised in OCI	5.06	74.36
Foreign currency transalation reserves	-	(21.84)
Net deferred tax liability at the end	**1,108.52**	**1,607.99**

22 TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of Micro and small enterprises ("MSME")	2,708.18	2,558.20
Total outstanding dues of creditors other than Micro and small enterprises	15,141.01	11,135.77
	17,849.19	**13,693.97**

Note :

(i) Trade payables include amount payable to vendors and accrual of expenses that are expected to be settled in the Group's normal operating cycle or due to be settled within twelve months from the reporting date.

(ii) For explanations on the Group's liquidity risk management processes Refer note 38.

(iii) Disclosure under the Micro, Small and Medium enterprises Development Act, 2006 is provided as under for the year 2022-23, to the extent the Group has received intimation from the "Suppliers" regarding their status under the Act :

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) The principal amount remaining unpaid to any supplier due at end of each accounting year	-	70.99
(b) The interest due on the amount remaining unpaid to any supplier at end of each accounting year	5.43	5.43
(c) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the year	5.43	5.43
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Group regarding the status its suppliers.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

(iv) Terms and conditions of the creditors other than Micro and small enterprises -Trade Payables are non interest bearing and are normally settled on 30-360 days terms.

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables							
MSME	704.81	1,997.94	-	-	-	-	2,702.75
Others	3,082.07	5,188.43	1,590.28	21.16	41.54	-	9,923.48
Disputed Dues- MSME	-	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-	-
Accrued Expenses	-	-	-	-	-	-	5,222.96
Total	**3,786.88**	**7,186.37**	**1,590.28**	**21.16**	**41.54**		**17,849.19**

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables							
MSME	601.63	1,880.15	71.00	-	-	-	2,552.78
Others	2,803.46	3,692.32	1,763.90	156.90	49.46	-	8,466.05
Disputed Dues- MSME	-	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-	-
Accrued Expenses	-	-	-	-	-	-	2,675.15
Total	**3,405.09**	**5,572.47**	**1,834.90**	**156.90**	**49.46**	**-**	**13,693.97**

23 LEASE LIABILTIES

See Accounting Policy in Note 1.4(l)

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
Finance lease obligation (Refer note 20 & 49)	744.10	682.33
	744.10	**682.33**

24 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

	Current	
	As at March 31, 2023	As at March 31, 2022
Other financial liabilities carried at amortized cost		
Unpaid dividend (Refer note below)	45.68	63.45
Sundry deposits	1,378.41	1,278.29
Employee benefits payable	5,110.01	4,624.44
Due to directors*	487.06	491.56
Other payables (includes disputed liabilities, trade advances, etc.)	668.04	622.77
	7,689.20	**7,080.51**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Note: There are no amounts due and outstanding to be credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund.

*Pertains to commission payable to directors. (Refer note 47)

25 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Advances from customers	585.83	339.59
Statutory dues payable*	632.35	531.86
	1,218.18	**871.45**

*Include Goods and Service Tax, Provident fund, Employees' State Insurance, Labour Welfare fund, Profession tax, Tax deducted at source and Tax collected at source.

26 PROVISIONS

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
For Employee benefits (Refer note 45)	2,347.32	1,833.73
For Others	1,825.28	1,768.47
	4,172.60	**3,602.20**

(₹ in Lakhs)

	Gratuity benefits	Compensated absences	Sales returns	Total Including Gratuity benefits
Balance as on April 1, 2022	(93.52)	1,833.72	1,768.47	3,602.19
Provision made during the year	296.80	446.35	2,446.69	2,893.04
Remeasurement gain on defined benefit plans	(71.97)	-	-	-
Provision utilized during the year	(100.00)	(270.22)	(2,083.72)	(2,353.94)
Balance as on March 31, 2023	**31.31**	**2,009.85**	**2,131.44**	**4,141.29**
Current	**31.31**	**479.29**	**1,853.01**	**2,363.61**
Non-current	**-**	**1,530.56**	**278.43**	**1,808.99**

(₹ in Lakhs)

	Gratuity benefits	Compensated absences	Sales returns	Total Excluding Gratuity benefits
Balance as on April 1, 2021	(164.18)	1,907.78	1,710.58	3,618.36
Provision made during the year	323.22	147.76	2,404.80	2,552.56
Remeasurement losses of defined benefit plans	(254.18)	-	-	-
Provision utilized during the year	1.62	(221.81)	(2,346.91)	(2,568.72)
Balance as on March 31, 2022	**(93.52)**	**1,833.73**	**1,768.47**	**3,602.20**
Current	**-**	**1,833.73**	**1,735.85**	**3,569.58**
Non-current	**-**	**-**	**32.62**	**32.62**
Net defined Gratuity benefits plan assets- shown under - Other financial assets (Refer note no 14)	**93.52**			

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

27 CURRENT TAX LIABILITIES (net)

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Tax payable [Net of Income tax paid - ₹ 41,800.06 Lakhs and (Previous year ₹ 41,824.16 Lakhs)]	1,283.89	1,307.69
	1,283.89	**1,307.69**

A The details of Non-current/ (Current) Income tax assets / (Liabilites) as at March 31, 2023

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Non-current tax assets (net of provision for taxes)	4,156.71	3,370.78
Current tax liabilities (net of advances)	1,283.89	1,307.69
Net current income tax asset / (liability) at the end	**2,872.82**	**2,063.09**

B The movement in the gross current tax assets/ (liability) for year ended March 31, 2023

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Net current tax asset at the beginning	2,063.09	1,097.77
Income tax paid	7,729.89	7,883.59
Current tax expense	(6,902.05)	(6,854.71)
Tax expense recognized in OCI	(18.11)	(63.56)
Net current tax asset / (liability) at the end	**2,872.82**	**2,063.09**

C Income tax expense recognised in Consolidated Statement of Profit and Loss

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax		
Current tax on profits for the year	6,902.05	6,854.71
Deferred tax	(504.53)	467.81
	6,397.52	**7,322.52**

