Fermenta Biotech Limited
CIN: L99999MH1951PLC008485
Regd. Office: A - 1501, Thane One, DIL Complex, Ghodbunder Road,
Majiwade, Thane (W) - 400 610, Maharashtra, India.
Tel. : +91-22-6798 0888 Email : info@fermentabiotech.com,
Website. : www.fermentabiotech.com

Ref: F.No.:908

July 19, 2025

Corporate Relations
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sirs,

Sub.: Submission of Annual Report for the financial year 2024-25 along with the Notice of the 73rd Annual General Meeting ('AGM')

Ref: Scrip Code: 506414

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose copy of the Annual Report of the Company for the financial year 2024-25 (along with Notice of 73rd AGM of the Company which is scheduled to be held on Tuesday, August 12, 2025 at 3:00 p.m. (IST)) which is sent to all the members whose email IDs were registered with the Company / Depository Participant(s). Shareholders, who have not registered their email addresses as mentioned above, are intimated through a letter about the web-link, including the exact path, for accessing the Notice of AGM and the Annual Report.

The Annual Report of the Company for the financial year 2024-25 along with the Notice of 73rd AGM would be available on the website of the Company at https://fermentabiotech.com/annual-report.php

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Fermenta Biotech Limited
VARADVINAYAK VIJAY KHAMBETE
Digitally signed by VARADVINAYAK VIJAY KHAMBETE
Date: 2025.07.19 12:52:54 +05'30'

Varadvinayak Khambete
Company Secretary & Head - Legal
Membership No. A33861
Encl: As above

Annual Report 2024-25

fermenta

Resilience
Recovery
Growth

A year of **financial recovery** *and*
breakthrough innovation

Fermenta Biotech Limited

With increasing awareness of preventive healthcare and the need for high-standard, science-backed solutions, global demand is growing for top quality ingredients that support nutritional wellness.

At Fermenta, we deliver best-in-class, science-validated nutritional ingredients trusted by leading brands across the pharmaceutical, dietary supplements, food and beverage, veterinary, and animal nutrition industries.

Transforming Nutrition for a Healthier World

What sets us apart? A legacy of decades-long expertise in large-scale, complex manufacturing, coupled with research-driven, custom solutions to provide innovative, safe, and effective products. We pride ourselves on exceeding the unique needs and stringent regulatory standards of over 400 discerning customers in more than 60 countries.

INSIDE

Dr DVK Raju

1918—2001

In 1951, at the dawn of a free India, Dr DVK Raju sowed the seeds of a bold new vision for Indian pharmaceuticals. With unwavering determination, he became a trailblazer, propelling Indian pharma onto the global stage and redefining what was possible for an entire nation.

His various pioneering entrepreneurial ventures involved global giants such as Crookes Laboratories, Solvay, Evans Medical, and Sankyo.

India's first Vitamin D manufacturer, Dr Raju created healthcare icons including India's marquee paracetamol brand Crocin and Lacto Calamine skincare lotion. His legacy, thus, will be measured by his enterprises, brands and collaborations, as well as the spark of innovation he ignited within generations of Indian scientists and entrepreneurs.

He inspired them to dream beyond boundaries, to break free from the shadows of colonialism, and to shape a future defined by Indian ingenuity and excellence.

Dr Raju's path-breaking spirit continues to guide and embolden those who follow in his footsteps, reminding us that true transformation begins with a single visionary.

At a glance

Founding year	**1951**
Listing	**1977**
Revenue FY25	**₹481.3 crore**
Net profit FY25	**₹76.4 crore**
Subsidiaries	**Fermenta Biotech GmbH, Germany–100%** **Fermenta Biotech USA, LLC–100%** **Fermenta USA, LLC–52% (marketing)**
Number of employees	**600+**

Chairman
Pradeep M Chandan

Managing Director
Prashant Nagre

Chief Financial Officer
Sumesh Gandhi

Company Secretary
Varadvinayak Khambete

Registered office
Fermenta Biotech Limited
A-1501, Thane One, DIL Complex
Ghodbunder Road
Majiwada, Thane (West) 400610
Maharashtra, India.

Tel +91 22 66230800

info@fermentabiotech.com
www.fermentabiotech.com

Bankers
HDFC Bank Ltd
Union Bank Ltd
Yes Bank Ltd
Bank of Baroda

Corporate Identification Number (CIN)
L99999MH1951PLC008485

International Securities Identification Number (ISIN)
INE225B01021

Registrar and Transfer Agents
MUFG Intime India Pvt Ltd
Tel +91 22 49186000
Fax +91 22 49186060
rnt.helpdesk@in.mpms.mufg.com
www.in.mpms.mufg.com

Solicitors
Crawford Bayley & Co
Mundkur Law Partners

Auditors
SRBC & Co LLP
Chartered Accountants

Tax Auditors
SCA & Associates
Chartered Accountants

Internal Auditors
MM Nissim & Co LLP
Chartered Accountants

Cost Auditors
Joshi Apte & Associates
Cost Accountants

Secretarial Auditor
VN Deodhar & Co
Company Secretaries

400+ customers in **60+** countries

Among the
world's top 3
manufacturers of Vitamin D3

Global certifications
for manufacturing facilities

DSIR-approved
R&D facility

Key financials

A Year of Recovery, Debt Reduction & Operational Excellence

Revenue Scales New Heights

Total revenue rose significantly to ₹481 crore in FY25 from ₹347 crore in FY24. This marked the company's highest-ever topline, reflecting robust demand, product innovation, and market expansion

EBITDA Rebounds on Operational Efficiency

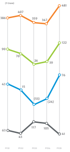
After navigating challenging years, EBITDA rebounded to ₹122 crore in FY25, up from ₹39 crore in FY24. This turnaround underscores Fermenta's commitment to cost optimization, value-driven processes, and sustainable profitability

PAT Returns to Positive Territory

From a ₹53 crore loss in FY23, PAT swung back to a healthy ₹76 crore in FY25, signaling restored confidence and financial stability

Resilient Cash Flow

Cash flow from operations remained robust, supporting investments and daily operations. Despite fluctuations, prudent cash management enabled the company to maintain operational agility and resilience



Fixed Assets: Foundation for Future Growth

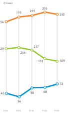
Investment in fixed assets was steady, at ₹210 crore in FY25 against ₹236 crore in FY24. This reflects ongoing optimization and a forward-looking approach to infrastructure

Debt Reduction: A Testament to Financial Discipline

Gross debt was reduced from ₹236 crore in FY22 to just ₹109 crore in FY25. This disciplined deleveraging has strengthened the balance sheet and positioned Fermenta for future growth

Cash & Cash Equivalents: Enhanced Liquidity

With cash and cash equivalents rising to ₹72 crore in FY25 from ₹60 crore in FY24, Fermenta improved its liquidity position, ensuring flexibility to capture new opportunities and weather market uncertainties



FY25 marked a pivotal year for Fermenta—one defined by recovery, resilience, and renewed momentum. With a strong financial foundation and a clear vision, Fermenta is poised to unlock new horizons of growth and value creation

From the Chairman

As I reflect on fiscal 2024–25, I am pleased to share that Fermenta has successfully navigated a defining period in its journey. This year has marked not only a financial recovery but a purposeful and strategic turnaround—one that firmly positions your Company for sustained long-term growth, resilience, and relevance in a fast-evolving global landscape.

Pradeep M Chandan
Chairman

Almost 75 years ago, our founder, Dr DVK Raju, laid the foundation of your Company with a vision rooted in scientific excellence, ethical business, and the fundamental belief that access to quality healthcare is a right of all. These values and principles are not just historical footnotes—they remain integral & central to our mission and continue to shape how we operate in today's modern world.

From pioneering pharmaceutical manufacturing in independent India to becoming one of the world's top manufacturers of Vitamin D3, Fermenta's journey has been shaped by perseverance, agility, and a strong sense of purpose.

Today, under the stewardship of the third generation of the Datla family, we are witnessing a natural evolution of our founding vision, reimagined for the 21st century. Their leadership has seamlessly blended respect for our heritage with bold innovation, rewiring the Company's proposition for a new age. We are proud to stand as a growing global nutrition company as well—one that combines cutting-edge innovation with responsible leadership.

Responding to a Changing World

Over the past few years, the global environment has been volatile and unpredictable. While the pandemic brought exceptional demand for immune-support products like Vitamin D3, the post-pandemic period brought about rapid normalization and disrupted the global supply chain. Your Company, too, was affected by these headwinds.

However, Fermenta chose a path of resilience over retraction. We acted swiftly to reset our operating model. We focused on restoring supply chain agility and nurturing customer confidence through direct outreach and delivery execution. These steps helped us not only stabilize operations but also unlock new growth opportunities.

FY 2024–25 has thus become a turnaround year—a year where Fermenta reaffirmed its commitment to excellence, adaptability, and customer trust.

Innovation: The Engine of Renewal

A key pillar of our resurgence has been innovation. At the heart of our R&D strategy lies a commitment to delivering science-based, market-relevant solutions that address emerging consumer needs.

Our innovations in offering sustainable plant-source Vitamin D solutions have gained prestigious accolades—**Best Innovation of the Year at Pride of Maharashtra 2025** and **Excellence in R&D at Fi India 2024** being examples—but more importantly, it positions Fermenta at the forefront of the sustainable nutrition revolution. It demonstrates our ability to transform consumer insights into differentiated products that set new industry benchmarks.

Alongside this, we continued to build capabilities in allied domains. Our Fortified Rice Kernel (FRK) plant in Andhra Pradesh contributed to India's national food fortification initiative, directly addressing micronutrient deficiencies. Simultaneously, our vitamin and mineral premixes catered to both domestic and international demand for fortified food ingredients.

These strategic expansions allow Fermenta to serve a broader set of customers while reinforcing our long-term purpose: **"Nutritional wellness for all. On every plate. In every meal."**

Business with Purpose

At Fermenta, our mission goes beyond financial performance. We are equally committed to making a positive social and environmental impact. Our Environmental, Social, and Governance (ESG) framework is evolving to address our responsibilities as a conscious corporate citizen.

This year, we amplified our impact through community engagement and awareness initiatives. Our Vitamin D Guru campaign continued to create awareness about the widespread issue of vitamin D deficiency, especially in underserved regions. We collaborated with respected global partners like the Global Alliance for Improved Nutrition (GAIN) to contribute to capacity building in the fortification space and working toward a shared goal of eliminating hidden hunger.

We also made progress in our internal ESG roadmap—focusing on waste reduction, water stewardship, energy efficiency, and workplace diversity. Sustainability is now embedded in our operations, product design, and long-term planning.

Our People, Our Strength

Behind every innovation and milestone is our dedicated team of over 600 Fermenta colleagues. Their commitment, creativity, resilience and perseverance were the cornerstone of our success this year.

We continue to foster a work environment where every employee—regardless of gender, background, or role—feels valued, empowered, and heard. We are glad to see the growing number of women in our workforce, a reflection of our inclusive and future-ready culture.

We invest in continuous learning and upskilling through leadership development programs, safety training, and cross-functional workshops. As Fermenta grows, we want every team member to grow with us.

Charting the Future

Looking forward to fiscal 2025–26, we are optimistic. The world is entering a new era of nutrition—driven by preventive healthcare, rising demand for plant-based alternatives, and a greater emphasis on wellness as a lifestyle. Fermenta is well-positioned to thrive in this environment.

We aim to deepen our innovation pipeline and will continue expanding our presence in key global markets while optimizing supply chain resilience through backward integration and digital transformation.

India's evolving policy environment—through initiatives like the Production Linked Incentive (PLI) scheme and Poshan Abhiyaan—offers meaningful alignment with our capabilities. We remain committed to partnering with government and global institutions to deliver impactful nutritional solutions at scale.

In Gratitude

As we approach our 75th anniversary, we do so with humility, pride, and renewed purpose. Fermenta's legacy has always been about more than products—it has been about purpose.

Dr Raju's dream of building an Indian healthcare company that stands tall on the global stage remains our North Star. Guided by this vision, we will continue to blend innovation with integrity, growth with impact, and business excellence with social responsibility.

In closing, I extend my heartfelt appreciation to our Board and all our stakeholders including the leadership team, employees, customers, and supply partners for their unwavering dedication. And to you, our shareholders—thank you for your trust, patience, and continued belief in our journey. Together, we will shape the next chapter of Fermenta's story—with purpose, progress, and pride.

> The world is entering a new era of nutrition—driven by preventive healthcare, rising demand for plant-based alternatives, and a greater emphasis on wellness as a lifestyle.

Pradeep M Chandan
Chairman

From the Managing Director

Fiscal 2024–25 was a landmark year for Fermenta – one of transition, recovery, and renewal. After facing significant headwinds in the past two years, we realigned our strategy and operations with sharp focus on execution, efficiency, and innovation. I am pleased to report that these efforts have translated into a robust turnaround across Fermenta's financial, operational, and strategic dimensions.

Financial Recovery and Resilience

Following the post-pandemic downcycle, FY25 was a year of financial rebound. Fermenta achieved a consolidated total revenue of ₹481 crore, a marked improvement over ₹347 crore in FY24. We delivered an EBITDA of ₹122 crore and a net profit of ₹76 crore, compared to a net loss in the prior year — affirming the resilience of our business model. We are into FY26 with a stronger balance sheet, restored profitability, and renewed confidence.

The sales volume of our flagship Human Vitamin D3 portfolio saw a significant increase, reflecting normalization of inventory, and growing demand for our value-added formats. Our global subsidiaries expanded access to feed-grade Vitamin D3 customers across geographies, supporting recovery in the Animal Nutrition segment.

Prashant Nagre
Managing Director

Operational Excellence in Core Business

A central driver of this turnaround was our Customer Reactivation Program, which helped re-engage dormant accounts and revitalize long-standing partnerships. We expanded our Vitamin D3 business footprint across the food, feed, dietary supplements, and veterinary segments. Our value-added variants remained strong contributors to export-led growth.

Our manufacturing facilities in Dahej, Kullu, and Tirupati operated at high utilization. Dahej successfully cleared both EDQM and USFDA audits, and all sites maintained international certifications. Investments in digital dashboards, batch automation, yield optimization, and solvent recovery further enhanced our operational efficiency.

Innovation and New Product Development

Among our proudest milestones was the innovation of VITADEE™ *Green*, one of the world's first 100% plant-source, high quality, sustainable and multicompendial-passing Vitamin D3. Developed by our R&D team in Thane, this vegan and vegetarian-friendly product meets global pharmacopoeial standards and addresses gaps in traceability, scalability, and sustainability.

We also expanded our portfolio with Vitamin K1, Fortified Rice Kernels (FRK), and customized Vitamin Mineral Premixes (VMP). Our Tirupati unit enabled participation in Andhra Pradesh's rice fortification scheme. This facility successfully completed the World Food Programme (WFP) audit for participating in various global tenders. Our Kullu facility received the GAIN Premix Facility approval, making Fermenta ready for participating in global food fortification programs.

Strategic Growth: Geographic & Segment Expansion

We deepened our global footprint through focused distributor alliances and tailored offerings, thereby adding further momentum.

We entered adjacent segments, including food and veterinary sciences, with value-added formulations. Overall, we showed recovery supported by price correction, new market approvals, and growing segment specific demand.

Real Estate Value Unlocking

FY25 also marked the unlocking of strategic value from our non-core assets. The development rights granted to our real estate partner has set in motion the construction phase, and we expect additional revenues in the next 4-5 years.

Risk Management and Governance

Amid currency fluctuations and global disruptions, we executed a structured forex risk management strategy, pricing alignment, and cost optimization. Alternate supply routes and accelerated regulatory filings enabled business continuity in geopolitically affected regions.

Our enterprise risk management framework actively monitors sourcing, quality, and compliance risks. Fermenta's zero-tolerance approach to non-compliance, along with strong Board oversight and risk committee reviews, underpins our stakeholder trust.

People, Culture, and Leadership

Our transformation was powered by our 600+ employees. With attrition levels below industry benchmarks, we focused on technical upskilling, cross-functional training, mentoring, and international exposure. Women represented a rising share of new hires across departments, strengthening our inclusive culture.

Our leadership development efforts created a pipeline of future-ready professionals aligned with our growth agenda.

Nutrition Advocacy and Policy Alignment

Fermenta align closely with national nutrition and health missions, including Poshan Abhiyaan. Our Fortified Rice Kernel (FRK) solutions actively contribute to anaemia and micronutrient deficiency mitigation. We collaborate with government bodies, NGOs, and institutions to support fortification rollouts and capacity building.

Our participation in state-wide nutrition schemes and institutional programs reinforces our credibility and execution capabilities.

Sustainability Commitments

Sustainability is embedded into our operations. In FY25, we made significant progress in water and energy efficiency, by – product valorisation, and environmental impact reduction.

Strategic Priorities for FY26

As we step into FY26, our focus areas include:

Commercialization of Innovation – Offering new products and value-added formats across global markets.

Institutional Growth – Participating in global and national tenders for FRK and premixes.

New Vitamins and Enzyme Pipeline – Advancing development of enzymes, and novel Vitamin D derivatives.

Digitalization – Driving tech-based efficiency via automation, quality dashboards, and predictive analytics.

Geographic Expansion – Strengthening our presence in emerging economies and reinforcing market leadership in core regions.

Sustainability Expansion – Enhancing ESG frameworks, energy and water conservation and waste management.

Honouring a Legacy of Trust

As Fermenta enters its 75th year of incorporation, we reflect on the visionary ideals of our founder, Dr DVK Raju. His belief that scientific innovation must serve humanity and his unwavering commitment to integrity and long-term value creation continue to shape our philosophy. The Datla family's legacy stands as a beacon in our next phase of purpose-led growth.

A Note of Gratitude

To our employees – thank you for your grit and brilliance. To our customers and partners – thank you for your trust and collaboration. And to you, our shareholders – thank you for your belief in our mission.

Fermenta continues to lead with courage, creativity, and compassion. We are shaping into a company that is agile, inclusive, and purpose-driven—committed to delivering nutritional wellness for all.

Prashant Nagre
Managing Director

> Among our proudest milestones was our R&D team's creation of VITADEE™ Green, one of the world's first 100% plant-source, high quality, sustainable and multicompendial-passing Vitamin D3. This vegan and vegetarian-friendly product meets global pharmacopoeial standards and addresses gaps in traceability, scalability, and sustainability.

Leadership

Guided by Experience. Driven by Vision

Decades of Industry Expertise

Our leadership team combines extensive experience in pharmaceuticals, corporate governance, innovation, and compliance

Commitment to Best Practices

Strong governance, ethical standards, and a focus on sustainable growth underpin our leadership philosophy

Strategic Visionaries

Each member brings unique strengths to drive Fermenta's mission and long-term value creation

Pradeep M Chandan

Chairman and Independent Director

More than 36 years of corporate experience including legal, CS, compliance, corporate governance, investor relations, ESG reporting, restructuring, IPRs, real estate, joint ventures, and greenfield projects.

Fellow member of ICSI; Commerce & Law graduate from Mumbai University. Undergone Management Development Program from SP Jain Institute of Management & Research, Mumbai. Master Certificate Course in IPR from IES Institute, Mumbai. Member of Stakeholders Relationship Committee.

Krishna Datla

Executive Vice-Chairman

More than 24 years in leadership. Responsible for vision, strategic decision-making, global expansion, and overseeing new businesses.

Commerce graduate from Mumbai University. Member of Stakeholders Relationship and CSR Committees.

Prashant Nagre

Managing Director

More than 35 years of pharmaceuticals industry experience. Leads strategy, operations, R&D, business development, budgeting, and manufacturing.

Master of Management Sciences, PG Diploma in International Trade (IIFT, New Delhi), and Bachelor of Pharmacy. Member of Audit and Risk Management Committees.

Satish Varma

Executive Director

More than 30 years of extensive hands-on experience in Fermenta's leadership, management, operations, enterprise systems, and legal. With Fermenta since 1995, initially as Executive Assistant to the Managing Director, and since 2003 as a Director on Fermenta's Board.

Computer Science. Member of the Stakeholders Relationship and Risk Management Committees.

Our leadership team's collective experience and commitment to excellence position Fermenta for continued success and responsible growth

Rajeshwari Datla
Non-Executive Director

More than 50 years of rich experience in management, research and operations in the pharmaceutical industry.

Bachelor of Science. Member of Nomination and Remuneration, and CSR Committees.

Anupama Datla Desai
Executive Director

More than 19 years of experience in quality control and safety, R&D, innovation, patents, and implementation of new technology platforms.

Post-graduate in Biotechnology from Mumbai University; Science Graduate from Boston College, USA. Member of Risk Management Committee.

Pramod Kasat
Independent Director

More than 32 years of experience in corporate leadership, investment banking, and capital market solutions.

BE (Electrical & Electronics) from BITS Pilani; MMS (Finance) from Sydenham Institute of Management Studies, Mumbai University. Member of Audit, Nomination and Remuneration, and Stakeholders Relationship Committees.

Rajashri Ojha
Independent Director

More than 35 years of experience in global drug regulatory affairs, QC-QA-QM, regulatory compliance, audits and inspections, registration and marketing approvals across the globe. GxP Trainer and Lead Auditor for ISO 13485:2016, ISO 9001:2015, and ISO 22000-2018.

Bachelor of Pharmacy. Member of Audit, Nomination and Remuneration, CSR, and Risk Management Committees.

Ramanand Mundkur
Independent Director

More than 30 years of experience in managing financial sector issues, corporate governance, complex cross-border transactions, mergers and acquisitions, arbitration and international dispute resolution. Also a law school visiting faculty.

BA, LLB (Honors) from National Law School of India University, Bangalore, India; LLM (Master of Law) from Harvard Law School, Cambridge, USA. Member of Audit and CSR Committees.

Lines of Business

Driving innovation across Nutritional Wellness, Health, and Environmental Solutions

Nutrition

Primary revenue source focused on nutritional ingredients for health and wellness industries

Vitamin D3 - Human

Plethora of applications in pharmaceuticals, nutraceuticals, food & beverages industry

Vitamin D3 - Animal

Specialized pre-formulations for Animal Nutrition targeting Feed manufacturers offering solutions for ruminants, swine, poultry, companion animals, etc

Others

Vitamin K1, Customized Food Premixes, Fortified Rice Kernels (FRK) and Specialized Nutraceutical ingredients

Other Business

Diversified biotechnology and chemical solutions for pharmaceutical, industrial, and environmental applications

API & Intermediates

Niche pharmaceutical ingredients and custom synthesis for generic and New Chemical Entity (NCE) developers

Green Chemistry

Enzymatic technologies for eco-friendly processes in chemical, biofuel, and agrochemical industries.

Biotransformation solutions for sustainable products in home and personal care sectors

Environmental Solutions

Biotechnology- and engineering-based remediation solutions for water treatment and waste management sectors

Revenue Mix (Consolidated)

(₹ Crore)

	FY22	FY23	FY24	FY25
Nutrition Business	**350**	**248**	**217**	**350**
Vitamin D3 – Human Nutrition	224	163	141	216
Vitamin D3 – Animal Nutrition	79	37	38	94
Others	47	48	39	40
Other Business	**33**	**40**	**46**	**67**
Other API & Intermediates	21	20	29	38
Green Chemistry	8	7	5	7
Environmental Solutions	4	13	12	22
Other Income	**24**	**23**	**20**	**20**
Value Unlocking	**–**	**48**	**64**	**45**
Real Estate	–	48	64	45
Total	**407**	**359**	**347**	**481**

Global Manufacturing & R&D: Powering Innovation and Trust

Fermenta leverages a strategic international manufacturing footprint and breakthrough R&D capabilities, earning trust through quality, compliance, and innovation

Global Presence & Certifications

Manufacturing and R&D hubs in India (Thane, Kullu, Dahej, Tirupati) and subsidiary in Germany

Multiple global regulatory certifications, including EU GMP, WHO-GMP, USFDA, FSSC, HALAL, KOSHER, and GAIN

Breakthrough Capabilities

Dedicated Vitamin D3 manufacturing with backward integration, customized premix plants, and fortified rice kernel production

Corporate HQ and R&D excellence center with pilot plant for new products, process development and innovation

Innovation & Quality

Fortified Rice Kernels (FRK) enriched with iron, vitamin B12, and folic acid as per FSSAI guidelines. Also approved by WFP

Our dedicated Premix plant has also received GAIN certification

100+ scientists & engineers

75 years of expertise

15+ key certifications

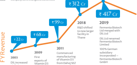
400+ global customers

Note: Maps are not to scale.

Fermenta Growthline

1951 Founder Dr DVK Raju established International Franchises Pvt Ltd for pharmaceutical toll manufacturing

1963	Entered into a joint venture with Phillips Duphar and Crookes Laboratory UK Name changed to Crookes Interfran Ltd (CIL)
1967	Commenced Vitamin D production
1971	Phillips Duphar acquired shares of CIL from Crookes Lab UK; name changed to Duphar Interfran Ltd
1977	Duphar Interfran Ltd listed on BSE
1980	Phillips Duphar's stake acquired by Solvay
1986	Fermenta Biotech Ltd founded to manufacture enzyme catalysts
2002	Duphar Interfran demerged pharmaceutical business to Solvay
2003	Company name changed to DIL Limited



2003

DIL increased stake in Fermenta Biotech Ltd to 96%

Consolidated all manufacturing at Kullu by expanding the facility to include Vitamin D3 and other products

Set up an R&D facility at Thane

2009

First exports of Vitamin D3

2011

Commenced manufacturing of Vitamin D3 from Dahej SEZ

2018

R&D shifted to new larger facility in Thane

2019

Fermenta Biotech Ltd merged with DIL Ltd

DIL Ltd renamed Fermenta Biotech Limited

100% German subsidiary incorporated – Fermenta Biotech GmbH

Journey of innovation, expanding geographical

Manufacturing & technology breakthroughs
Backward integration & strategic growth
Human nutrition innovations
Plant-source Vitamin D3
Global recognition

₹ 305 Cr

₹ 407 Cr

₹ 347 Cr

₹ 481 Cr

2020

Backward integration of key starting material, viz, cholesterol

Acquired 52% stake in AGD Nutrition USA— renamed Fermenta USA LLC

Launch of spray dried Vitamin D3 Feed Grade 500 by Fermenta Biotech GmbH

2022

Commissioned FRK plant in Tirupati

2024

Commissioned premix plant at Kullu

Commercialized Vitamin K1 using proprietary technology

Successfully transferred plant-source Vitamin D3 technology from R&D to manufacturing

EU GMP and US FDA certifications for Dahej facility

2025

Completed validation batches for spray dried variant of Vitamin D3 100,000 IU/g powder for human nutrition - Vitamin D3 100 SD and started the qualification process with leading global customers and regulators

Began commercial scale production of plant-source Vitamin D3 active ingredient using technology developed in-house and completed validation batches of plant-source D3 in Oil and D3 spray dried powder variants for human nutrition–VITADEE™ Green

Approval from GAIN and WFP , reinforcing our global commitment to quality nutrition

presence, and global leadership in nutritional wellness

Strategic Alliances & International Certifications

At Fermenta, we pride ourselves on our extensive collaboration ecosystem and a wide array of certifications that significantly enhance our credibility and reach. Our commitment to quality resonates throughout the entire nutrition and fortification supply chain, allowing us to make a meaningful impact on health and wellness globally

Abbott	A global leader in nutrition, pharmaceuticals, and medical devices, known for its commitment to advancing health
NIFTEM	**National Institute of Food Technology Entrepreneurship and Management** Created by India's Ministry of Food Processing Industries Dedicated to enhancing the food processing sector in India through research and innovation
Informa Markets	A leading international market-maker, known for connecting buyers and sellers in various industries
HADSA	**Health Food and Dietary Supplements Association** An influential body representing the interests of health and dietary supplement sectors
GAIN	**Global Alliance for Improved Nutrition** Works globally to improve nutrition for vulnerable populations through innovation and collaboration

Amplifies market reach | enhances technical capabilities strengthens industry influence | expands social impact

Trust | Impact | Leadership

Together, these strategic alliances amplify our market presence, enhance our technical capabilities, strengthen our influence within the industry, and expand our social impact across the entire nutrition and fortification value chain

The Collaboration	Strategic Value
We partner with Abbott to launch Vitamin D awareness campaigns and create educational materials aimed at healthcare professionals and patients	This collaboration broadens our outreach, ensuring that vital information about Vitamin D reaches a wider audience, ultimately benefiting public health
We work with NIFTEM to fortify commonly consumed food items such as biscuits and juices, as well as to develop fortified rice kernels	This partnership lends significant government-backed credibility to our fortification initiatives, reinforcing our commitment to improving nutritional standards across the country
Our collaboration with Informa Markets includes participation in exhibitions and sponsorship of conferences, where we promote Vitamin D awareness and engage with industry stakeholders	This partnership enhances our visibility in the market and fosters valuable networking opportunities, allowing us to connect with key players in the nutrition sector
As part of HADSA we contribute to the conference committee and participate in CEO panels	Our involvement strengthens our regulatory and industry positioning in India, ensuring that we remain at the forefront of discussions that shape the future of nutrition
We partner with GAIN on initiatives that focus on digital traceability and quality assurance in fortification efforts	This partnership showcases our dedication to tackling global nutrition challenges, demonstrating our proactive approach to ensuring the highest quality in our products

Across the entire nutrition and fortification value chain

Global Compliances

Comprehensive certifications demonstrate our commitment to meet diverse customer needs and global standards of quality, safety, sustainability, and ethical production

Certifications

WHO-GMP (World Health Organization Good Manufacturing Practices)
Ensures that products are consistently produced and controlled according to quality standards

NSF (National Sanitation Foundation, USA)
Certifies that our processes meet rigorous safety and quality criteria

FSSC 22000 (Food Safety System Certification)
A globally recognized standard for food safety management systems that ensures the safety of food products

Intertek
Certification that guarantees quality and safety in our manufacturing processes

BRCGS (British Retail Consortium Global Standard)
A leading global standard for food safety that ensures our products meet international safety and quality benchmarks

HACCP (Hazard Analysis and Critical Control Points)
A systematic preventive approach to food safety that identifies and mitigates risks

EDQM (European Directorate for the Quality of Medicines)
Adherence to stringent guidelines for European pharmaceutical markets

KLBD (Kosher Division of the London Beth Din)
Confirms ingredients and manufacturing processes comply with community-specific dietary requirements

Halal Certification
Confirms ingredients and manufacturing processes comply with community-specific dietary requirements

AVA (American Vegetarian Association); **Vegetarian Society,** UK
Vegetarian friendly

AVS (American Vegetarian Society)
Meeting global vegan standards

WFP (World Food Programme)
Approval for participating in United Nations Rice Fortification Programs

FDA (US Food and Drug Administration)
US regulatory approval for safety standards involving food and dietary supplements

FAMI QS (Feed Additives and Pre-Mixtures Quality System)
For specialty feed ingredients and their mixtures, ensuring feed safety in the animal nutrition industry

GAIN (Global Alliance for Improved Nutrition)
GAIN Premix Facility approval for global micronutrient premix tenders

We adhere to stringent European pharmaceutical and US FDA guidelines, ensuring safety and quality in all our products

Community-Specific & Ethical Production

Human Nutrition Safety

We comply with the standards set by KLBD (Kosher London Beth Din), the Vegetarian Society, and the Vegan Society, ensuring our products meet diverse dietary requirements

Animal Nutrition Safety

Our partnership with FAMIQS (Feed Additives and Mixtures Quality Assurance System) focuses on ensuring feed safety for animal nutrition, underscoring our commitment to holistic health

Global Initiatives

Collaborating with organizations like WFP and GAIN to eradicate hidden hunger worldwide, we participate in United Nations-backed rice fortification programs and gain approval for global micronutrient premixes, furthering our mission to combat malnutrition.