D Income/ (loss) tax expense recognised in Other Comprehensive Income

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Tax on remeasurement (gain)/ losses of defined benefit plans	(18.11)	(63.56)
Tax on gain on FVTOCI financial assets (net)	(2.35)	(74.36)
Tax on foreign currency transalation losses	-	21.84
	(20.46)	**(116.08)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

E Income tax expense reconciliation

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	25,780.33	28,939.01
Applicable tax rate	25.168%	25.168%
Tax as per applicable tax rate of Holding company in India	6,488.39	7,283.37
Share of loss of joint venture	-	-
Current tax on adjustments for earlier years	-	-
Tax on (income)/ expenses not considered for tax purpose	(522.13)	(738.83)
Tax effect on exempt income	(10.45)	(17.79)
Tax incentives	(166.79)	(114.29)
Tax on additional allowances for capital (gain)/ loss	385.10	245.52
Others (net)	99.83	22.68
Effect of tax rate of foreign subsidiaries (net)	123.57	641.86
Income tax expense charged to the Consolidated Statement of Profit and Loss	**6,397.52**	**7,322.52**

F Deferred tax income recognised in Consolidated Statement of Profit and Loss and Other Comprehensive Income

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Increase/ (decrease) in Deferred tax liability		
Depreciation	(17.87)	(108.35)
Unrealized gain on investments	(417.60)	173.36
	(435.47)	**65.01**
Less: Increase/ (decrease) in Deferred tax asset		
Provision for doubtful debts/ advances	(29.82)	75.26
Impairement provision	-	(308.57)
Liabilities disallowed under Section 43B of the IT Act, 1961	68.57	(0.95)
Stock reserve	45.83	-
On Undistributed earnings of FDC International	-	(223.06)
Difference in Right-of-use assets and Lease liabilities	10.62	(19.84)
Foreign currency transalation reserves	(28.49)	21.84
	66.71	**(455.32)**
Net deferred tax expense recognised in Consolidated Statement of Profit and Loss	**(502.18)**	**520.33**
Net deferred tax expense recognised in Consolidated Statement of Profit and Loss	**(504.53)**	**467.81**
Net deferred tax expense recognised in Consolidated Other Comprehensive income	**2.35**	**52.52**

28 REVENUE FROM OPERATIONS

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of products (Refer note 48)	**(A)**	1,77,782.84	1,52,333.76
Other operating revenue (Refer note 48)	**(B)**	592.18	458.19
	Total (A)+(B)	**1,78,375.02**	**1,52,791.95**
Other operating revenue			
Export incentive		276.65	217.38
Other miscellaneous receipts*		315.53	240.81
		592.18	**458.19**

* Other miscellaneous receipts includes scrap sales & subsidy income

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

29 OTHER INCOME

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
a)	**Interest income on financial assets carried at amortized cost**		
	Current investments	7.38	-
	Non-current investments	2,334.72	2,248.54
	Others (Refer note below)	39.51	55.73
b)	**Dividend income**		
	Current investments	-	-
	Non-current investments	8.03	70.80
c)	**Others**		
	Net gain on sale of investments	493.21	585.82
	Fair value gain on financial instruments at fair value through profit or loss	1,053.61	3,458.73
	Provision for impairment in the value of investments written back	-	500.00
	Net exchange gain on foreign currency transactions	808.12	373.05
	Net gain on disposal of property, plant and equipment	90.54	99.73
	Other non operating income (Includes rental income, miscellaneous provisions written back)	150.44	217.09
		4,985.56	**7,609.49**

Note: Interest on others includes interest on margin money deposits, fixed deposits, security deposits, interest on delayed payments from debtors etc.

30 COST OF MATERIALS CONSUMED

(Raw materials and Packing materials)

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year	10,302.47	7,772.96
Add: Transfer of subsidiaries stock in trade (Refer note 31)	-	74.27
Add: Purchases	59,355.23	47,858.84
	69,657.70	**55,706.07**
Less: Inventory at the end of the year	11,065.69	10,281.71
	58,592.01	**45,424.36**

31 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the end of the year		
Finished goods	15,302.27	13,869.48
Stock-in-trade	3,457.27	3,315.71
Work-in-progress	2,908.13	3,002.96
	21,667.67	**20,188.15**
Inventory at the beginning of the year		
Finished goods	13,868.68	8,126.33
Stock-in-trade	3,281.84	3,164.95
Work-in-progress	3,002.96	2,428.11
	20,153.48	**13,719.39**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Stock in trade (of subsidiary transferred to Raw material consumed) (Refer note 30)	-	(74.27)
	(1,514.19)	**(6,543.03)**
Changes in Inventories		
Finished goods	(1433.59)	(5743.15)
Stock in trade	(175.43)	(150.76)
Stock in trade (of subsidiary transferred to Raw material consumed)	-	(74.27)
Work-in-progress	94.83	(574.85)
	(1,514.19)	**(6,543.03)**

32 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	35,271.08	30,593.54
Contribution to provident and other funds (Refer note 45)	2,302.88	2,146.68
Staff welfare expenses	1,515.57	1,592.93
	39,089.53	**34,333.15**

33 FINANCE COSTS

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on finance lease obligations (Refer note 49)	225.25	122.85
Interest on others	131.90	127.37
Other borrowing costs	51.58	58.73
	408.73	**308.95**

34 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment	3,019.57	2,952.98
Amortisation of right-of-use assets and other intangible assets	874.37	777.23
	3,893.94	**3,730.21**

35 OTHER EXPENSES

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Processing charges	2,927.03	2,409.01
Power, fuel and water charges	3,411.53	2,891.50
Repairs and maintenance		
Building	1,115.96	548.91
Plant and machinery	912.05	813.31

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
Others		1,309.48	1,384.35
Labour contract expenses		1,994.70	1,833.56
Stores and spares		2,794.85	1,723.92
Pharma lab expenses		2,717.31	2,526.49
Research and Development consumables		1,709.76	1,584.75
Rent (including lease rent) (Refer note 49)		14.88	9.47
Rates and taxes		72.30	86.03
Insurance		610.12	362.37
Travelling and conveyance		5,981.01	4,269.02
Communication expenses		315.55	298.92
Carriage, freight and forwarding		4,987.96	4,458.39
Export Expenses		1,463.61	881.46
Advertisement and sales promotion		1,815.77	1,587.19
Printing & Stationery charges		2,051.97	1,379.45
Publicity expenses		7,955.95	6,713.28
Sales tax/ Value added tax/ GST paid		245.74	296.49
Commission		877.79	858.88
Auditor's remuneration			
As audit fee		45.00	48.02
For other services		5.25	2.75
Out of pocket expenses		4.11	1.66
Legal and Professional charges		740.03	566.09
Directors sitting fees		15.30	5.35
Allowances for credit loss		142.21	335.05
Bad debts written off	159.79		
Less: Transfer from Provision for doubtful debts	(138.22)	21.57	39.52
Donation		30.77	25.56
CSR Expenditure (Refer note 50)		616.81	604.25
Miscellaneous expenses		1,703.05	1,523.92
		48,609.42	**40,068.92**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

36 COMPONENTS OF OTHER COMPREHENSIVE INCOME

During the year ended March 31, 2023

(₹ in Lakhs)

	Retained earnings	FVTOCI reserve	Foreign currency translation reserve	Total
Remeasurement gain on defined benefit plans	71.97	-	-	71.97
Tax on remeasurement gain on defined benefit plans	(18.11)	-	-	(18.11)
Gain on FVTOCI financial assets (net)	-	20.53	-	20.53
Tax on gain on FVTOCI financial assets (net)	-	(2.35)	-	(2.35)
Exchange differences in translating financial statements of foreign operations	-	-	12.54	12.54
Tax on foreign currency transalation reserves	-	-	-	-
	53.86	**18.18**	**12.54**	**84.58**

During the year ended March 31, 2022

(₹ in Lakhs)

	Retained earnings	FVTOCI reserve	Foreign currency translation reserve	Total
Remeasurement losses of defined benefit plans	252.57	-	-	252.57
Tax on remeasurement gain of defined benefit plans	(63.56)	-	-	(63.56)
Loss on FVTOCI financial assets (net)	-	649.97	-	649.97
Tax on gain on FVTOCI financial assets (net)	-	(74.36)	-	(74.36)
Exchange differences in translating financial statements of foreign operations	-		(86.76)	(86.76)
Tax on foreign currency transalation reserves	-	-	21.84	21.84
	189.01	**575.61**	**(64.92)**	**699.70**

37 EARNINGS PER SHARE (EPS)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit for the year (₹ in Lakhs)	19,382.81	21,616.49
Weighted average number of shares	16,62,19,947	16,88,10,084
Nominal value per share (₹)	1.00	1.00
Earnings per share - Basic (₹)	11.66	12.81
- Diluted (₹)	11.66	12.81

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

38 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES :

Risk Management is an integral part of the Group's plans and operations. While the Group has a proven ability to successfully take on challenges, the efforts are to become even more proactive in recognising and managing risks, through an organized framework. The Group recognizes risk management as an integral component of good corporate governance and fundamental in achieving it's strategic and operational objectives.

The Group, through its Board of Directors, has constituted a Risk Management Committee, consisting of majority of Board members. The Board has defined the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the Risk Management plan, to the Committee, and such other functions as it may deem fit.

Market Risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include deposits, FVTOCI investments and FVTPL investments.

The Group has designed risk management framework to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

a Interest rate risk :

Interest rate risk is the loss of fair value of future earnings of financial instruments because of changes in market interest rates. Investment committee manages and constantly reviews the interest rate movements in the market in order to optimise the Group's interest income. The Group does not have any exposure to floating rate financial instruments.

The Group's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

b Foreign Currency Risk :

Foreign currency risk is the loss of fair value of future earnings of financial instruments because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

c Equity price risk :

Equity Price Risk is related to the change in market reference price of the investments in equity securities. The fair value of some of the Group's investments measured at fair value through other comprehensive income exposes the Group to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Group's investment in quoted equity securities as of March 31, 2023 and 2022 was ₹ 1,375.81 Lakhs and ₹ 4,467.04 Lakhs, respectively. A 10% change in equity price as of March 31, 2023 and 2022 would result in a pre- tax impact of ₹ 137.58 Lakhs and ₹ 446.70 Lakhs, respectively.

(Note: The impact is indicated on equity before consequential tax impact, if any).

Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in USD rate with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in USD rate	Effect on profit before tax (₹ in Lakhs)	Effect on Equity (₹ in Lakhs)
March 31, 2023	+1%	92.02	68.86
	-1%	(92.02)	(68.86)
March 31, 2022	+1%	66.66	49.88
	-1%	(66.66)	(49.88)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Credit Risk :

Credit risk is the risk of possible default by the counter party resulting in a financial loss. The Group manages its credit risk through various internal policies and procedure set forth for effective control over credit exposure. Major credit risk at the reporting date is from trade receivables. Trade receivables are managed by way of setting various parameters like credit limit, evaluation of financial condition before supply, supply terms, industry trends, ageing analysis. Concentration of credit risk with respect to trade receivables are limited, due to the Group's customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables indicate a low credit risk. Hence, trade receivables are considered to be a single class of financial assets.

The Group maintains exposure in cash and cash equivalents, term deposits with banks, investments in equity instruments, money market liquid mutual funds, Bonds & Non-Convertible debentures with financial institutions. The Group has set counterparty limits based on multiple factors including financial position, credit rating, etc.

The Group's maximum exposure to credit risk as at March 31, 2023 and March 31, 2022 is the carrying value of each class of financial asset.