Driving Innovation
R&D Focus, Achievements

At Fermenta, Research and Development is the engine that drives our growth, competitiveness, and market leadership

Our R&D strategy is designed to anticipate market trends, address unmet needs, and deliver differentiated products and processes that create lasting value for our customers and stakeholders

The focus is on three core areas: APIs, biotechnology, and pre-formulation, each delivering breakthrough products and process improvements that set us apart in the global market

Key Achievements

Active Pharmaceutical Ingredients (APIs)
Expanding and Enhancing

Product Pipeline: Our API team has successfully commercialized 11 new products, including high-demand molecules such as Vitamin K1, cholesterol, and lanolin derivatives. These launches not only expand our portfolio but also address emerging needs in pharmaceuticals and nutraceuticals

Process Optimization: Through rigorous process improvement, we achieved significant cost reductions in Vitamin K1 manufacturing and enhanced the synthesis of Phenyramidol HCl, boosting operational efficiency and product quality

Yield Enhancement: Innovations in process chemistry have enabled higher yields, supporting scalability and reliability in supply

Biotechnology
Leveraging Enzyme Science for Versatile Solutions

Molecular Biology: By significantly enhancing the activity of key enzymes (e.g., PA850, PS 250), our R&D has unlocked new efficiencies in biocatalysis

Fermentation Expertise: We have developed proprietary in-house lipases and dual locus strains, strengthening our competitive edge in enzyme production

Pre-formulation
Customizing Nutrition for Global Needs

New Ingredient Versions: We have commercialized a significant number of innovative products in the Vitamin Mineral Supplement domain, each designed for targeted health outcomes and market segments

Premix Development: Our R&D team has formulated premixes for rice, flour, oil, and milk fortification, supporting public health initiatives and industry partners

Pilot-Scale Innovation: With advanced labs and pilot-scale equipment, we simulate real-world manufacturing, enabling rapid prototyping and client-driven customization

Fermenta's R&D engine powers continuous innovation across APIs, biotechnology, and pre-formulation, enabling market leadership and unlocking future growth opportunities

Future Directions

VITADEE™ Green: Advancing the launch of plant-source Vitamin D3, addressing the growing demand for clean-label, vegan and vegetarian friendly ingredients in powder and oil forms for nutraceutical applications

VITADEE™ SD (Spray Dried): Developing a spray-dried form of Vitamin D3 for use in pharmaceutical and nutraceutical applications, enabling global formulation flexibility

Calcifediol (a novel Vitamin D3 analog) **Commercialization:** We are advancing the launch of Calcifediol, a next-generation Vitamin D metabolite with clinical relevance for bone health

Lanolin Derivatives: Ongoing research targets the use of lanolin derivatives in personal care and lubricants, diversifying applications and entering high-value markets

New Lipase Portfolio: We are preparing a new generation of lipases for diverse industrial applications

API Enzyme Applications: Our enzymes are being tailored for use in pharmaceutical APIs, enhancing process sustainability and selectivity

Oleochemistry & Biodiesel: Research is underway to leverage our enzyme assets in the oleochemistry and biodiesel sectors, supporting both sustainability and market expansion

Calcifediol 1.25%: Launching a specialized concentration for advanced animal nutrition

WFP FRK Premix: Developing fortified rice kernel solutions for WFP initiatives, addressing global malnutrition

RUSF & RUTF Premixes: Creating ready-to-use supplementary and therapeutic food premixes, supporting humanitarian and clinical nutrition programs worldwide

Driving Innovation
Strategic Outcomes

R&D Outcomes: Flagship Innovations and Market Impact

Spray-Dried Vitamin D3 (100,000 IU/g)

Technology

Developed via a proprietary, patented process that delivers pharmaceutical-grade Vitamin D3 with exceptional stability and bioavailability. The product is certified by the European Pharmacopoeia (CEP), opening doors to regulated markets

Market Impact

Used by leading pharmaceutical and nutraceutical companies globally, this product is a benchmark for quality and reliability, with limited competition due to patent protection and technical complexity

VITADEE™ Green (Vegan Vitamin D3)

Innovation

One of the world's first multi-compendial plant-source, clean-label Vitamin D3 derived from phytosterols. Offers unmatched purity (40 MIU/g) and stability, outperforming current available vegan Vitamin D3 alternatives

Strategic Value

Meets the growing demand for vegan and vegetarian friendly sustainable supplements and is backed by Fermenta's decades of technical expertise and multi-compendial compliance

Vitamin K1 (Phylloquinone)

Portfolio Breadth

One of the few global suppliers offering this product for pharmaceutical, food, and nutraceutical customers

Health Impact

Essential for blood clotting, Vitamin K1 is a critical ingredient in both preventive and therapeutic health products

Customized Premixes

Co-Development Model

Our R&D team works alongside customers to design and test premixes that meet precise nutritional, regulatory, and sensory requirements

Technical Capabilities

Utilizing advanced instrumentation and pilot-scale blending, we ensure each premix delivers uniformity, stability, and performance in both dry and liquid applications

Strategic Impact and Competitive Advantage

Fermenta's R&D team is not just a source of new products—it is a strategic asset that underpins our clean-label growth ambitions, pharmaceutical leadership, and competitive differentiation. Our investments in proprietary technologies, patent portfolios, and customer-driven innovation have created substantial barriers to entry, allowing us better control over pricing and capture share in high-growth markets

Clean-Label & Sustainability

Our vegan, plant-source, and green chemistry solutions align with global consumer trends and regulatory shifts towards cleaner, more sustainable products

Pharmaceutical Leadership

Our CEP-certified APIs and patented processes position us as a partner of choice for global pharma leaders

Limited Competition

Many of our flagship products and technologies are protected by patents and technical know-how, ensuring a durable competitive edge

Building Tomorrow's Workforce: Strategic Talent Development and Operational Excellence

Investing in People for Sustainable Growth

Fermenta's human capital strategy has strengthened our 600+ global workforce through strategic hiring, enhanced training programs, and robust safety protocols—driving our operational turnaround and positioning us for future expansion across our core operations in India, Germany, and the US

Talent & Capability Building

Safety & Performance Excellence

Strategic Workforce Expansion

Fermenta's human capital strategy focuses on building a skilled, engaged workforce to support our growth trajectory while maintaining a positive work environment across all locations. Our 600+ employees across India, Germany, and the US form the backbone of our operational excellence and innovation capabilities

Key HR Initiatives

During FY25, we strengthened our human resources framework through strategic talent acquisition, enhanced employee development programs, and improved workplace safety protocols. Our focus on building technical expertise and leadership capabilities has supported our operational turnaround and positioned us for future growth

Fermenta's People Development Framework

	Key Initiatives	Impact/Outcomes	FY25 Achievements
Talent Acquisition	Strategic hiring in R&D Manufacturing expertise recruitment Leadership team strengthening	Enhanced technical capabilities Improved operational efficiency Stronger management depth	15% increase in R&D personnel Key leadership appointments in manufacturing Enhanced quality control team
Employee Development	Technical training programs Leadership development initiatives Cross-functional skill building	Improved productivity Enhanced innovation capacity Better succession planning	100+ employees completed technical certifications Leadership development programs for 25 managers Cross-training across manufacturing sites
Safety & Wellness	Comprehensive safety protocols Employee wellness programs Mental health support initiatives	Zero major accidents Improved employee satisfaction Enhanced workplace culture	Achieved zero lost-time incidents Implemented employee assistance programs Enhanced safety training across all facilities
Performance Management	Merit-based reward systems Goal alignment frameworks Regular feedback mechanisms	Improved retention rates Higher performance standards Better goal achievement	92% employee retention rate Performance-linked incentives implemented Quarterly review processes established

Industrial Relations

We maintain harmonious industrial relations across all our manufacturing facilities with no significant labor disputes during FY25. Our collaborative approach with employee representatives and regular dialogue mechanisms ensure a positive work environment conducive to productivity and growth

Employee Composition

Our workforce includes 100+ scientists and engineers supporting our R&D initiatives, manufacturing specialists ensuring quality production, and support functions enabling seamless operations across our global footprint

Fermenta's dynamic, highly-educated workforce combines youthful energy with specialized expertise in advanced manufacturing processes and global market penetration. Our committed professionals possess technical proficiency in nutritional science, regulatory compliance, and cross-cultural communication skills essential for developing, producing, and marketing innovative wellness ingredients across diverse international markets

Professional (CA/CS/Law/CMA)	12
PhD	3
PG (management)	30
PG (engineering)	8
PG (science)	109
PG (others)	6
Graduate (engg)	49
Graduate (science)	81
Graduate (others)	51
Diploma	24
Trade certificate	97
Others	136
Total	**606**

Under 21	1
21-30	144
31-45	365
46-60	93
Over 60	3
Grand Total	**606**

Core Values

Our five core values guide every decision at Fermenta—fostering trust, innovation, and purposeful impact through continuous adaptation and collaborative growth in nutritional wellness excellence worldwide

Trust as Our Foundation	We recognize that trust, like air, is essential to our growth. We foster transparency in our operations and build authentic relationships with our team members, partners, and stakeholders
People-Driven Innovation	We value each team member as a whole person to be nurtured in an environment where scientific excellence meets personal growth. Our innovative spirit is powered by the diverse perspectives and contributions of our people as well as our multiple internal and external stakeholders
Purposful Impact	We align our expertise in nutritional and green chemistry with meaningful goals that benefit society, ensuring our work contributes to both organizational success and global well-being
Continuous Adaptation	We embrace change and evolution, staying resilient and adaptable in our rapidly advancing field while maintaining our core commitment to excellence
Collaborative Growth	We believe in the power of collective success, fostering an inclusive environment where every voice matters and where peosonal and organizational values intersect to drive innovation

Social responsibility

Empowering Communities and Protecting Our Planet: Fermenta's Social Commitment

Driving Positive Change

Fermenta is dedicated to uplifting vulnerable communities, preserving biodiversity, and building sustainable social infrastructure

Holistic Approach

Our initiatives span environment, animal welfare, education, healthcare, and community development

Collaborative Impact

Partnerships with local organizations and authorities ensure meaningful, long-term benefits

Environment & Animal Welfare

Sanjay Gandhi National Park

Animal adoption program for leopards and rusty cats

Supported the establishment of a watch tower for enhanced wildlife monitoring

Thane Animal Rehabilitation

Provided essential food supplies and veterinary care to rehabilitate and protect rescued wildlife

Clean Air Initiative

Sponsored the "International Day of Clean Air for Blue Skies" in collaboration with Thane Municipal Corporation, promoting awareness and action for cleaner air

NAB DVK Music Academy

Education & Training

Police Training

Established a comprehensive training and wellness center at Neral Police Station to enhance skills and well-being

Ankuram Foundation

Supported school uniforms, stationery, and health awareness programs, ensuring children have the resources and knowledge for a brighter future

State Level Forest Police

Sponsored sports meets and duty programs in Kullu, fostering camaraderie and physical fitness among forest police personnel

Government Primary School

Delivered educational support in Dahej, bridging gaps and empowering young minds

Wheelchairs for Veterans, Paraplegic Rehab Center

Together, these initiatives embody Fermenta's unwavering commitment to social responsibility, environmental stewardship, and community empowerment

Healthcare & Community

Red Cross Mela
Sponsored a sub-division level event in Kullu, providing healthcare access and awareness to local communities

National Association for the Blind
Implemented preventive healthcare initiatives for the visually impaired in Mumbai, enhancing quality of life and well-being

Paraplegic Rehabilitation Centre
Provide wheelchairs, conduct training activities for armed forces veterans in Pune, supporting their rehabilitation and reintegration

Gram Panchayat Takoli
Contributed to road development projects in Kullu, improving infrastructure and connectivity for residents

Reflective Safety Vest Distribution

Discussion of Financials

Disciplined Execution Drives Financial Turnaround and Sustainable Growth

2024–25 was a year of strong financial recovery. Through rigorous cost management, strategic investments, and a relentless focus on operational excellence, we strengthened our balance sheet, generated robust cash flows, and significantly improved profitability—all while positioning the business for scalable, future-ready growth

Income Statement – Improved Operational Performance

Fermenta delivered exceptional FY25 performance with 40% total revenue growth to ₹481 crore and ₹100 crore profit surge to ₹76 crore from a loss of ₹24 crore a year ago. Strong operational leverage was evident as expenses grew only 14% versus 40% revenue growth. Net profit margin expanded from (4.9)% to 16.3%, demonstrating improved efficiency and profitability transformation. Key operational improvements include 17% decline in finance costs indicating improved debt structure, establishing a sustainable earnings base. Material cost consumed increases of 54% were effectively managed against revenue growth, while other income contributed ₹12 crore. The performance showcases management's ability to scale operations efficiently

	FY25	FY24	% Change
INCOME			
Revenue from operations	469	335	▲ 40%
Other income	12	12	▲ 0%
Total Income	**481**	**347**	**▲ 40%**
EXPENSES			
Cost of materials consumed	119	77	▲ 54%
Purchases of stock-in-trade	60	27	▲ 121%
Change in inventories	(31)	26	▼ (219%)
Employee benefits expense	65	59	▲ 11%
Finance costs	14	17	▼ (17%)
Depreciation and amortisation	24	25	▼ (2%)
Other expenses	147	119	▲ 23%
Total Expenses	**398**	**350**	**▲ 14%**
PROFITABILITY			
Profit before tax	**83**	**(3)**	▲
Tax expense	7	(14)	▲
Profit after tax and exceptional item	**76**	**(24)**	▲

Total expenses grew at less than half the rate of revenue growth, translating strong top-line momentum into exceptional bottom-line performance and margin expansion

Exceptional operational leverage and margin expansion from disciplined cost management enhances profitability resilience

Sustainable earnings growth reflects our commitment to scalable value creation

Balance Sheet Strengthened

Fermenta's balance sheet is now more resilient than ever. Total assets grew by 12% to ₹614 crore, with a notable 39% increase in current assets, reflecting prudent investments in inventories and receivables to support anticipated revenue growth. Most significantly, we reduced total debt by 17% to ₹109 crore through targeted repayment of high-interest loans, resulting in a healthier capital structure. Equity rose by 26% to ₹359 crore, underscoring our commitment to value creation for shareholders. The increase in inventories by 42% is a strategic move to meet growing market demand and ensure supply chain continuity

Growth with Financial Agility

(₹ Crore)

	FY25	FY24	% Change
Assets			
Total Assets	614	548	▲ 12%
Fixed Assets (Net)	210	236	▼ -11%
Current Assets	335	242	▲ 39%
Cash & Equivalents	72	60	▲ 20%
Inventories	124	87	▲ 42%
Liabilities			
Total Equity	359	285	▲ 26%
Total Debt	109	132	▼ -17%
Current Liabilities	212	173	▲ 22%

Our disciplined financial stewardship cut debt while expanding critical assets—fueling future-ready growth without overleveraging

Proactive debt management reduced liabilities, enhancing balance sheet resilience

Prudent cash flow management ensures operational flexibility

Healthy equity growth reflects our commitment to sustainable value creation

Discussion of Financials

Cash Flow Resilience

Our focus on operational efficiency translated into a strong cash flow performance. Net profit rebounded to ₹76 crore, reversing last year's loss and demonstrating the success of our turnaround strategies. Operating cash flow of ₹41 crore reflects the underlying strength of our business model, even as we invested in inventory for future growth. Free cash flow remained positive at ₹19 crore, providing the financial flexibility to fund ongoing investments and innovation. Continued debt repayments further improved our financing cash flows, reducing interest expenses and freeing up resources for strategic priorities

(₹ Crore)

Particular		FY25	FY24
Operating Cash Flow			
Net Profit	▲	83	(10)
Depreciation	▼	24	25
Working Capital Changes	▼	(83)	33
Other Adjustments	▼	16	58
Operating Cash Flow	▼	41	105
Investing Cash Flow			
Capex	▼	(22)	(19)
Other Adjustments	▲	22	4
Investing Cash Flow	▲	(0)	(15)
Financing Cash Flow			
Equity	▲	2	0
Debt	▲	(36)	(69)
Other Financing Cost	▲	(18)	(22)
Financing Cash Flow	▲	(51)	(91)
Net Cash Flow	▼	**(10)**	**(1)**

Metric		FY25	FY24
Operating Cash Flow			
Operating Cash Flow	▼	41	105
Less: Capex	▼	(22)	(19)
Free Cash Flow	▼	19	86

Prudent working capital deployment and debt reduction position us for scalable growth