Liquidity Risk:

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial assets and liabilities based on contractual undiscounted payments.

Financial assets :

(₹ in Lakhs)

	As at March 31, 2023			As at March 31, 2022		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Investments	45,729.41	34,849.29	80,578.70	50,076.97	38,472.95	88,549.92
Loans	64.71	59.77	124.48	55.49	47.23	102.72
Trade receivables	12,251.14	13.48	12,264.62	8,143.19	74.25	8,217.44
Cash and cash equivalents	2,388.64	-	2,388.64	3,772.53	-	3,772.53
Bank Balances other than above	105.51	-	105.51	93.14	-	93.14
Other financial assets	175.05	552.67	727.72	406.85	699.55	1,106.40

Financial liabilities :

(₹ in Lakhs)

	As at March 31, 2023			As at March 31, 2022		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Trade payables	17,786.49	62.70	17,849.19	13,487.04	206.93	13,693.97
Borrowings	7.59	56.33	63.92	10.00	65.16	75.16
Lease liabilities	744.10	2,023.98	2,768.08	682.33	2,462.95	3,145.28
Other financial liabilities	7,689.20	-	7,689.20	7,070.51	-	7,070.51

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

39 FINANCIAL INSTRUMENTS

Break up of financial assets carried at amortised cost

(₹ in Lakhs)

	Non Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Investments (Refer note 3)	32,615.01	32,618.23	-	-
Loans (Refer note 4 and note 13)	59.77	47.23	64.71	55.49
Trade receivable (Refer note 10)	-	-	12,264.62	8,217.44
Cash and cash equivalent (Refer Note 11)	-	-	2,388.64	3,772.53
Bank balance other than cash and cash equivalents (Refer Note 12)	-	-	105.51	93.14
Other financial assets (Refer note 5 and 14)	552.67	699.55	175.05	406.85
Total financial assets carried at amortized cost	**33,227.45**	**33,365.01**	**14,998.53**	**12,545.45**

Fair values

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

The carrying value and fair value of financial instruments by categories as at the balance sheet date were as follows:

(₹ in Lakhs)

	Carrying Value		Fair Value	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial assets:				
FVTOCI financial investments	1,378.24	4,469.47	1,378.24	4,469.47
FVTPL financial investments	46,585.45	51,462.22	46,585.45	51,462.22
Total	**47,963.69**	**55,931.69**	**47,963.69**	**55,931.69**

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

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of quoted equity instruments are derived from quoted market prices in active markets.

Reconciliation of fair value measurement of equity shares classified as FVTOCI assets:

(₹ in Lakhs)

	Total
As at April 1, 2021	441.15
Re-Measurement recognized in OCI	575.61
As at March 31, 2022	1,016.76
Re-Measurement recognized in OCI	18.18
As at March 31, 2023	**1,034.94**

Fair Value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly unobservable.

The following table represents the fair value hierarchy of Financial assets measured at fair value as on March 31, 2023 :

(₹ in Lakhs)

Financial assets :	As at March 31, 2023	Fair Value measurement at end of reporting period		
		Level 1	Level 2	Level 3
Investments				
Mutual Funds	45,356.52	45,356.52	-	-
Non-Convertible debentures*	1,228.93	-	1,228.93	-
Quoted equity Instruments	1,375.81	1,375.81	-	-
Unquoted equity Instruments	2.43	-	-	2.43
Total	**47,963.69**	**46,732.33**	**1,228.93**	**2.43**

The following table represents the fair value hierarchy of Financial assets measured at fair value as on March 31, 2022 :

(₹ in Lakhs)

Financial assets :	As at March 31, 2022	Fair Value measurement at end of reporting period		
		Level 1	Level 2	Level 3
Investments				
Mutual Funds	48,502.09	48,502.09	-	-
Non-Convertible debentures*	2,960.13	-	2,960.13	-
Quoted equity Instruments	4,467.04	4,467.04	-	-
Unquoted equity Instruments	2.43	-	-	2.43
Total	**55,931.69**	**52,969.13**	**2,960.13**	**2.43**

*** Measurement of fair value for level 2 investments**

Valuation technique used by company for measuring level 2 fair value for financial instruments measured at fair value in statement of profit and loss is as follows -

Discounted cash flows: The valuation model considers present value of expected receipt/payments using appropriate discounting rates.

There have been no transfers between Level 1 and Level 2 during the period.

Break up of financial liabilites carried at amortised cost

(₹ in Lakhs)

	Non Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Borrowings [(Refer note 19(A) & (B)]	56.33	65.16	7.59	-
Lease liabilities (Refer note 20 and note 23)	2,023.98	2,462.95	744.10	682.33
Trade payables (Refer note 22)	-	-	17,849.19	13,693.97
Other financial liabilities (Refer note 24)	-	-	7,689.20	7,080.51
Total financial liabilites carried at amortized cost	**2,080.31**	**2,528.11**	**26,290.08**	**21,456.81**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

40 CAPITAL MANAGEMENT

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2023 and March 31, 2022.

The Group maintains a strong capital base and the primary objective of Group's capital management is to maximize the shareholder value.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents. Based on this, the Group is debt free and would like to remain debt free.
The Group does not have any interest bearing loans and borrowings in the current year as well as previous year.