Resilient operating cash flow

Strategic inventory buildup for future demand

Investing discipline maintained with efficient asset management

Debt reduction indicates accelerating balance sheet strength

Sustained positive free cash flow

fbl fermenta

Cost Optimization Drives Margins

We achieved meaningful reductions across all major cost categories. Raw material costs declined by 14% year-on-year, now representing only 35% of revenue, thanks to a favorable revenue mix and improved procurement strategies. Employee costs were down 7%, reflecting productivity gains and disciplined workforce management. Manufacturing and administrative expenses also decreased, benefiting from scale efficiencies and ongoing cost control measures. Finance costs dropped by 2% as a result of our lower debt levels. These collective efforts have expanded our margins and created room for reinvestment in high-impact growth initiatives

Cost Components	FY25	FY24	Change	KeyDrivers
Raw Materials	35%	50%	▲ -14%	Revenue mix
Employee Cost	15%	22%	▲ -7%	Revenue increase offset wage increases
Manufacturing Expenses	17%	20%	▲ -3%	Increase in scale of operation
Sales & Marketing	4%	4%	▲ 0%	-
Administrative	10%	15%	▲ -6%	-
Finance Costs	3%	5%	▲ -2%	Reduction in debt

Strategic cost controls reduction in raw material costs – reinvesting savings into growth initiatives while protecting profitability

Streamlined hiring and productivity gains offset competitive wages

Scale efficiencies absorbed energy/maintenance inflation

Reduced finance cost strengthened balance sheet

In summary, FY25 marked a pivotal year of transformation for Fermenta. Our disciplined execution, strong financial controls, and strategic investments have set the stage for sustainable, long-term growth and value creation. We are confident that these foundations will enable us to capitalize on emerging opportunities and deliver continued success for all our stakeholders

Discussion of Financials

Ratios

Record Profitability | Stronger Balance Sheet Enhanced Financial Flexibility

Liquidity: Enhanced Short-Term Strength

Fermenta's liquidity profile improved, with the current ratio rising to 1.52 and the quick ratio to 0.87 in FY25. These gains reflect prudent working capital management

Asset Management: Improved Efficiency

Asset turnover increased significantly from 0.6 to 0.81, demonstrating more efficient use of the company's asset base to generate revenue. Receivables days remained stable at 64, reflecting continued discipline in collections and credit management

Profitability: Record Margins and Returns

FY25 saw a remarkable leap in profitability. EBITDA margin surged to 26%, driven by effective cost controls and improved volume-price realizations. Return on Assets (ROA) rebounded sharply to 13% from negative levels in previous years, while Return on Equity (ROE) soared to 23%, highlighting the effective deployment of capital and enhanced shareholder value

Leverage Ratios: Stronger, Leaner Balance Sheet

Fermenta reduced its debt-to-equity ratio to 0.30 and debt-to-assets to 0.18, underscoring a leaner and less risky capital structure. Lower leverage not only reduces financial risk but also increases the company's flexibility to invest in future growth initiatives

	FY22	FY23	FY24		FY25
Liquidity					
Current	1.5	1.2	1.4	▲	1.52
Quick	0.6	0.5	0.8	▲	0.87
Asset management					
Asset turnover	0.6	0.5	0.6	▲	0.81
Receivables days	71	67	61	▲	64
Inventory turnover	2.5	2.4	3.1	▲	4.4
Profitability					
Returns on Assets	2%	-4%	-3%	▲	13%
Return on Equity	4%	-7%	-5%	▲	23%
Net Profit Margin	3.8%	-7%	-4.9%	▲	16.3%
EBITDA Margin	17%	7%	12%	▲	26%
Leverage ratios					
Debt to equity	0.63	0.69	0.46	▼	0.30
Debt to assets	0.33	0.34	0.24	▼	0.18
Interest Coverage	2.58	(0.10)	0.86	▲	6.86

EBITDA margin leap reflects cost control and higher volume-price realizations

ROE & ROA rebound: Capital deployed more effectively

Stronger cash position: Better short-term resilience

Faster asset turnover: Improved utilization of investments

Leaner balance sheet: Lower financial risk

Lower leverage supports future flexibility

FY25 showed strong recovery: EBITDA margin hit 26%, ROE rose 23%, debt ratios improved, and liquidity strengthened—signaling operational turnaround

Fermenta's Core Proposition

Our core vision

Nutritional wellness for all.
On every plate.
In every meal.

Our mission

To leverage our expertise in complex manufacturing at scale for delivering science-backed, leading-class nutritional solutions while creating value for customers, society, and investors

Society

Contribute to global health and preventive care through nutritional ingredients

Support life productivity across human and animal populations

Address environmental challenges with custom and green chemistry solutions

Customers

Best-in-class, science-backed nutritional ingredients

Diverse market segments: Pharmaceuticals, Dietary Supplements, Food & Beverages, Veterinary, Customized Vitamin Mineral Premixes

Meet exacting standards of leading global brands in pharma, dietary supplements, food, veterinary, and animal feed industries

Research-based custom solutions tailored to specific needs

Comprehensive portfolio of vitamins, Customized Vitamin Mineral Premixes, premium ingredients

Investors

Market leadership in Vitamin D3

Integrated business model

State-of-the-art manufacturing

Decades of expertise in high-value manufacturing

Global scale of operations

Strong R&D and continuous innovation leading to cost/environmental/bioavailability benefits

Robust financial performance

Diversified revenue streams across multiple product lines and market segments and applications, as well as from value unlocking from assets

Deep relationships with leading brands in human/animal health and nutrition; food & beverages

Strategy Map

Aligned with our vision and mission, Fermenta's comprehensive strategy framework integrates financial performance, customer-centric sales, market expansion, operational excellence, innovation, and sustainability

Financial

Financial Performance and Investor Value

- Drive consistent, industry-leading financial results
- Optimize asset value to maximize investor returns
- Ensure sustainable growth through balanced organic and acquisition strategies

Sales

Customer-Centric Approach

- Target key sectors: Pharma, Dietary Supplements, Food & Beverages, Veterinary, and Premixes
- Exceed rigorous quality standards required by global industry leaders
- Cultivate strategic relationships with premier brands across health and nutrition

Expansion

Market Expansion & Inorganic Growth

- Solidify Vitamin D3 global market dominance
- Intensify presence across current 60-country footprint
- Execute strategic acquisitions to rapidly expand product capabilities
- Form key partnerships to penetrate new markets and strengthen positioning
- Integrate complementary technologies to accelerate innovation pipeline

Internal Process

Operational Excellence

- Maximize advanced manufacturing capabilities
- Capitalize on decades of specialized high-value production expertise
- Implement integrated business approaches for superior efficiency

Innovation and Product Development

- Deploy cutting-edge R&D to create science-backed nutritional innovations
- Broaden premium vitamin, nutritional premix, and ingredient portfolio
- Deliver targeted research-based solutions for specific customer challenges

Sustainability and Social Responsibility

- Advance global health through innovative preventive nutrition solutions
- Enhance productivity and wellbeing across human and animal populations
- Pioneer environmental solutions through green chemistry innovations

Organizational Learning

Capability Development

- Build research capabilities to stay at the forefront of nutritional innovation
- Cultivate cross-functional expertise across sectors and markets

accelerate expansion | diversify offerings | strengthen market position

Opportunity

Unlocking Growth: Fermenta's Unique Position to Meet Evolving Health & Nutrition Demands Worldwide

India's Rising Potential

Rapidly growing awareness of preventive health, a booming middle class, and robust government health initiatives are fueling demand for fortified and functional foods, animal nutrition, and personalized nutrition solutions

Preventive Health Awareness: Growing consumer focus on health maintenance and disease prevention

Expanding Middle Class: Increased purchasing power drives demand for premium nutrition products

Government Health Initiatives: Programs supporting food fortification and public health

Food Fortification: Rising adoption in staple foods to address micronutrient deficiencies

Functional Food Growth: Consumer interest in foods with added health benefits

Animal Nutrition Demand: Expanding livestock and pet sectors require advanced nutrition solutions

Personalized Nutrition: Tailored dietary products based on individual health needs

Global Market Momentum

Worldwide trends such as the surge in nutritional supplements, aging populations driving vitamin D demand, and the expansion of clean label and pet nutrition markets are opening up new opportunities for Fermenta

Nutritional Supplements: Growing global consumption for wellness and longevity

Aging Populations: Increased need for vitamin D and other nutrients among the elderly

Fortified Food Markets: Expansion in regions combating 'hidden hunger' (micronutrient deficiencies)

Clean Label Growth: Preference for simple, transparent ingredients

Pet Nutrition Market: Rising interest in health-focused pet foods and supplements

Prevention Over Cure: Shift from treating illness to proactive health management

Hidden Hunger Focus: Addressing nutrient gaps in populations worldwide

Cross-Cutting Trends

Industry-wide shifts—like eco-friendly innovation, new delivery systems, immune health focus, and improved supply chain visibility—are shaping the future of nutrition and wellness

Preventive Health Awareness: Universal focus on staying healthy before illness strikes

New Delivery Systems: Innovation in how nutrients are delivered—improving absorption and convenience

Eco-Friendly Focus: Shift towards sustainable, environmentally responsible practices

Supply Chain Visibility: Enhanced transparency and traceability from source to shelf

Immune Health Focus: Elevated demand for products that support immune function

Regulatory Evolution

The world is moving towards stricter, science-backed regulations and harmonized global standards, emphasizing the importance of efficacy and compliance in product development

Evolving Regulations: Adapting to stricter, more dynamic rules in nutrition and wellness

Global Standards: Meeting international benchmarks for quality and safety

Science-Backed Efficacy: Emphasis on clinically proven benefits and transparent labeling

Innovation at the Core

Fermenta is advancing nutrigenomics, natural, and organic solutions, and functional food delivery to address tomorrow's consumer needs.

Nutrigenomics: Personalized nutrition based on genetic profiles

Natural/Organic Solutions: Development of clean, plant-source, and organic ingredients

Functional Food Delivery: Advanced technologies to enhance nutrient delivery and bioavailability

Fermenta leverages its strengths to anticipate and respond to these dynamic trends—delivering value through science, innovation, and regulatory excellence across global markets

Safeguarding Value Creation Through Proactive Risk Management

Fermenta's integrated risk management framework helps us navigate, neutralize, and thrive amidst complex and dynamic business challenges

Internal Control Systems and Their Adequacy

Fermenta has established a comprehensive internal control framework to ensure operational efficiency, accurate financial reporting, regulatory compliance, and asset protection. Our controls are continuously monitored and enhanced to meet evolving business requirements

Key Control Areas

Our internal control systems encompass financial reporting controls with multi-level authorization matrices, operational controls governed by WHO-GMP and international certifications, compliance monitoring across all markets, and robust IT security protocols. The Audit Committee and the Board regularly oversee control effectiveness through audits and statutory reviews

Control Framework Assessment

Control Area	Key Components	Monitoring Mechanism	FY25 Enhancements
Financial Controls	Multi-level authorization matrices	Quarterly Audit Committee reviews	Enhanced digital approval
	Monthly variance analysis	Monthly management reviews	Real-time financial dashboards
Operational Controls	Standard Operating Procedures	Regular internal audits	Upgraded inventory management systems
	WHO-GMP/USFDA/FSSC certifications	External certification reviews	Real-time production monitoring
	Quality management systems		
Compliance Controls	Regulatory monitoring framework	Compliance audits	Strengthened supplier audit processes
	Enterprise Risk Management	Risk assessments	Enhanced regulatory tracking
	Vendor due diligence	Board oversight	
IT Controls	Access control systems	System access reviews	Advanced cybersecurity protocols
	Data backup procedures	Security audits	Enhanced employee training programs
	Cybersecurity protocols	Penetration testing	

Adequacy Assessment

Based on quarterly internal audits, external statutory reviews, and Board-level oversight, management confirms that our internal control systems are adequate and effective. The controls successfully achieved their objectives in FY25, with no material weaknesses identified

Holistic Risk Identification

Fermenta proactively identifies and addresses risks across financial, operational, strategic, legal & regulatory, reputational, and safety domains

Targeted Mitigation Strategies

Each risk category is matched with robust mitigation measures to neutralize threats and enable sustained growth

Commitment to Excellence

Ongoing investment in quality, compliance, and innovation ensures resilience and market leadership

	Key Risks	Mitigation
Financial	Exchange rate volatility Raw material price fluctuations Capital expenditure requirements	Hedging strategies, long-term supplier contracts, prudent capital allocation
Operational	Supply chain disruptions Manufacturing quality at scale Facility dependencies	Diverse supplier base, robust quality systems, geographic manufacturing redundancy
Strategic	Product category concentration Global competitive pressures R&D investment uncertainty	Product diversification, innovation pipeline, strategic partnerships
Legal & regulatory	Evolving food & pharma regulations IP protection challenges Multi-market compliance costs	Regulatory monitoring, robust IP strategy, compliance expertise by market
Reputational	Product quality perception Sustainability expectations Corporate governance standards	Quality excellence, CSR initiatives, transparent governance practices
Safety	Chemical handling hazards Product safety monitoring Facility security threats	Safety protocols, pharmacovigilance, security systems and training

Navigate | Neutralize | Thrive

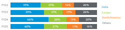
Globally Diversified Revenue with a Balanced Customer Base

Fermenta's robust global diversification and balanced customer mix provide a strong, stable foundation for sustainable growth and resilience in changing market conditions

Geographical Revenue Mix

A strong global presence, with revenue contributions balanced across India, Europe, North America, and other regions

Excl. Value Unlocking



Revenue Distribution by Customer

Largest Customer: Only 9% of total revenue, minimizing over-reliance

Top 5 Customers: Contribute 25% of revenue, further spreading risk

Top 10 Customers: Account for 38% of total revenue

India Revenue: 40% of total revenue comes from the Indian market

Customer Segmentation:

- Only 1 customer accounts for more than 5% of total revenue
- 56 customers contribute between ₹ 1–5 crore each
- 11 customers contribute between ₹ 5–15 crore each
- 6 customers contribute over ₹ 15 crore each

Diversified and Low-Risk Portfolio
Strong global client base with significant traction across both mid-market and premium customer segments

Limited Concentration Risk
Revenue is not overly dependent on any single customer or geography, providing a stable growth platform

Strategic Large Accounts
Premium revenue is driven by strategic large accounts, without risking over-dependence

fbl fermenta

BOARD'S REPORT

The Board of Directors (**'Board'**) of your Company is pleased to present the 73rd Annual Report along with the audited financial statements for the financial year ended on March 31, 2025 ('**FY 2024-25**').

1. FINANCIAL HIGHLIGHTS

Financial performance of the Company for FY 2024-25 is summarised below:

(₹ in Lakhs)

	Standalone results		Consolidated results	
Particulars	**2024-25**	**2023-24**	**2024-25**	**2023-24**
Total Income	44,220.95	31,524.46	48,129.58	34,747.02
Total Expenditure	36,778.91	31,085.22	39,808.80	34,991.68
Profit/(Loss) before tax and Exceptional Items	**7,442.04**	**439.24**	**8,320.78**	**(244.66)**
Exceptional Items	-	(900.00)	-	(742.64)
Profit/(Loss) before Tax	**7,442.04**	**(460.76)**	**8,320.78**	**(987.30)**
Less: Tax expense/(income)	680.50	1,413.57	680.50	1,413.57
Profit/(Loss) for the year	**6,761.54**	**(1,874.33)**	**7,640.28**	**(2,400.87)**
Total other comprehensive income/(loss) for the year	(74.47)	19.03	(190.58)	(15.42)
Total comprehensive profit/(loss) for the year	**6,687.07**	**(1,855.30)**	**7,449.70**	**(2,416.29)**

2. FINANCIAL RESULTS AND OPERATIONS OF THE COMPANY

On a standalone basis, the Company registered a total income of ₹ 44,220.95 Lakhs compared to a total income of ₹ 31,524.46 Lakhs for previous financial year 2023-24 ('**FY 2023-24**'). During FY 2024-25, the Company earned profit of ₹ 6,761.54 Lakhs as against the loss of ₹ 1,874.33 Lakhs in FY 2023-24.

On a consolidated basis, the Company registered a total income of ₹ 48,129.58 Lakhs compared to a total income of ₹ 34,747.02 Lakhs for FY 2023-24. During FY 2024-25, the Company earned profit of ₹ 7,640.28 Lakhs as against the loss of ₹ 2,400.87 Lakhs in FY 2023-24.

The Board does not propose to transfer any amount to the general reserves, and the entire amount of profit for the year forms part of the 'Retained Earnings'.

3. DIVIDEND

The Board of Directors has recommended a final equity dividend of ₹ 2.50 (50%) per equity share for FY 2024-25 (Previous year ₹ 1.25 i.e. 25% per equity share) for members' approval. The final equity dividend, if approved by the Members at the 73rd Annual General Meeting ('**AGM**'), will result in a cash outflow of ₹ 7,35,77,467.50. The said dividend recommendation is in accordance with the Dividend Distribution Policy of the Company which is available on the website of the Company at https://fermentabiotech.com/policies.php. Other details pertaining to the Dividend are covered in the notice of AGM.

4. CONSOLIDATED FINANCIAL STATEMENTS AND SUBSIDIARY COMPANIES

The consolidated financial statements of the Company for FY 2024-25 ('**CFS**') include financials of its subsidiaries ('**Subsidiaries**') i.e. Fermenta Biotech (UK) Limited (United Kingdom), Fermenta Biotech GmbH (Germany), Fermenta USA LLC (USA) and Fermenta Biotech USA LLC (USA). The CFS of the Company and its Subsidiaries are prepared in accordance with the relevant Indian Accounting

Standards (Ind AS) notified under the Company (Indian Accounting Standards) Rules, 2015 and other applicable statutory provisions. The Company has investment in an associate company i.e. Health and Wellness India Private Limited (refer note 9A of the consolidated financial statements) and the said associate company is under liquidation. Company's CFS together with Auditors' Report thereon forms part of this Annual Report.

The individual financial statements of the Company's Subsidiaries are not attached to the financial statements of the Company for FY 2024-25. The financial information of the Company's Subsidiaries provided in this Section shall be read with the information provided under the heading 'Consolidated Financial Statements' in this report. In accordance with the provisions of Sub-Section (3) of Section 129 of the Companies Act, 2013 ('**Act**'), read with Rule 5 and Rule 8 of the Companies (Accounts) Rules, 2014 (as amended from time to time), a separate statement containing salient features of the financial statements of Company's Subsidiaries/Associate in Form AOC-1 is attached to this report as Annexure 1 and forms part of this Board's report. The audited accounts of the Company's Subsidiaries, and standalone and consolidated financial statements of the Company are available at the Company's website at https://fermentabiotech.com/annual-report.php . Members may write to the Company on ls@fermentabiotech.com for a copy of separate financial statements of Company's subsidiary(ies).

There are no companies which have become or ceased to be subsidiaries and/or associate of the Company during FY 2024-25. The Company has incorporated a wholly-owned subsidiary named Fermenta Environment Solutions Private Limited with effect from May 1, 2025 as per the Certificate of Incorporation issued by the Ministry of Corporate Affairs.

5. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

During FY 2024-25, the Company, *inter alia*, engaged in pharmaceuticals, manufacturing and marketing Active Pharmaceutical Ingredients, biotechnology, environmental solutions and renting of properties. MD&A covering details of the business of the Company forms part of in this Annual Report.

6. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

Your Company has developed and implemented risk management policy in order to identify, analyse and address potent risks in a systematic manner. It also maintains adequate internal control systems, commensurate to its size and nature of operations. Periodical reporting(s), compliance with applicable laws and Company's procedures are duly complied with.

Defined processes and checks including risk control matrix in relation to internal financial control are in place. Company's internal team reviews various risk audit control matrices including for capex, logistics, human resource and payroll, treasury, financial statements closure policy, inventory production, order to cash, taxation, procure to pay, on regular intervals.

The Company's finance department plays an important role in implementing and monitoring the internal control procedures and compliance with statutory requirements. The Company's internal control systems are also routinely reviewed and certified by Statutory Auditors and Internal Auditors. During FY 2024-25, the Company's Internal Auditors, M. M. Nissim & Co., Chartered Accountants (ICAI Firm Registration No: 107122W/W100672), conducted and reported the effectiveness and efficiency of internal control system including adherence to procedures as per the policies of the Company and statutory requirements as well. The Company has implemented the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').

The Audit Committee and the Board of Directors review the report(s) of the independent Internal Auditors at regular intervals along with the adequacy, effectiveness and observations of the Internal Auditors regarding internal control system and recommends improvements and remedial measures, wherever necessary.

7. HUMAN RESOURCES

The information required under sub-rule (1) and sub-rule (2) of rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Sub-Section (12) of Section 197 of the Act in respect of employee remuneration and other details forms part of this report and is provided as Annexure 2. Other applicable information for the above provisions will be made available to the members upon their request.

The Company had a headcount of 606 employees as on March 31, 2025. The Company maintained cordial relations with its employees at all locations.

Employee Stock Options

The Company has 'Fermenta Biotech Limited - Employee Stock Option Plan 2019' ('**ESOP 2019**') in place. During FY 2024-25, no options were granted under ESOP 2019.

During FY 2024-25, there were no changes made to ESOP 2019 and the same is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. ('**SBEBSE Regulations**'). In compliance with the Regulation 13 of the SBEBSE Regulations, a certificate from Secretarial Auditor of the Company, confirming implementation of ESOP 2019 in accordance with the said regulations will be available electronically for inspection by the Members during the AGM of the Company. Disclosures pursuant to Regulation 14 of SBEBSE Regulations are provided at Company's website https://fermentabiotech.com/investor_relations.php

Prevention of Sexual Harassment of Women at Workplace

Your Company is committed to prevent and control the sexual harassment at workplace and to provide a safe and conducive work environment to all its employees and associates. In accordance with the provisions of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder ('**POSH**') as amended from time to time, the Company has formulated a code on 'Redressal of Grievances Regarding Sexual Harassment' for redressal of grievances and to protect women against any harassment. The Internal Committee has been duly constituted for all locations of the Company in terms of POSH.

Details of complaints with respect to the above during the year under review are:

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 the end of the financial year: NIL

d. Number of cases pending for more than ninety days: NIL

8. DIRECTORS

Directors and Key Managerial Personnel ('KMP')

During FY 2024-25, the members of the Company:

- re-appointed Mr. Krishna Datla (DIN: 00003247) as a Whole-time Director of the Company, designated as Executive Vice-Chairman, for a period of 3 (three) years w.e.f. May 9, 2024, by way of Postal Ballot;
- re-appointed Mr. Prashant Nagre (DIN: 09165447) as the Managing Director of the Company for a period of 3 (three) years w.e.f. May 9, 2024, by way of Postal Ballot;
- accorded their approval at the 72nd AGM of the Company for continuation of Ms. Rajeshwari Datla (DIN: 00046864) as a Non-Executive Director on the Board of Directors of the Company after attaining Seventy-Five (75) years of her age on April 1, 2025;
- appointed Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director for the first term for a period of 3 (three) consecutive years with effect from November 14, 2024, by way of Postal Ballot;
- appointed Ms. Rajashri Ojha (DIN: 07058128) as an Independent Director for a second term for the period of 3 (three) consecutive years with effect from April 1, 2025, by way of Postal Ballot.
- Dr. Gopakumar Nair (DIN: 00092637) retired as an Independent Director on May 16, 2024, pursuant to completion of his second term as an Independent Director, in accordance with the provisions of the Act. The Board wishes to place on records its appreciation to Dr. Nair for his valuable contribution and guidance made during his tenure as Independent Director of the Company.

The Board, on recommendation of Nomination and Remuneration Committee, appointed Mr. Varadvinayak Khambete (Membership No: A33861) as Company Secretary of the Company pursuant to the provisions of Section 203(2) read with Section 2(51) of the Companies Act, 2013, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Policy of the Company and other applicable statutory provisions, with effect from July 24, 2024, in place of outgoing Company Secretary Mr. Srikant Sharma. The Board wishes to place on record its appreciation to Mr. Sharma for his valuable contribution during his tenure as Company Secretary of the Company.

In accordance with provisions of the Act and the Articles of Association of the Company, Ms. Anupama Datla Desai (DIN: 00217027) is retiring by rotation at the 73rd AGM, and being eligible, has offered herself for re-appointment. Further, members' approval is also being sought for re-appointment of (a) Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director of the Company (Key Managerial Personnel) for a period of 3 years w.e.f. September 27, 2025; and (b) Mr. Satish Varma (DIN: 00003255) as an Executive Director of the Company (Key Managerial Personnel) for a period of 3 years w.e.f. September 27, 2025.

Brief profile of Directors being appointed is provided along with the notes to the AGM notice which forms part of this Board's Report.

Except as mentioned above, no Director or KMP has resigned or is appointed during FY 2024-25.

All the Directors of the Company have confirmed that they are not disqualified to act as director in terms of Section 164 of the Act.

Independent Directors

Independent Directors have made relevant declarations to the Company including confirmation(s) that the conditions of independence laid down in Sub-Section (6) of Section 149 of the Act and Regulation 16 and 25 of the Listing Regulations are duly complied. In the opinion of the Board, Independent Directors of the Company possess necessary integrity, proficiency, expertise and experience.

Annual Performance Evaluation

Pursuant to the provisions of the Act and Regulation 17 of Listing Regulations and in accordance with the parameters suggested by the Nomination and Remuneration Policy, the Board of Directors carried out an annual evaluation for FY 2024-25, of its own performance, and that of its Committees and individual directors. The evaluation was undertaken by way of internal assessments, based on a combination of detailed questionnaires and verbal discussions. Details of the annual performance evaluation are provided in the Corporate Governance Report attached as Annexure 3 to this report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Sub-Section (5) of Section 134 of the Act, with respect to Directors' Responsibility Statement for the year under review, it is hereby confirmed that:

a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.

c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. The directors had prepared the annual accounts on a going concern basis.

e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report pursuant to Regulation 34 read with Schedule V of Listing Regulations and the Corporate Governance Compliance Certificate issued by Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, for the FY 2024-25 are provided as Annexure 3 and Annexure 4 respectively and form part of this report. Mandatory details including number of Board meetings, board diversity and expertise, composition of the Audit Committee and establishment of Vigil Mechanism as required under the Act are provided in the Corporate Governance Report. All mandatory recommendations made by the committee(s) were accepted by the Board of Directors.

11. AUDITORS

Statutory Auditors

The Company has appointed SRBC & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) as the Statutory Auditors of the Company ('**SRBC**') at its 70th AGM held on August 12, 2022 for a term of five consecutive years from the conclusion of 70th AGM till the conclusion of 75th AGM of the Company to be held in the year 2027.

SRBC has issued Auditors' Reports on the Audited Financial Statements (Standalone and Consolidated) for FY 2024-25, and there is no qualification, reservation, adverse remark or disclaimer made by SRBC in their Reports and hence, those do not call for any explanation or comments as per Section 134(3)(f) of the Act.

Auditors have not reported any fraud, offence or incident pertaining to Sub-Section (12) of Section 143 of the Act.

Secretarial Auditor

In terms of Section 204 of the Act and regulation 24A of Listing Regulations, Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries ('**Secretarial Auditor**'), was appointed to conduct the Secretarial Audit of the Company for FY 2024-25. The Secretarial Auditor has submitted the following which form part of this report:

a. the Secretarial Audit report (annexed to this report as Annexure 5). There is no qualification, reservation, adverse remark or disclaimer made by the Secretarial Auditor in the report and hence, it does not call for any explanation or comments as per Section 134(3)(f) of the Act; and

b. a certificate confirming that none of the directors on the Board of Directors of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by any statutory authority (annexed to this report as Annexure 6).

The Secretarial Auditor has issued Secretarial Compliance Report for FY 2024-25 under regulation 24A of Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 which has been filed with BSE Limited within the statutory time period.

In accordance with Regulation 24A of Listing Regulations read with Section 204 of the Act, and upon recommendation of the Audit Committee, appointment of Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, as Secretarial Auditor of the Company, for a term of 5 (five) years i.e. for Financial Year 2025-26 till Financial Year 2029-30 is proposed for members' approval at the ensuing 73rd AGM of the Company.

Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rules thereunder, the Company is required to maintain cost records and conduct cost audit in respect of applicable products manufactured by the Company for the year under review.

Joshi Apte & Associates, Cost Accountants (Firm Registration Number – 00240) ('**Cost Auditors**') issued an unqualified cost audit report for FY 2023-24 and the same was filed with MCA within due date.

The Cost Auditor will conduct cost audit and issue the cost audit report for FY 2024-25 and the same will be reviewed and considered by the Board and then filed with MCA within stipulated timelines.

On recommendation of the Audit Committee, the Board of Directors appointed Joshi Apte & Associates, Cost Accountants (Firm Registration Number – 00240), as the Cost Auditor of the Company, for the financial year ending on March 31, 2026, to conduct cost audit in respect of applicable products manufactured by the Company.

Pursuant to the provisions of Section 148 of the Act read with relevant rules thereunder, members' consent is sought for payment of remuneration to the Cost Auditor for FY 2025-26, as mentioned in the Notice of 73rd AGM of the Company.

12. ANNUAL RETURN

Pursuant to Sub-Section (3) of Section 92 read with clause (a) of Sub-Section (3) of Section 134 of the Act, a copy of Annual Return as on March 31, 2025, is available on the Company's website at https:// www.fermentabiotech.com/annual-returns.php

13. NOMINATION AND REMUNERATION POLICY

In accordance with provisions of Section 178 of the Act, Nomination and Remuneration Policy of the Company is available on Company's website at https://fermentabiotech.com/policies.php . The salient features of Nomination and Remuneration Policy, *inter alia*, are: (a) Objectives, (b) Matters to be recommended by the Committee to the Board, (c) Criteria for appointment of Director / KMP / Senior management, (d) Additional Criteria for Appointment of Independent Directors, (e) Appointment and Remuneration of Directors, (f) Policy on Board Diversity, (g) Appointment, removal, and remuneration of KMP / Senior management and other employees of the Company, (h) Criteria for Evaluation of Independent Director and the Board, (i) Succession planning for appointment to the Board of Directors and Senior Management, (j) Directors' and Officers' (D & O) Liability Insurance.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of any loans or guarantees provided or investments made by the Company covered under the provisions of Section 186 of the Act and Rules made thereunder during FY 2024-25 are as provided in the financial statements.

15. RELATED PARTY TRANSACTIONS

The Company has Related Party Transactions Policy (**'RPT Policy'**) in place. All related party transactions (**'RPTs'**) entered during FY 2024-25 were on an arm's length basis and in the ordinary course of business. All RPTs and subsequent material modifications thereto are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for RPTs as per the applicable provisions of the Act and Listing Regulations.

During FY 2024-25, the Company has not entered into any material related party transaction as per the thresholds mentioned in the Listing Regulations, Act and the RPT Policy. In view of this, disclosure in form AOC-2 is not applicable. The brief particulars of the Company's Policy on dealing with RPTs are covered in Corporate Governance report. The RPT policy is available on Company's website at https://fermentabiotech.com/policies.php

16. INFORMATION TECHNOLOGY ('IT')

The Company's IT team plays a crucial role to support functioning of various departments and facilities of the Company and has also contributed in successful completion of various regulatory audits. IT also ensures business continuity through data security. In this respect, the data back-up and safety procedures are in place. The Company uses industry leading IT infrastructure and software applications to ensure that the information flow is seamless, and it helps business to take timely decisions and actions. Employees are key for ensuring of information security and hence their awareness is initiated during onboarding induction training itself.

17. DEPOSITS

In FY 2024-25, your Company has not accepted any deposits under Section 73 of the Act including rules framed thereunder. There is no deposit with the Company which is not in compliance with the requirements of the Act. No principal or interest on deposit has remained unpaid or unclaimed as on March 31, 2025.

18. CREDIT RATING

During FY 2024-25, there was a revision in Company credit rating issued by CARE Ratings Limited. As on March 31, 2025, the credit rating was as mentioned below.

I. Long-term Bank Facilities: CARE BBB-; Outlook: Stable (Triple B-; Outlook: Stable) [Revised from CARE BBB-; Outlook: Negative (Triple B Minus; Outlook: Negative)]

II. Short-term Banking Facilities: CARE A3 (A Three) [Reaffirmed]

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

Information as per clause (m) of Sub-Section (3) of Section 134 of the Act read with relevant rules thereunder forms part of this report and is given in <u>Annexure 7</u> to this report.