41 FINANCIAL PERFORMANCE RATIOS:

	Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance
A	**Performance ratios**					
	Net Profit ratio	Profit after tax	Revenue from operations	10.87%	14.15%	(23.19%)
	Net Capital turnover ratio	Revenue from operations	Closing working capital	2.50	2.10	19.12%
	Return on capital employed	Profit before interest and tax	Closing capital employed	13.22%	14.95%	(11.59%)
	Return on equity ratio	Profit after tax	Closing shareholder's equity	9.78%	11.05%	(11.47%)
	Return on investment	Closing less opening market price	Opening market price	(0.31%)	(10.07%)	(96.91%)
	Debt service coverage ratio	Profit before interest, tax and Depreciation and amortization expense	Closing debt service	-	-	-
B	**Leverage ratios**					
	Debt-Equity ratio	Total Borrowings	Equity	0.00032	0.00038	(16.03%)
C	**Liquidity ratios**					
	Current ratio	Current Assets	Current Liabilities	3.29	3.68	(10.47%)
D	**Activity ratios**					
	Inventory turnover ratio	Cost of goods sold	Closing inventory	1.74	1.93	(9.84%)
	Trade receivables turnover ratio	Revenue from operations	Closing current trade receivables	14.54	18.59	(21.78%)
	Trade payables turnover ratio	Cost of goods sold	Closing trade payables	3.67	3.85	(4.90%)

Notes:

1. Net profit ratio - Net Profit ratio was lower on account of input cost pressure and increase in other operating expenses.
2. Return on capital employed – Decrease in return on capital employed is mainly on account of decrease in profits during the year.
3. Return on equity ratio - Decrease in return on equity is mainly on account of decrease in profits during the year.
4. Trade receivables turnover ratio - Trade receivables turnover ratio improved due to better collections.
5. Trade payable turnover ratio - Trade payable turnover ratio improved on account of improvement in credit period.
6. Return on investment – There was no substantial movement in share price during the year.

42 CONSOLIDATION OF ACCOUNTS:

The list of subsidiary companies and the joint venture company which are included in consolidation are as under:

Name of the Company	Country of Incorporation	Proportion of ownership interest/ voting power
FDC International Limited	United Kingdom	100%
		(Previous year – 100%)
FDC Inc.	United States of America	100%
		(Previous year – 100%)
Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	Republic of South Africa	93%
		(Previous year – 93%)

43 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

(₹ in Lakhs)

		As at March 31, 2023	As at March 31, 2022
Contingent Liabilities			
a.	Disputed tax matters		
	Income tax (Appealed by the Group)	4,122.52	3,578.04
	GST (Appealed by the Group)	76.46	14.19
	Sales Tax (Appealed by the Group)	117.90	117.90
b.	In respect of guarantees given by banks (Refer note 5 & 12)	485.28	602.72
c.	Letter of credit issued by bankers	372.12	438.72
d.	Estimated amount of duty payable on export obligation against outstanding advance licenses	65.05	201.47
Contingent Liabilities		713.75	675.13
e.	During the year 2013-14, the Holding Company had received notices of demand (including interest) from the National Pharmaceutical Pricing Authority, Government of India on account of alleged overcharging in respect of certain formulations under the Drug (Prices Control) Order, 1995. The Holding Company had filed writ petition before the Hon'ble Supreme Court of India for stay of demand and other matters. The Hon'ble Supreme Court then passed order restraining the Government from taking any coercive action against the Holding Company. The said writ petition was disposed of in July 2016 with a liberty to the writ petitioners to approach the appropriate High Courts for relief, challenging the impugned demand notice issued by Union of India. The Holding Company has filed a writ petition with Delhi High Court in August 2016 for which the Holding Company has deposited 50% of overcharged amount with NPPA. The Holding Company has also simultaneously filed revision petition with NPPA, hence, no provision is considered necessary in respect of the amount majorly being the interest component.		
Commitments			
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances paid)		3,207.77	10,984.39

44 THE CODE ON SOCIAL SECURITY, 2020:

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Holding Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The Holding Company is in the process of carrying out the evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

45 DISCLOSURE OF EMPLOYEE BENEFITS:

As per Ind AS 19 - "Employee Benefits", the disclosures as required by the Accounting Standard are given below:

Defined Contribution Plan

Contributions to Defined Contribution Plans are recognized as an expense for the year under Contribution to provident and other funds (Refer note 32) as under:

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Employer's Contribution to Provident Fund	775.17	683.26
Employer's Contribution to Pension Scheme	856.58	771.41
Employer's Contribution to Superannuation Fund	72.97	75.13

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The Holding Company irrevocably contributes funds to a separate Gratuity Trust which is recognized by Income tax authorities.

(₹ in Lakhs)

		Gratuity	
		Funded Plan	
		As at March 31, 2023	As at March 31, 2022
I.	**Change in Benefit Obligation**		
	Liability at the beginning of the year	3,210.46	3,099.29
	Interest Cost	195.52	172.94
	Current Service Cost	302.49	332.39
	Benefit Paid	(316.75)	(197.90)
	Actuarial (gain)/ loss arising from changes in demographic assumptions	-	0.59
	Actuarial (gain)/ loss arising from changes in financial assumptions	(184.53)	(80.46)
	Actuarial (gain)/ loss arising from changes in experience adjustments	44.15	(116.39)
	Liability at the end of the year	**3,251.34**	**3,210.46**
II.	**Fair Value of Plan Assets**		
	Fair Value of Plan Assets at the beginning of the year	3,303.98	3,263.47
	Interest income	201.21	182.10
	Contributions	100.00	-
	Benefit Paid	(316.75)	(197.90)
	Return on plan assets, Excluding interest income	(68.41)	56.31
	Fair Value of Plan Assets at the end of the year	**3,220.03**	**3,303.98**
III.	**Amount recognized in the Consolidated Balance Sheet**		
	Liability at the end of the year	(3,251.34)	(3,210.46)
	Fair Value of Plan Assets at the end of the year	3,220.03	3,303.98
	Amount recognized in the Consolidated Balance Sheet	**(31.31)**	**93.52**
IV.	**Net Interest Cost for Current Period**		
	Interest Cost	195.52	172.94
	Interest Income	(201.21)	(182.10)
	Net Interest Cost for Current Period	**(5.69)**	**(9.16)**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

(₹ in Lakhs)