20. CORPORATE SOCIAL RESPONSIBILITY ('CSR')

Implementation and monitoring of Company's CSR activities for FY 2024-25 were approved by the Board based on CSR Committee's recommendations, CSR Policy of the Company, CSR activities vis-a-vis Annual Action Plan, and amount to be spent on CSR activities. Annual report on CSR activities of the Company for FY 2024-25 including composition of the CSR Committee is provided in Annexure 8 to this report and forms part of this report.

21. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ('BRSR')

BRSR under Regulation 34 of Listing Regulations is provided in Annexure 9 to this report and forms part of this report.

22. CODE OF CONDUCT

In accordance with provisions of Listing Regulations, the Company has formulated a Code of Conduct applicable to the Board Members and Senior Management Personnel. The said Code of Conduct is available on the website of the Company at https://fermentabiotech.com/policies.php All members of the Board of Directors and Senior Management Personnel have affirmed annual compliance with the Code of Conduct. The declaration signed by the Chief Executive Officer (Managing Director) confirming the same is provided as Annexure 10 to this report and forms part of this report.

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, *inter-alia*, adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Codes adopted by the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 are available on the Company's website at https://fermentabiotech.com/policies.php Mr. Varadvinayak Khambete is the Compliance Officer for the said Code of Conduct.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During FY 2024-25, there was no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

24. COMPLIANCE OF SECRETARIAL STANDARDS

During FY 2024-25, the Company has complied with the provisions of applicable Secretarial Standards issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government.

25. DETAILS OF SHARES IN DEMATERIALISATION (DEMAT) SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Pursuant to Regulation 34 read with Schedule V of Listing Regulations, the details of the shares in the Dematerialization Suspense Account/Unclaimed Suspense Account for FY 2024-25 are as follows:

Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year	174 number of shareholders and 64,518 Equity Shares of Rs.5 each
Number of shareholders who approached the Company for transfer of shares from Suspense Account during the year	6
Number of shareholders to whom shares were transferred from Suspense Account during the year	6
Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year	168 number of shareholders and 50,956 Equity Shares of Rs.5 each
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	50,956 Equity Shares of ₹ 5 each

26. TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The details and other information regarding unclaimed equity dividend that has been transferred to IEPF (upto FY 2016-17) are provided in the Notes Section to the Notice of 73rd AGM.

27. OTHER DISCLOSURES

During FY 2024-25:

a. There has been no change in the nature of business of the Company;

b. No application was made or any proceedings were pending under the Insolvency and Bankruptcy Code, 2016;

c. Valuation related details for FY 2024-25 in respect of one-time settlement of loan from the Banks or Financial Institutions were not applicable;

d. No shares with differential voting rights and sweat equity shares have been issued;

e. There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report;

f. The Company has complied with the provisions relating to the Maternity Benefit Act 1961.

28. ACKNOWLEDGEMENTS

The Board places on record its appreciation for the persistent support from the shareholders, customers, suppliers, distributors, bankers, regulatory bodies, business associates and other stakeholders.

The Board of Directors would also like to express its gratitude to all the employees of the Company who have contributed to the Company's success.

CAUTIONARY STATEMENT

Statements in this report including Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be 'forward-looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed in the statements.

For and on behalf of the Board of Directors

Pradeep M. Chandan
Chairman
(DIN: 0200067)
May 28, 2025, Thane

Annexure 1

Form AOC-I

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

Part "A": Subsidiaries

1. Number of Subsidiaries: 4

(₹ In Lakhs)

Sl. No.	Particulars				
	Name of the subsidiary	**Fermenta Biotech GmbH**	**Fermenta Biotech (UK) Limited**	**Fermenta Biotech USA LLC**	**Fermenta USA LLC**
1.	CIN/Other registration number of subsidiary company	HRB 158882	3308303	7989111	801040832
2.	The date since when subsidiary was acquired	05.09.2019	10.09.2002	27.05.2020	03.12.2020
3.	Provisions pursuant to which the Company has become a subsidiary (Section 2(87) (i)/ Section 2(87) (ii))	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Euro € (Exchange Rate: 1 Euro = 92.09 INR for Assets & Liabilities, and 1 Euro = 90.75 INR for Profit and Loss account as on 31.03.2025)	Pound Sterling £ (Exchange Rate: 1 GBP = 110.70 INR for Assets & Liabilities, and 1 GBP = 107.85 INR for Profit and Loss account as on 31.03.2025)	US Dollar $ (Exchange Rate: 1 USD = 85.46 INR for Assets & Liabilities, and 84.55 INR for Profit and Loss account as on 31.03.2025)	US Dollar $ (Exchange Rate: 1 USD = 85.46 INR for Assets & Liabilities, and 84.55 INR for Profit and Loss account as on 31.03.2025)
6.	Share capital	831.21	183.99	1184.72	961.79
7.	Reserves & surplus	(3964.27)	(149.13)	(260.98)	(1956.29)
8.	Total assets	3845.39	44.47	1824.69	1886.57
9.	Total Liabilities	6978.45	9.61	743.34	2957.26
10.	Investments	-	-	1061.05	-
11.	Turnover	3768.64	-	36.52	5035.73
12.	Profit before taxation	1381.89	0.03	(68.81)	(116.49)
13.	Provision for taxation	-	-	-	-
14.	Profit after taxation	1381.89	0.03	(68.81)	(116.49)
15.	Proposed Dividend	-	-	-	-
16.	% shareholding	100%	100%	100%	52% Subsidiary of Fermenta Biotech USA LLC

2. **Number subsidiaries which are yet to commence operations:** N.A.
3. **Names of subsidiaries which have been liquidated or have ceased to be a subsidiary during the year:** N.A.

Part "B": Associates and Joint Ventures

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

4. Number of Associate/Joint Venture : 1

1.	**Name of Associate/Joint Venture**	**Health and Wellness India Private Ltd.***
2.	Latest audited Balance Sheet Date	31.03.2018
3.	Date on which the Associate or Joint Venture was associated or acquired	02.02.2011
4.	Shares of Associate/Joint Ventures held by the company on the year end	
	Number	30,12,504 Equity Shares
	Amount of Investment in Associates/Joint Venture (₹ In Lakhs)	475.00
	Extent of Holding (%)	47.15%
5.	Description of how there is significant influence	-
6.	Reason why the associate/joint venture is not consolidated	Being an Associate
7.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
8.	Profit / Loss for the year (₹ In Lakhs)	-
	Considered in Consolidation (₹ In Lakhs)	-
	Not considered in Consolidation (₹ In Lakhs)	-

* The Associate company, Health and Wellness India Private Ltd., is under the process of liquidation.

For and on behalf of the Board of Directors

Krishna Datla
Executive Vice-Chairman
DIN: 00003247

Prashant Nagre
Managing Director
DIN: 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ACS no. A33861

Date: May 28, 2025

Place: Thane

fbl fermenta

Annexure 2

Statement of Disclosure of Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information under rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-25:

Sr.No.	Name	Designation	Ratio of remuneration of director to median Remuneration of employees
1.	Mr. Krishna Datla	Executive Vice-Chairman	37.53
2.	Mr. Satish Varma	Executive Director	25.48
3.	Ms. Anupama Datla Desai	Executive Director	18.81
4.	Mr. Prashant Nagre	Managing Director	29.18

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2024-25:

Sr.no.	Name	Designation	% Increase
1.	Mr. Krishna Datla	Executive Vice-Chairman	22%
2.	Ms. Anupama Datla Desai	Executive Director	22%
3.	Mr. Satish Varma	Executive Director	21%
4.	Mr. Prashant Nagre	Managing Director	22%
5.	Mr. Sumesh Gandhi	Chief Financial Officer	25%
6.	Mr. Srikant Sharma	Company Secretary	N.A.*
7.	Mr. Varadvinayak Khambete	Company Secretary	N.A.*

* Mr. Srikant Sharma ceased to be Company Secretary w.e.f. July 23, 2024, and Mr. Varadvinayak Khambete was appointed as Company Secretary w.e.f. July 24, 2024.

3. Percentage increase in the median remuneration of employees in the financial year 2024-25: **14.84%**
4. Number of permanent employees on the rolls of the Company: **606**
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

% increase made in the salaries of employees other than the managerial personnel:	**12%**
% increase in the managerial remuneration:	**14%**

6. Affirmation that the remuneration is as per the remuneration policy of the Company: **Yes**

Information under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (FY 2024-25)

Name	Mr. Krishna Datla	Mr. Satish Varma	Ms. Anupama Datla Desai	Mr. Prashant Nagre	Mr. Sumesh Gandhi
Designation	Executive Vice-Chairman	Executive Director	Executive Director	Managing Director	Chief Financial Officer
Remuneration received (Rs.)	2,62,54,080	1,84,46,642	1,34,35,764	7,10,15,649	1,56,85,437

Nature of employment, whether contractual or otherwise	Contractual	Contractual	Contractual	Contractual	Contractual
Qualifications and Experience	B.Com. Over 24 years of experience	Computer Science Over 30 years of experience	Post-Graduate in Biotechnology from Mumbai University and Science Graduate from the Boston College, USA Over 19 years of experience	B.Pharm, Post Graduate Diploma in Foreign Trade, Post Graduate Diploma in International Trade, Masters in Management Science Over 35 years of experience	Chartered Accountant, Masters of Business Administration. Over 32 years of experience
Date of commencement of employment	09.05.2021 as Whole-time Director designated as Executive Vice-Chairman	27.09.2019 as Executive Director	27.09.2019 as Executive Director	09.05.2021 as Managing Director	16.02.2017 as Chief Financial Officer
Age (Years)	43	54	45	53	51
Last employment	-	Erstwhile Fermenta Biotech Limited	Erstwhile Fermenta Biotech Limited	Erstwhile Fermenta Biotech Limited	Morpheus Life Sciences Private Limited
% of shares held	36.04%	11.73%	8.70%	0.47%	0.05%
Whether relative of director	Relative of Ms. Rajeshwari Datla and Ms. Anupama Datla Desai	No	Relative of Ms. Rajeshwari Datla and Mr. Krishna Datla	No	No

Note: The remuneration stated above includes ESOP Perquisites of ₹ 5,11,86,510/- for Mr. Prashant Nagre and of ₹ 45,93,772/- for Mr. Sumesh Gandhi.

For and on behalf of the Board of Directors

Pradeep M. Chandan
Chairman
(DIN: 0200067)

May 28, 2025, Thane

Annexure 3

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance

Your Company firmly believes that corporate governance is a key element in improving efficiency and growth as well as enhancing investors' confidence. Building and maintaining the trust is one of the fundamental principles of our business and ensuring good corporate governance is one of the ways and means to achieve that. Therefore, the Company constantly strives towards betterment of aspects such as transparency, professionalism, responsibility and accountability and thereby perpetuate it into generating long term economic value for its shareholders, customers, employees, other associated persons and the society at large.

Our corporate governance philosophies are continuously reinforced through the Company's Code of Conduct and Ethics, corporate governance guidelines, established practices, and committee charters. Our Board and Management processes, audits and internal control systems reflect the principles of our corporate governance framework. The Company is committed to good corporate governance including adherence to principles set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'). The Board of Directors of your Company reviews corporate governance norms from time to time and recommends implementation thereof.

2. Board of Directors

a. Composition, Directorships, Committee memberships

The Board of Directors of the Company has an optimum combination of executive and non-executive Directors including three women directors, out of which one is an independent woman director. The composition of the Board is in conformity with provisions of Regulation 17 of the Listing Regulations read with section 149 of the Companies Act, 2013 ("Act"). The Chairman of the Board is an Independent Director. The Board of Directors confirm that the Independent Directors fulfill the conditions specified in Listing Regulations including Schedule V of Regulation 34(3) of the Listing Regulations and are independent of the management. The profiles of Directors can be accessed at https://fermentabiotech.com/about-us.php#board_members . The composition of the Board as on March 31, 2025 was as follows:

Name of Director	Category	Directorships in all other companies	Chairmanship in other Committees in all other companies*	Membership in other Committees in all other companies*	Name of other Listed entities in which the Director holds Directorship and the Category of such Directorship
Mr. Pradeep Chandan (DIN: 00200067)	Independent Director	1	NIL	NIL	NIL
Ms. Rajeshwari Datla (DIN: 00046864)	Non-Executive Director	2	NIL	NIL	NIL
Mr. Pramod Kasat (DIN: 00819790)	Independent Director	6	0	4	3#
Mr. Ramanand Mundkur** (DIN: 03498212)	Independent Director	1	1	1	1$
Ms. Rajashri Ojha (DIN: 07058128)	Independent Director	2	NIL	NIL	NIL

Mr. Krishna Datla (DIN: 00003247)	Whole-time Director designated as Executive Vice-Chairman, and Promoter	NIL	NIL	NIL	NIL
Mr. Satish Varma (DIN: 00003255)	Executive Director, and Promoter	NIL	NIL	NIL	NIL
Ms. Anupama Datla Desai (DIN: 00217027)	Executive Director, and Promoter	2	NIL	NIL	NIL
Mr. Prashant Nagre (DIN: 09165447)	Managing Director	NIL	NIL	NIL	NIL

* Committee Memberships/ Chairmanships are reported for listed and unlisted public companies put together in terms of Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Committee Memberships include Chairmanship, if any. Committees considered for the purpose are Audit Committee and Stakeholders' Relationship Committee.

** Mr. Ramanand Mundkur (DIN: 03498212) was appointed as an Independent Director w.e.f. November 14, 2024.

Independent Director in Sai Silks (Kalamandir) Limited, Natural Capsules Limited and Advanced Enzyme Technologies Limited.

$ Independent Director in Federal Bank Ltd.

b. Disclosure of relationships between directors inter-se

Mr. Krishna Datla, Ms. Anupama Datla Desai and Ms. Rajeshwari Datla are relatives as per the provisions of Section 2(77) of the Companies Act, 2013.

c. Skills/ expertise/ core competencies identified by the Board for Company's effective functioning

Following are the skills/ expertise/ core competencies of the Board members as identified for its effective functioning in terms of Schedule V of Regulation 34(3) of the Listing Regulations:

- Business
- Operations and technical
- Finance, accounts, banking and capital market
- Leadership
- Legal
- Governance
- Research & Development
- Regulatory compliance
- Real Estate

Skills/ expertise/ core competencies available to the Board Members for effective functioning of the Company*:

Names	Core Competencies
Mr. Pradeep Chandan	Leadership, Legal, Governance
Ms. Rajeshwari Datla	Leadership, Business, Operations and technical, Governance
Mr. Pramod Kasat	Leadership, Finance, accounts, banking and capital market, Governance
Mr. Ramanand Mundkur	Leadership, Finance, accounts, banking and capital market, Legal, Governance
Ms. Rajashri Ojha	Leadership, Governance, Regulatory compliance
Mr. Krishna Datla	Leadership, Business, Operations and technical, Governance, Real Estate
Mr. Satish Varma	Leadership, Business, Operations and technical, Governance, Real Estate
Ms. Anupama Datla Desai	Leadership, Business, Operations and technical, Governance, Research & Development
Mr. Prashant Nagre	Leadership, Business, Operations and technical, Governance, Research & Development, Regulatory compliance

* As on March 31, 2025.

All the directors on the Board have the respective core competence as stated herein above.

Information regarding appointment / reappointment of Directors, as required under sub-regulation (3) of regulation 36 of the Listing Regulations and secretarial standard on general meetings specified by the Institute of Company Secretaries of India and approved by the Central Government is provided alongwith the notes to the AGM notice which forms part of this 73rd Annual Report and forms parts of this Corporate Governance Report.

d. Board Meetings / previous Annual General Meeting

During FY 2024-25, seven Board Meetings were held on May 06, 2024, May 27, 2024, July 16, 2024, August 12, 2024, September 27, 2024, November 14, 2024 and February 11, 2025. The maximum gap between any two board meetings was less than 120 days, as stipulated under sub-regulation (2) of regulation 17 of the Listing Regulations.

Attendance at the aforesaid seven Board meetings and previous Annual General Meeting (AGM) held on August 12, 2024 is as follows:

Sr. No.	Name	Board Meetings attended	Attendance at previous AGM
1	Mr. Pradeep Chandan	7	Yes
2	Ms. Rajeshwari Datla	7	Yes
3	Mr. Pramod Kasat	7	Yes
4	Ms. Rajashri Ojha	6	Yes
5	Mr. Ramanand Mundkur*	2	N.A.
6	Mr. Krishna Datla	7	Yes
7	Mr. Satish Varma	7	Yes
8	Ms. Anupama Datla Desai	7	Yes
9	Mr. Prashant Nagre	7	Yes
10	Dr. Gopakumar Nair**	1	N.A.

*Joined the Board on November 14, 2024.

**Ceased to be Director on May 16, 2024.

3. Audit Committee

a. Meetings, Composition and Attendance:

During FY 2024-25, five meetings were held on May 27, 2024, July 16, 2024, August 12, 2024, November 14, 2024 and February 11, 2025. The representatives of the Auditor(s), and Chief Financial Officer also attended the Audit Committee meeting(s) as required.

The composition of the Audit Committee as on March 31, 2025 and the attendance of the Audit Committee members at the Committee meetings held during FY 2024-25 is as follows:

Name of the Director	Designation	Meetings attended
Mr. Pramod Kasat	Chairman*	5
Mr. Pradeep Chandan	Chairman*	4
Mr. Ramanand Mudkur	Member**	1
Ms. Rajashri Ojha	Member	5
Mr. Prashant Nagre	Member**	1
Ms. Rajeshwari Datla	Member***	4
Dr. Gopakumar Nair	Member#	N.A.

* As per the approval of the Board for reconstitution of Committees at its meeting held on November 14, 2024, Mr. Pramod Kasat was appointed as the Chairman of the Committee in place of outgoing Chairman and Member Mr. Pradeep Chandan.

**Appointed as a member of the Committee w.e.f. November 14, 2024.

*** As per the approval of the Board for reconstitution of Committees at its meeting held on November 14, 2024, Ms. Rajeshwari Datla ceased to be a member of the Committee.

#Ceased to be Director on May 16, 2024.

The composition of the Audit Committee complies with the requirements laid down in Regulation 18 of the Listing Regulations. Mr. Pramod Kasat and Mr. Ramanand Mundkur possess expertise in accounting and financial management. The Company Secretary acts as Secretary to the Audit Committee.

b. Terms of reference:

The powers, role and functions of the Audit Committee are as per the provisions of Section 177 of the Companies Act, 2013 and sub-regulation (3) of regulation 18 read with Schedule II (Part C) of the Listing Regulations, which, *inter-alia*, include the following:

1. Review company's financial reporting process and accounting policies and practices.
2. Review and recommend to the Board, appointment, re-appointment and removal of Statutory and Internal Auditors and fixation of auditors remuneration and other fees, including terms of appointment.
3. Review with management of quarterly, half-yearly and annual financial statements and auditors' report before submission to Board for approval with particular reference to:
    a. Director's Responsibility Statement as per clause (c) of sub-section (3) of section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinion(s) in the draft audit report;
4. Review: (a) adequacy of internal control systems (including internal financial controls) and risk management systems; (b) 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; (c) reports and significant findings, if any, of the Internal and Statutory Auditor and to ensure that suitable follow-up action is taken; (d) 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; (e) and monitor the auditor's independence and performance, and effectiveness of audit process; (f) with the management, performance of statutory and internal auditors, adequacy of the internal control systems; (g) financial statements of subsidiary companies, joint venture and associate companies; (h) substantial defaults in payments to stakeholders and creditors;(i) functioning of the Vigil mechanism;
5. Discussion with Statutory Auditors and Internal Auditors about nature and scope of audit and areas of concern; and discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
6. Examination of disclosure aspects of related party transactions and approval or any subsequent modification of transactions of the Company with related parties;
7. Other functions like Scrutiny of inter-corporate loans and investments; valuation of undertakings or assets wherever necessary;
8. Monitoring the end use of funds raised through public offers and related matters;
9. Approval of appointment of Chief Financial Officer;
10. Any other functions as may be statutorily required.

4. Nomination and Remuneration Committee

a. Meetings, Composition and Attendance:

During FY 2024-25, three Committee meetings were held on May 6, 2024, May 27, 2024 and January 22, 2025.

The Composition of the said Committee as on March 31, 2025 and the attendance of the Committee members in its meeting held FY 2024-25 is as follows:

Name of the Director	Designation	Meetings attended
Mr. Pramod Kasat	Chairman	3
Ms. Rajeshwari Datla	Member	3
Ms. Rajashri Ojha	Member	2
Dr. Gopakumar Nair	Member#	1

#Ceased to be Director on May 16, 2024.

The composition of the Nomination and Remuneration Committee complies with the requirements laid down in Regulation 19 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee.

b. Terms of reference:

The terms of reference include:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment and removal.
2. Carry out evaluation of every director's performance.
3. Devising a policy on diversity of Board of Directors.
4. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
5. Recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and other employees.
6. Recommend 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.
7. Any other terms of reference, role, responsibility and powers as may be prescribed from time to time (i) under the Companies Act, 2013 and rules made thereunder and the Listing Regulations; and/or (ii) by the Board of Directors of the Company.

c. Nomination and Remuneration policy and performance evaluation of Board and individual Directors:

As per the Nomination and Remuneration policy of the Company ('Remuneration Policy'), the Director(s), KMP, Senior Management personnel in addition to the criteria mentioned in the Act and Listing Regulations should, *inter-alia*, possess (a) relevant qualification, experience and expertise; (b) strong analytical and excellent communication skills; (c) collaborative and flexible style, with a high level of professionalism; and (d) leadership skills.

Performance evaluation criteria for independent directors is as mentioned in Remuneration Policy which is available at Company's website at https://fermentabiotech.com/policies.php

d. Annual performance evaluation of the Board, its committees and individual directors

Pursuant to provisions of the Act, Listing Regulations and Remuneration Policy, the Directors of the Company carried out annual performance evaluation of the Board as a whole, Committees of the Board and Individual Directors (excluding the Director being evaluated).

A meeting of Independent Directors of the Company was held to: (a) review the performance of Chairperson, Non-Independent Directors and the Board as a whole; (b) assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

The evaluation was done through a structured process and forms, covering various aspects such as composition of Board, professional knowledge and expertise, performance of individual roles and duties including contribution in Board / Committee meetings, protection of interest of all stakeholders etc.

5. Details of remuneration of directors for the financial year ended March 31, 2025

Name of Director	Sitting Fees * (Rs)	Salary (Rs)	Contribution to PF and other funds (Rs)	Benefits & Perquisites (Rs)	Total (Rs)	No. of shares held (FV of ₹ 5)
Nature	Fixed (per meeting)	Fixed	Fixed	Variable	-	-
Mr. Pradeep Chandan (Independent Director)	9,50,000	-	-	-	9,50,000	NIL
Ms. Rajeshwari Datla (Non-Executive Director)	9,30,000	-	-	-	9,30,000	NIL
Mr. Ramanand Mudkur (Independent Director)	2,50,000	-	-	-	2,50,000	NIL
Dr. Gopakumar Nair (Independent Director)	1,10,000	-	-	-	1,10,000	6,000
Mr. Krishna Datla** (Executive Vice-Chairman)+	-	2,17,29,074	26,40,152	18,84,854	2,62,54,080	1,06,06,043
Mr. Satish Varma*** (Executive Director)+	-	1,45,84,249	20,30,029	18,32,364	1,84,46,642	34,53,325
Ms. Anupama Datla Desai*** (Executive Director) +	-	1,07,29,808	15,53,033	11,52,923	1,34,35,764	25,61,265
Mr. Rajashri Ojha (Independent Director)	880,000	-	-	-	8,80,000	NIL
Mr. Prashant Nagre**** (Managing Director) +	-	1,75,48,298	11,41,737	5,23,25,614	7,10,15,649	1,39,410
Mr. Pramod Kasat (Independent Director)	10,20,000	-	-	-	10,20,000	20,000
TOTAL	**41,40,000**	**6,45,91,430**	**73,64,951**	**5,71,95,755**	**13,32,92,135**	**1,67,86,043**

Note: The above remuneration does not include Commission payable to Managing Director, Executive Directors & Executive Vice-Chairman for the F.Y 2024-25, if any.

* Sitting Fees include fees for – Board, Audit Committee and other Committee Meetings @ ₹ 1,00,000; ₹ 50,000 and ₹ 10,000 per meeting respectively (sitting fee for Risk Management Committee is waived).

** The agreement between the Company and the Executive Vice-Chairman is for a period of three years effective May 9, 2024 with a loss of office provision. Either party is entitled to terminate the said agreement by giving not less than three months' notice in writing to the other party or such other period as may be mutually decided.

*** The agreement between the Company and the Executive Directors is for a period of three years effective September 27, 2022 with a loss of office provision. Either party is entitled to terminate the said agreement by giving not less than three months' notice in writing to the other party or such other period as may be mutually decided.

**** The agreement between the Company and the Managing Director is for a period of three years effective May 9, 2024 with a loss of office provision. Either party is entitled to terminate the said agreement by giving not less than three months' notice in writing to the other party or such other period as may be mutually decided.

\+ The remuneration details include the benefits and perquisites paid to the Managing Director, Executive Directors and Executive Vice-Chairman for FY 2024-25.

The Company has not granted any Stock Option to any Director during FY 2024-25. 2,17,410 Stock Options were granted to Mr. Prashant Nagre in financial year 2018-19 when he was Chief Executive Officer of the Company which got vested after a period of 3 years from the date of grant. ESOP related disclosure is available at Company's website under https://fermentabiotech.com/investor_relations.php

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive / Independent Directors during the year under review, except as stated above.

The Non-Executive Directors receive sitting fees for attending the meetings of Board of Directors and its Committees. Criteria of making payments to non-executive directors is as mentioned in Remuneration Policy which is available to Company's website at https://fermentabiotech.com/policies.php

6. Stakeholders Relationship Committee

a. Meetings, Composition and Attendance:

During FY 2024-25, four Stakeholders Relationship Committee meetings were held on May 27, 2024, August 12, 2024, November 14, 2024 and February 11, 2025.

The composition of the Committee as on March 31, 2025 and the attendance of the Committee members in its meeting held FY 2024-25 is as follows:

Name of the Director	Designation	Meetings attended
Mr. Pradeep Chandan	Chairman	4
Mr. Pramod Kasat	Member	4
Mr. Krishna Datla	Member	4
Mr. Satish Varma	Member	4

The composition of the Stakeholders Relationship Committee complies with the requirements laid down in Regulation 20 of the Listing Regulations. The Company Secretary acts as a Secretary to Stakeholders Relationship Committee.

b. Terms of Reference:

The Committee, *inter-alia*, deals in matters relating to:

1. Redressal of Members' grievances.
2. Issue of duplicate Share Certificates.
3. Review of Dematerialized shares.
4. Transfer and Transmission of shares.
5. Non-receipt of Annual Reports and declared dividends.
6. Other matters related to shares and/or investor grievances.
7. Any other matter as may be statutorily required including under Schedule II Part D of Listing Regulations.

c. Shareholder Information

Name and designation of Compliance Officer: Mr. Varadvinayak Khambete - Company Secretary and Head - Legal

Investor Helpdesk:

Mr. Varadvinayak Khambete

Fermenta Biotech Limited, A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) – 400 610, Maharashtra, India
Tel No.022-67980800 Fax:-022-67980899
e-mail: ls@fermentabiotech.com

d. Shareholders' Complaints and their redressal

I. number of shareholders' complaints received during the financial year: 2

II. number of complaints not solved to the satisfaction of shareholders: NIL

III. number of pending complaints as on March 31, 2025: NIL

7. Risk Management Committee:

a. Meetings, Composition and Attendance:

During FY 2024-25, two Risk Management Committee ('**RMC**') meetings were held on August 12, 2024 and March 5, 2025.

The composition of RMC as on March 31, 2025 and the attendance of RMC members in its meeting held FY 2024-25 is as follows:

Name of the Director	Designation	Meetings attended
Ms. Rajashri Ojha	Chairperson	2
Mr. Satish Varma	Member	2
Dr. Gopakumar Nair*	Member	0
Ms. Anupama Datla Desai**	Member	1
Mr. Prashant Nagre	Member	2

* Retired from directorship on May 16, 2024.

**Appointed as a member of the Committee w.e.f. November 14, 2024.

The composition of RMC complies with the requirements laid down in Regulation 21 of the Listing Regulations. The Company Secretary acts as a Secretary to RMC.

b. Terms of Reference:

RMC, *inter-alia*, deals in matters relating to:

1. RMC shall meet at least twice in a year.
2. The quorum for a meeting of the RMC shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the Board of directors in attendance.
3. The meetings of RMC shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.
4. RMC shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
5. RMC shall formulate a detailed Risk Management Policy which shall include:
    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
    b. Measures for risk mitigation including systems and processes for internal control of identified risks.
    c. Business continuity plan.
6. RMC shall ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
7. RMC shall monitor and oversee implementation of the Policy, including evaluating the adequacy of risk management systems.
8. RMC shall periodically review the Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
9. RMC shall keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
10. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by RMC.
11. RMC shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of directors.
12. RMC shall fulfil such responsibilities as may be entrusted to it by the Board from time to time.

    No sitting fees is paid to the RMC members for attending RMC meetings.

8. Senior Management

Particulars of Senior Management including the changes therein during the FY 2024-25:

Sr. No.	Name	Designation	Details of change
1.	Mr. Krishna Datla	Executive Vice-Chairman	-
2.	Ms. Anupama Datla Desai	Executive Director	-
3.	Mr. Prashant Nagre	Managing Director	-
4.	Mr. Satish Varma	Executive Director	-
5.	Mr. Prashant Gudhate	President - Corporate Quality Assurance & Regulatory Affairs	-
6.	Mr. Sahil Desai	Vice President - Business Development & Marketing	-
7.	Mr. Sumesh Gandhi	President	-
8.	Mr. Jagdish Tamore	President - Research & Development	-
9.	Mr. Uddhav Deshmukh	President - Manufacturing	-
10.	Mr. Suryanarayana Raju Alluri	General Manager - Finance	-
11.	Mr. Raveendranath V. K.	Vice President - Human Resources & Administration	-
12.	Mr. Satish Mankame	Senior General Manager - Procurement	-
13.	Mr. Arun Khedwal	Senior General Manager - Planning & Key Account Management	-
14.	Mr. Salil Pathare	SBU Head - Environmental Division	-
15.	Mr. Amol Lone	Vice-President - Finance and Accounts	Refer Note below
16.	Mr. Srikant Sharma	Company Secretary and Vice-President (Legal)	Refer Note below
17.	Mr. Varadvinayak Khambete	Company Secretary & Head - Legal	Refer Note below

Note: Mr. Amol Lone ceased to be in employment w.e.f. May 31, 2024. Mr. Srikant Sharma ceased to be Company Secretary w.e.f. July 23, 2024, and Mr. Varadvinayak Khambete was appointed as Company Secretary w.e.f. July 24, 2024.

9. General Body Meetings

a. Details of the last three Annual General Meetings of the Company and Special Resolution(s) passed are as follows:

Year	Date and Time	Venue	Special Resolution(s) passed
FY 2021-22	August 12, 2022 at 4.00 p.m.	VC/OAVM*	To appoint Mr. Pramod Kasat as an Independent Director w.e.f August 12, 2022. To re-appoint Mr. Satish Varma as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2022. To re-appoint Ms. Anupama Datla Desai as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2022.
FY 2022-23	September 29, 2023 at 3.00 P.M.	VC/OAVM*	Nil
FY 2023-24	August 12, 2024 at 3.00 P.M.	VC/OAVM*	To approve continuation of Ms. Rajeshwari Datla (DIN: 00046864) as a Non-Executive Director on the Board of Directors of the Company after attaining 75 years.

*Meeting held through Video conferencing/Other Audio Visual Means

b. Whether any special resolution passed last year (FY 2024-25) through postal ballot –details of voting pattern: Yes

Sr. No.	Description of Securities	Percentage of votes in favour of the resolution	Percentage of votes against the resolution
1	Re-appointment of Mr. Krishna Datla (DIN: 00003247) as a Whole-time Director of the Company, designated as Executive Vice-Chairman, for a period of 3 (three) years w.e.f. May 9, 2024.	93.17%	6.83%
2	Re-appointment of Mr. Prashant Nagre (DIN: 09165447) as Managing Director of the Company for a period of 3 (three) years w.e.f. May 9, 2024.	97.93%	2.07%
3	Appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director of the Company.	99.99%	0.01%
4	Re-appointment of Ms. Rajashri Ojha (DIN: 07058128) as an Independent Director of the Company.	99.99%	0.01%

c. Person who conducted the postal ballot exercise – Mr. V. N. Deodhar, Practising Company Secretary (FCS –1880)

d. Whether any special resolution is proposed to be conducted through postal ballot – No.

e. Procedure for postal ballot – Procedure stipulated under Companies Act, 2013 and Listing Regulations shall be applicable for postal ballot activity undertaken by the Company.