		Gratuity	
		Funded Plan	
		As at March 31, 2023	As at March 31, 2022
V.	**Expense recognized in the Consolidated Statement of Profit and Loss**		
	Current Service Cost	302.49	332.39
	Net Interest Cost for current period	(5.69)	(9.16)
	Expense recognized in the Consolidated Statement of Profit and Loss	**296.80**	**323.23**
VI.	**Expense recognized in the Consolidated Other Comprehensive Income (OCI)**		
	Actuarial (gain)/ loss on Obligations for the period	(140.38)	(196.26)
	Return on Plan Assets excluding Interest Income	68.41	(56.31)
	Net (Income)/ Expense recognized in the Consolidated OCI	**(71.97)**	**(252.57)**
VII.	**Investment Details**		
	Government of India Assets	91.02	91.02
	Public Sector Bonds	1,334.06	1,083.95
	State Government	1,483.64	1,791.34
	Equity	228.67	191.87
	Others	82.64	145.80
	Total	**3,220.03**	**3,303.98**
VIII.	**Actuarial Assumptions**		
	Discount Rate Current	7.31%	6.09%
	Weighted Average Duration of the Defined Benefit Obligation	6	6
	Average expected future service	4	4
	Rate of Return on Plan Assets Current	7.31%	6.09%
	Employee Attrition rate - Field	20% to 40%	20 to 40%
	Employee Attrition rate - Others	10% to 30%	10 to 30%
	Salary Escalation Current	8.00%	8.00%
IX.	**Maturity Analysis of Projected Benefit Obligation from the Fund**		
	Projected Benefits payable in future years from the date of reporting:		
	Within the next 12 months	544.87	495.98
	Between 2 and 5 years	1,672.20	1,562.24
	Sum of 6 to 10 years	1,301.94	1,249.38
	Sum of 11 years and above	1,369.98	1,266.56

X. Sensitivity Analysis for significant assumptions as at March 31, 2023 is shown below:

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognized in the balance sheet.
There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

	Gratuity Funded Plan	
	As at March 31, 2023	**As at March 31, 2022**
Benefit Obligation as at the end of the year	**3,251.34**	**3,210.46**
Increase/ (decrease) in Present Value of Benefit Obligation as at the end of the year:		
Effect of +1% change in Rate of Discounting	(137.55)	(145.76)
Effect of -1% change in Rate of Discounting	152.15	162.07
Effect of +1% change in Rate of Salary Increase	142.38	148.97
Effect of -1% change in Rate of Salary Increase	(131.60)	(137.31)
Effect of +1% change in Rate of Employee Turnover	(9.32)	(19.69)
Effect of -1% change in Rate of Employee Turnover	9.85	21.31

XI. Salary Escalation Rate

The estimates of future salary increase considered in actuarial valuation is taken on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

XII. Basis used to determine Rate of Return on Plan Assets

The rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

XIII. The Group expects to contribute ₹ 326.39 Lakhs to gratuity in next year (Previous year – ₹ 208.98 Lakhs).

The liability for leave encashment as at the yearend is ₹ 1,757.88 Lakhs (Previous year – ₹ 1,707.59 Lakhs) and provision for sick leave as at the year end is ₹ 251.98 Lakhs (Previous year – ₹ 126.14 Lakhs).

46 SEGMENT INFORMATION:

Primary segment information

The Group is engaged in pharmaceutical business which as per Ind AS 108 - "Operating Segments" is considered the only business segment.

Secondary segment information

The Group's operating divisions are managed from India. The principal geographical areas in which the Group operates are India and others. The country-wise segmentation is not relevant as exports to individual countries are not more than 10% of enterprise revenue.

The information related to secondary segment is as under:

(₹ in Lakhs)

		India	USA	Others	Total
Segment Revenue	**2022-23**	**1,45,395.19**	**14,459.62**	**18,520.21**	**1,78,375.02**
	2021-22	1,30,813.11	7,981.27	13,997.57	1,52,791.95
Carrying amount of Non-Current Assets by location of assets	**March 31, 2023**	**91,526.74**	**-**	**458.10**	**91,984.84**
	March 31, 2022	83,955.46	-	455.70	84,411.16

Non-Current Assets for this purpose consists of Property, plant and equipment, Capital work-in-progress, Other intangible assets and Other non-current assets.

The Group does not have any customer with whom revenue from transactions is more than 10% of Group's total revenue.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

47 RELATED PARTY DISCLOSURES, AS REQUIRED BY IND AS 24 - "RELATED PARTY DISCLOSURES" ARE GIVEN BELOW:

Names of other related parties with whom transactions have taken place during the year.

Managerial Personnel

- Mr. Mohan A. Chandavarkar	Managing Director
- Mr. Ashok A. Chandavarkar	Executive Director
- Mr. Nandan M. Chandavarkar	Joint Managing Director
- Mr. Ameya A. Chandavarkar	Executive Director and CEO-International Business
- Ms. Nomita R. Chandavarkar	Non Executive and Non Independent Director
- Ms. Swati S. Mayekar	Independent Director
- Mr. Uday Kumar Gurkar	Chairman and Independent Director
- Mr. Bijlani Mahesh Chandru	Independent Director
- Mr. M. G. Parmeswaran	Independent Director
- Ms. Usha Chandrashekhar	Independent Director
- Mr. Vijay Suresh Maniar	Independent Director
- Mr. Vijay Bhatt (w.e.f. April 06, 2023)	Chief Financial Officer
- Mr. Sanjay Jain	Chief Financial Officer
- Ms. Varsharani Katre	Company Secretary

Relatives of Managerial Personnel

- Ms. Sandhya M. Chandavarkar, Wife of Mr. Mohan A. Chandavarkar
- Ms. Mangala A. Chandavarkar, Wife of Mr. Ashok A. Chandavarkar
- Ms. Meera R. Chandavarkar, Mother of Ms. Nomita R. Chandavarkar
- Ms. Aditi C. Bhanot, Daughter of Mr. Ashok A. Chandavarkar

Enterprises owned or significantly influenced by Managerial Personnel or their relatives

- Anand Chandavarkar Foundation
- Leo Advisors Private Limited
- Virgo Advisors Private Limited
- Shree Trust
- SFA Sporting Service Private Limited
- Sandhya Mohan Chandavarkar Trust
- Mohan Anand Chandavarkar Trust
- DSS Out Sourcing Solutions Private Limited

Post-employment benefit plans:

- FDC Employees Gratuity Fund
- FDC Employees Superannuation Fund

Nature of transactions:

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Donation paid		
Anand Chandavarkar Foundation	30.00	25.00
2 Corporate Social Responsibility		
Shree Trust	-	4.00
3 Managerial remuneration*		
Mr. Mohan A. Chandavarkar	318.12	305.92
Mr. Ashok A. Chandavarkar	171.10	162.75
Mr. Nandan M. Chandavarkar	244.07	237.78

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Mr. Ameya A. Chandavarkar	162.26	154.93
Ms. Nomita R. Chandavarkar	4.65	64.91
Ms. Swati S. Mayekar	6.35	3.55
Mr. Uday Kumar Gurkar	6.35	3.55
Mr. Bijlani Mahesh Chandru	4.65	2.75
Mr. M G Parmeswaran	4.65	2.75
Ms. Usha A. Chandrashekhar	4.65	2.75
Mr. Vijay Suresh Maniar	5.00	-
Mr. Sanjay Jain	102.75	97.75
Ms. Varsharani Katre	40.12	30.97
	1,074.72	**1,070.36**
4 Buyback of Shares		
Mr. Nandan M. Chandavarkar	375.83	-
Mr. Ameya A. Chandavarkar	739.86	-
Ms. Nomita R. Chandavarkar	392.20	-
Ms. Meera R. Chandavarkar	2,360.06	-
Ms. Aditi C. Bhanot	82.94	-
Sandhya Mohan Chandavarkar Trust	1,335.80	-
Mohan Anand Chandavarkar Trust	1,312.65	-
Leo Advisors Private Limited	1,113.46	-
Virgo advisors Private Limited	742.31	-
Mr. Sanjay Jain	0.23	-
	8,455.34	**-**
Outstanding amount of related parties:		
1 Outstanding balances payable included in Other Financial Liabilities		
Mr. Mohan A. Chandavarkar	155.36	153.38
Mr. Ashok A. Chandavarkar	103.57	101.72
Mr. Nandan M. Chandavarkar	116.52	114.16
Mr. Ameya A. Chandavarkar	90.63	88.99
Ms. Nomita R. Chandavarkar	3.00	38.78
Ms. Swati S. Mayekar	3.00	2.00
Mr. Uday Kumar Gurkar	3.00	2.00
Mr. Bijlani Mahesh Chandru	3.00	2.00
Mr. M G Parmeswaran	3.00	2.00
Ms. Usha A. Chandrashekhar	3.00	2.00
Mr. Vijay Suresh Maniar	3.00	-
	487.08	**507.03**

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

* Including perquisites, contribution to Provident fund and other funds but excludes gratuity and compensated absences as the provision is computed for the Holding Company as a whole and separate figures are not available.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

48 DISCLOSURE UNDER IND AS 115 - "REVENUE FROM CONTRACTS WITH CUSTOMERS"

The Group is engaged into manufacturing of pharmaceutical products. There is no impact on the Group's revenue on applying Ind AS 115 from the contract with customers.

(₹ in Lakhs)

			For the year ended March 31, 2023	For the year ended March 31, 2022
A)	**Disaggregation of revenue from contracts with customers**			
	1)	**Revenue from contracts with customers**		
		Sale of products (transferred at point in time)		
		Domestic Sales		
		Formulation	1,44,489.15	1,29,981.37
		Bulk Drugs	231.13	463.12
		Sub total (a)	**1,44,720.28**	**1,30,444.49**
		Export Sales		
		Formulation	18,200.80	10,556.39
		Bulk Drugs	7,563.56	5,595.38
			25,764.36	**16,151.77**
		Profit share – Formulation	**7,298.20**	**5,737.50**
		Sub total (b)	**33,062.56**	**21,889.27**
		Total (a + b)	**1,77,782.84**	**1,52,333.76**
	2)	**Other operating revenue**		
		Export incentives	276.65	217.38
		Other miscellaneous receipts	315.53	240.81
			592.18	**458.19**
		Total Revenue	**1,78,375.02**	**1,52,791.95**
B)	**Sales by performance obligations**			
	Upon shipment		12,715.39	5,520.90
	Upon delivery		157,769.25	141,075.36
	Profit share – Formulation		7,298.20	5,737.50
			1,77,782.84	**1,52,333.76**
C)	**Reconciliation of revenue from contract with customer**			
	Revenue from contract with customer as per the contract price		1,83,328.75	1,56,884.74
	Adjustments made to contract price on account of:			
	a)	Discounts/ Rebates/ Incentives/ late delivery charges	1,844.72	1,395.21
	b)	Sales Returns/ Credits/ Reversals	3,701.19	3,155.77
	Revenue from contract with customer		**1,77,782.84**	**1,52,333.76**
	Other operating revenue		592.18	458.19
	Revenue from operations		**1,78,375.02**	**1,52,791.95**
D)	**Disaggregation of revenue from contracts with Customers based on geography (at a point in time):**			
	Country of Domestic - India		1,44,720.28	1,30,444.49
	United States of America		14,459.62	7,981.27
	Other Countries		18,602.94	13,908.00
	Revenue from contract with customer		**1,77,782.84**	**1,52,333.76**
	Other operating revenue		592.18	458.19
	Revenue from operations		**1,78,375.02**	**1,52,791.95**

No single customer contributed 10% or more to the Group revenue for the year March 31, 2023 & March 31, 2022

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

49 DISCLOSURE UNDER IND AS 116 – LEASES:

The Group significant leasing arrangements are in respect of godowns/ office premises taken on operating lease basis. These leasing arrangements, which are cancellable, range between 1 year and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. There are certain agreements which provide for increase in rent. There are no subleases. There are no contingent rents.

A) Movement in the lease liabilities

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Opening Balances	3,145.28	1,379.81
Additions	672.21	2,494.26
Deductions	(103.49)	-
Interest expenses on lease liabilities (Refer note 33)	225.25	122.85
Payment of lease liabilities	(1,171.03)	(846.18)
Lease rent waiver	(0.14)	(5.46)
Closing Balances	**2,768.08**	**3,145.28**

B) Maturity analysis of lease liabilities

(₹ in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Maturity analysis- Contractual undiscounted cash flows		
Within one year	962.50	914.22
After one year but not for more than five years	2,266.75	2,815.55
More than five years	-	-
Total undiscounted lease liabilities	**3,229.25**	**3,729.77**
Lease liabilities included in the statement of financial position		
Non-Current	2,023.98	2,462.95
Current	744.10	682.33
Total	**2,768.08**	**3,145.28**

C) Amount recognized in the Consolidated statement of profit and loss

(₹ in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on lease liabilities (Refer note 33)	225.25	122.85
Depreciation on Right-of-use assets	794.24	657.76

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

50 AMOUNT SPENT TOWARDS CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES ARE AS UNDER:

a. Gross amount required to be spent by the Holding Company during the year is ₹ 612.34 Lakhs (Previous year - ₹ 602.40 Lakhs).

b. Amount spent during the year is given hereunder:

(₹ in Lakhs)

Sr. No.	Particulars of Activity	For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	Construction/ acquisition of any asset	-	300.00
(ii)	On purpose other than (i) above		
	Education	175.00	131.09
	Healthcare	102.00	173.16
	Others	339.81	-
	Total	**616.81**	**604.25**

c. Related party transactions in relation to Corporate Social Responsibility during this year is NIL (Previous year – ₹ 4 Lakhs

d. Details of ongoing projects for CSR under section 135(6) of the Act :

(₹ in Lakhs)

Opening Balance as at April 1, 2022		Amount required to be spent during the year	Amount spent during the year		Closing balance as at March 31, 2023	
With Holding Company	In Separate CSR Unspent A/c		With Holding Company	In Separate CSR Unspent A/c	With Holding Company	In Separate CSR Unspent A/c
-	-	612.34	616.81	-	-	-

51 Details of Loans, Inter Corporate Deposits and Investments as required under Section 186(4) of the Companies Act 2013:

Details of loans given by the Group:

There were no loans given by the Group in favour of entities outside the group.

52 The Group does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

53 Struck off Company:

The Holding company does not have any transactions with companies struck- off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

54 Other Notes:

(a) The Group does not have any benami property, where any proceeding has been initiated or pending against the group for holding any benami property.

(b) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act,1961.

55 Consequent to the issuance of "Guidance Note on Division II-Ind As Schedule III to the Companies Act, 2013" certain items of financial statements have regrouped/reclassified. Previous Year's figures have been regrouped /reclassified wherever necessary to correspond with the current Year's classification/disclosure.

56 Additional information as required under Schedule III to the Companies Act, 2013 of Enterprises consolidated as Subsidiaries:

(₹ in Lakhs)

Name of the entity	As at March 31, 2023								As at March 31, 2022							
	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income		Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consoli-dated Net Assets	Amount	As % of Consoli-dated Profit or Loss	Amount	As % of Consoli-dated Profit or Loss	Amount	As % of Consoli-dated Profit or Loss	Amount	As % of Consoli-dated Net Assets	Amount	As % of Consoli-dated Profit or Loss	Amount	As % of Consoli-dated Profit or Loss	Amount	As % of Consoli-dated Profit or Loss	Amount
Parent																
FDC Limited	99.24%	1,96,633.32	103.18%	20,002.64	100.00%	84.58	103.00%	20,087.22	99.50%	1,94,662.38	100.54%	21,732.37	100.00%	699.70	100.52%	22,432.07
Subsidiaries																
Foreign																
1. FDC International Limited	0.59%	1,177.86	(1.46%)	(284.03)	0.00%	-	(1.00%)	(284.03)	0.44%	867.25	1.05%	226.16	-	-	1.02%	226.16
2. FDC Inc.	0.03%	58.16	(0.01%)	(1.88)	0.00%	-	0.00%	(1.88)	0.03%	55.30	(0.01%)	(1.53)	-	-	(0.01%)	(1.53)
2. Fair Deal corporation Pharmaceuticals SA (Pty) Limited	0.14%	271.31	(1.71%)	(331.42)	0.00%	-	(2.00%)	(331.42)	0.03%	51.26	(1.58%)	(340.51)	-	-	(1.53%)	(340.51)
Foreign																
Fair Deal Corporation Pharmaceuticals SA (Pty) Limited	-	-	-	-	-	-	-	-	0.00%	-	0.00%	-	-	-	0.00%	-
	100.00%	**1,98,140.65**	**100.00%**	**19,385.31**	**100.00%**	**84.58**	**100.00%**	**19,469.89**	**100.00%**	**1,95,636.19**	**100.00%**	**21,616.49**	**100.00%**	**699.70**	**100.00%**	**22,316.19**

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

AMAR SUNDER
Partner
Membership No : 078305

Place : Mumbai
Date : May 25, 2023

For and on behalf of the **Board of Directors of FDC Limited**

CIN : L24239MH1940PLC003176

MOHAN A. CHANDAVARKAR
Managing Director
DIN : 00043344

ASHOK A. CHANDAVARKAR
Director
DIN: 00042719

VIJAY BHATT
Chief Financial Officer

VARSHARANI KATRE
Company Secretary
Membership No: F8948

Place : Mumbai
Date : May 25, 2023

Notes

ELECTRAL®

50 YEARS OF REHYDRATING LIVES

FDC Limited

C-3 Skyvistas, Near Versova Police Station 106A,
J.P. Road, Andheri (West), Mumbai – 400053,
Maharashtra India.
Tel: 022-26739100
www.fdcindia.com