10. Policies

a. Vigil Mechanism Policy

The Company has adopted a Whistle Blower Policy as part of Vigil Mechanism for Directors and employees to report instances of unethical acts, actual or suspected fraud or violation of Company's Code or other similar genuine concerns or grievances. The Vigil Mechanism Policy is displayed on the Company's website at https://fermentabiotech.com/policies.php. The Board affirms that no personnel has been denied access to the chairperson / members of audit committee.

b. Policy on dealing with Related Party Transactions ('RPT Policy')

The RPT Policy of the Company, *inter-alia*, lays down the process to be adopted by the Company for: (a) identification of potential Related Party/ies; (b) materiality thresholds for related party transactions; (c) manner of dealing with and approving the transactions between the Company and its related parties. The RPT Policy also lays down the disclosure requirements of related party transactions, if any and the criteria for determining ordinary course of business and arm's length transactions.

The RPT Policy is available at the Company's website at https://fermentabiotech.com/policies.php

Except as otherwise provided in this Annual report, none of the Directors has any pecuniary relationships or transactions with the Company.

c. Policy for Determining Material Subsidiary

The Company has adopted a policy for determining material subsidiary as required by the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy is uploaded on the website of the Company and can be viewed at https://fermentabiotech.com/policies.php

d. Familiarisation Programme for Independent Directors

The Company has adopted 'Familiarization Programme' for Independent Directors to ensure that the Independent Directors are familiarized with the Company's business operations, strategies, business model, nature of industry in which Company operates and role, duties and responsibilities of an Independent Director of the Company. The details of Familiarisation Programme are available at https://fermentabiotech.com/policies.php

e. Various policies adopted by the Company are available at https://fermentabiotech.com/policies.php

11. Disclosures

a. During FY 2024-25, the risk management reports were placed before the Audit Committee and Board of Directors for review.

b. Pursuant to sub regulation 8 of Regulation 17 read with Part B of Schedule II of the Listing Regulations, Managing Director and Chief Financial Officer have submitted a certificate to the Board of Directors for the financial year ended March 31, 2025. The Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

c. Reconciliation of Share Capital Audit: Share Capital Audit for the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital of the Company has been done by a Practising Company Secretary on a quarterly basis and the Reconciliation of Share Capital Audit Reports were issued thereon during the year under review. The audit confirms that the total issued / paid–up capital agrees with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

12. Means of Communication

a. **Quarterly results:** The quarterly, half yearly and annual results are approved by the Audit Committee and the Board of Directors of the Company within the prescribed time limit. The approved results are forthwith uploaded on the website of BSE Limited in prescribed format where the Company's shares are listed.

b. **Newspapers wherein quarterly results are normally published:** Business Standard (English) and Sakal (Marathi).

c. **Any website, where displayed:** BSE website (www.bseindia.com) and the Company's website (www.fermentabiotech.com)

d. **Online filing with BSE Corporate Compliance & Listing Centre:** All periodical compliances of the Company as per Listing Regulations are also being filed online with BSE Listing Centre.

e. **SEBI Complaints Redress System (SCORES):** The investor complaints, if any, can be uploaded on the SCORES platform. These complaints are processed in a centralized web-based complaints redress system of SEBI (SCORES). The salient features of this system is the centralised database of all complaints, online upload of Action Taken Reports (ATRs) and online viewing by investors of actions taken on the complaint and its current status.

f. **Whether it also displays official news releases:** Yes

g. **Presentations made to institutional investors or to analysts:** Yes, the same are also uploaded on BSE website (www.bseindia.com) and the Company's website (www.fermentabiotech.com) as per statutory requirements.

h. **Management discussion and analysis report (MD&A) is a part of the Annual report or not:** MD&A Report forms part of the Annual Report.

13. General shareholder information

a. **Annual general meeting - date, time and venue:** August 12, 2025 at 15:00 hours (IST) through Video Conferencing or Other Audio-Visual Means, without the physical presence of the members at a common venue. The venue of the AGM shall be deemed to be A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.

b. **Financial Year:** April 1 to March 31.

   Tentative calendar of Board meetings for consideration of financial results is as under:

   - for the quarter ending June 30, 2025 - By August 14, 2025;
   - for the quarter ending September 30, 2025 - By November 14, 2025;
   - for the quarter ending December 31, 2025 - By February 14, 2026;
   - for the year ending March 31, 2026 (Audited) - By May 30, 2026.

c. **Dividend Payment Date:** By August 22, 2025.

d. **The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):** The Company's equity shares are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Tel: +91 22 22721233/34, Fax: +91 22 22721919 Email: corp.comm@bseindia.com. Listing fee for the year 2025-26 has been paid.

e. **In case the securities are suspended from trading, the directors report shall explain the reason thereof:** Not Applicable.

f. **Registrar to an issue and share transfer agents:** MUFG Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India, Tel No.: +91 22 49186000, Fax No: +91 22 49186060, Email : rnt.helpdesk@in.mpms.mufg.com.

g. **Share Transfer System:** The Board has delegated the authority for approving transfer, transmission of shares etc. to the Stakeholders Relationship Committee. Transfer of shares in electronic form are processed and approved by NSDL/CDSL through their Depository Participant(s), without involvement of the Company.

In terms of Regulation 40 of the Listing Regulations, w.e.f. April 1, 2019, transfer of securities in physical form are not processed unless the securities are held in the dematerialised mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in dematerialised mode only while processing any investor service request viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Further, SEBI vide its Circular dated January 25, 2022, clarified that the RTA/ listed company shall verify and process the service requests and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

h. **Distribution of shareholding as on March 31, 2025:**

Sr. No.	Range in no. of Shares	Holding (no. of shares)	Amount (Rs.)	% to Total Amount	No. of Holders	% to Total Holders
1	1 - 500	1141964	5709820	3.88	10652	80.2955
2	501 - 1000	1021296	5106480	3.47	1368	10.3121
3	1001 - 2000	973000	4865000	3.31	660	4.9751
4	2001 - 3000	491846	2459230	1.67	194	1.4624
5	3001 - 4000	383728	1918640	1.30	109	0.8216
6	4001 - 5000	287000	1435000	0.98	62	0.4674
7	5001 -10000	732194	3660970	2.49	101	0.7613
8	10001 and above	24399959	121999795	82.91	120	0.9046
	Total	2,94,30,987	14,71,54,935	100	13266	100

i. **Equity Shareholding Pattern as on March 31, 2025:**

Category	Shareholding (no. of shares)	% of holding
Promoters	16620633	56.4732
Foreign Promoters	2240376	7.6123
Clearing Members	1000	0.0034
Other Bodies Corporate	574928	1.9535
Hindu Undivided Family	263745	0.8961
Nationalised Banks	120	0.0004
Non Resident Indians	122736	0.417
Non Resident (Non Repatriable)	150905	0.5127
Public	8942102	30.3833
Employee Welfare Trust / ESOP's	262011	0.8903
Body Corporate - Ltd Liability Partnership	32705	0.1111
Investor Education And Protection Fund	172926	0.5876
Trusts	46800	0.159
TOTAL	**2,94,30,987**	**100**

j. **Dematerialisation of Shares and liquidity:** The Company and MUFG Intime India Private Limited, has signed Tripartite Agreements with the National Securities Depository Ltd. and the Central Depository Services (India) Ltd. respectively. The shares of the Company are compulsorily traded in the dematerialised form in the Stock Exchange. Presently 99.25% of the equity shares of the Company have been dematerialized. The Company's Equity Shares are liquid and actively traded on the stock exchange.

k. **Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** Not applicable.

l. **Commodity price risk or foreign exchange risk and hedging activities:** The Company does not have any significant exposure on commodities directly. Currency risks arises mainly where receivable, payables and borrowings exist due to foreign currency transactions. Around 50.27% of the Company's income is by way of exports and it enjoys natural hedge to a large extent. The exposure to currency risk is explained in detail in the notes to the financial statements.

m. **Plant locations:**

- Village Takoli, P.O. Nagwain, District Mandi - 175121, Himachal Pradesh, India.
- Z - 109 B & C, SEZ II, Dahej, Taluka - Vagara, District Bharuch - 392130, Gujarat, India.
- FRK Plant, Sy. No. 3/A, Pennepalli (V), Pellakuru Mandal, District Tirupati - 524126, Andhra Pradesh, India.

n. **Address for Correspondence:**

MUFG Intime India Private Limited
(previously, Link Intime India Private Limited)
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083.
Maharashtra, India
Tel No.: +91 22 49186000
Fax No.: +91 22 49186060
Email : rnt.helpdesk@in.mpms.mufg.com

Fermenta Biotech Limited
A -1501, Thane One, DIL Complex,
Ghodbunder Road, Majiwade,
Thane (West) – 400 610
Maharashtra, India.
ISIN: INE225B01021
Tel No.: + 91 22 66230800
Email:ls@fermentabiotech.com

o. **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad. –**

The details of Credit Rating obtained from CARE and revisions thereto during FY 2024-25 are as follows:

Date of credit rating letter	Facilities/Instruments	Amount (₹ Crore)	Rating	Rating Action
April 1, 2024	Long-term Bank Facilities	143.08 (Reduced from 182.85)	CARE BBB-; Negative	Revised from CARE BBB; Negative
	Short-term Bank Facilities	6.25	CARE A3 (A Three)	Reaffirmed
February 19, 2025	Long-term Bank Facilities	128.17 (Reduced from 143.08)	CARE BBB-; Stable	Reaffirmed; Outlook revised from Negative
	Short-term Bank Facilities	6.25	CARE A3 (A Three)	Reaffirmed

The details on credit ratings are provided in the Board's Report and are also available on the website of the Company in the Investor Relations section and can be accessed at https://fermentabiotech.com/credit_rating.php.

14. Other Disclosures:

a. **Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:** During FY 2024-25, there were no materially significant related party transactions entered by the Company which may have a potential conflict with the interest of the Company at large.

b. **Details of non-compliance by the Company and penalties or strictures were imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to the capital markets during the last three years:** NIL

c. **Details of establishment of vigil mechanism/ whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:** As stated under heading 'Policies' in this report.

d. **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:** The Company has complied with all the mandatory requirements, as applicable in terms of Schedule V of the Listing Regulations. Discretionary requirements as provided in Schedule II, Part E (A), (C), (D),(E),(G) of Listing Regulations have been adopted, and discretionary requirements as provided in Schedule II, Part E (B),(F) of Listing Regulations have not been adopted by the Company.

e. **Web link where policy for determining 'material' subsidiaries is disclosed:** As stated under heading 'Policies' in this report.

f. **Web link where policy on dealing with related party transactions:** As stated under heading 'Policies' in this report.

g. **Disclosure of commodity price risks and commodity hedging activities:** As stated under heading 'General shareholder information' in this report.

h. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Not applicable.

i. **A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:** Annexure 6.

j. **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:** Nil

k. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:** ₹ 59.54 Lakhs.

l. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** Provided in Board's report.

m. **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':** Outstanding amount of loan given to Fermenta Biotech USA LLC (Wholly-owned subsidiary): US$ 8,50,000 (INR 7,26,43,125). Mr. Prashant Nagre, Managing Director, and Mr. Satish Varma, Executive Director are Managers in Fermenta Biotech USA LLC.

n. **Disclosure of agreements binding listed Company under Regulation 5A of Listing Regulations:** Nil

o. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:** NIL

15. During the year under review, there were no instances of Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Part C of Schedule V to the Listing Regulations.

16. During the year under review, the Company is in compliance of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

17. Compliance certificate regarding the compliance with corporate governance requirements is annexed to Board's report as Annexure 4.

For and on behalf of the Board of Directors

Pradeep M. Chandan
Chairman
(DIN: 0200067)
May 28, 2025, Thane

Annexure 4

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

for the Financial Year ended 31st March 2025

To
The Members of
Fermenta Biotech Limited

We have examined the compliance of conditions of Corporate Governance by Fermenta Biotech Limited (the Company) for the year ended March 31, 2025, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility:

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion:

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-Regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of SEBI Listing Regulations during the year ended March 31, 2025.

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

For **V.N.DEODHAR & CO.,**
COMPANY SECRETARIES

V.N.DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
PR No.: 6464/2025
FRN No: S1986MH002900

UDIN: F001880G000468632
Date: 28th May, 2025
Place: Mumbai

Annexure 5

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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,
Fermenta Biotech Ltd.,
A-1501, Thane One,
DIL Complex,
Ghodbunder Road, Majiwada,
Thane (W) - 400 610.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fermenta Biotech 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 our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by 'the Company' for the financial year ended on March 31, 2025 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 there under;

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

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

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,
   d. 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;
   e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.
   f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period),
   g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period),
   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period);
   i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period); and

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws:

a. Drugs and Cosmetics Act, 1940
b. Industrial Disputes Act, 1947
c. Boiler Act, 1923
d. Fatal Accidents Act, 1955
e. SEZ Act 2005 and Rules
f. Customs Act, 1962
g. Foreign Exchange Management Act, 1999
h. Food Safety and Standards Act, 2006
i. The Standards of Weights and Measures Act, 1976
j. The Environment (Protection) Act, 1986
k. The Water (Prevention and Control of Pollution) Act, 1974
l. The Air (Prevention and Control of Pollution) Act, 1981
m. Hazardous Wastes (Management and Handling) Rules, 1989
n. Fatal Accidents Act, 1955
o. Factories Act, 1948
p. Real Estate (Regulation and Development) Act, 2016
q. Information Technology Act, 2000
r. The Sexual harassment of Women at Workplace Act, 2013

VI. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We have been informed that compliance of various statutes is monitored on monthly basis by the Compliance officer and necessary action is initiated for any non-compliance. Additionally, we have been informed that a status report signed by the Company Secretary and the Chief Financial Officer on compliance of various statues is submitted to the Board at its every meeting.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India,
ii. Auditing Standards issued by The Institute of Company Secretaries of India and
iii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into with the BSE Limited.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and woman Director. 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.

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

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

For **V.N.DEODHAR & CO.,**
COMPANY SECRETARIES

V.N.DEODHAR
PROP.
FCS NO.1880

UDIN: F001880G000466696 C.P. No. 898
Date: 28th May, 2025 PR No.: 6464/2025
Place: Mumbai FRN No: S1986MH002900

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.

Annexure A

To,

The members,

Fermenta Biotech Ltd.,

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

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have obtained reasonable assurance that the statements prepared, documents or Records maintained by the Company are free from misstatement.
5. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.
6. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The examination / audit of financial laws such as direct and indirect tax laws, labour laws has not been carried out by us as part of this Secretarial Audit.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **V.N.DEODHAR & CO.,**
COMPANY SECRETARIES

V.N.DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
PR No.: 6464/2025
FRN No: S1986MH002900

UDIN: F001880G000466696
Date: 28th May, 2025
Place: Mumbai

Annexure 6

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members,
Fermenta Biotech Ltd.,
A-1501, Thane One,
DIL Complex,
Ghodbunder Road, Majiwada,
Thane (W) - 400 610.

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of Fermenta Biotech Limited having CIN L99999MH1951PLC008485 and having Registered Office at A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C – sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Mr. Satish Azad Nadimpally Varma	00003255	01/07/2003
2	Ms. Rajeshwari Datla	00046864	21/07/2005
3	Mr. Krishna Datla Vasantkumar	00003247	09/05/2010
4	Ms. Anupama Datla Desai	00217027	27/09/2019
5	Mr. Pramod Kasat	00819790	30/05/2022
6	Mr. Prashant Prabhakar Nagre	09165447	06/05/2021
7	Mr. Pradeep Manjunath Chandan	00200067	12/02/2024
8	Ms. Rajashri Santosh Kumar Ojha	07058128	01/04/2020
9	Mr. Ramanand Mundkur	03498212	14/11/2024

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

For **V.N.DEODHAR & CO.,**
COMPANY SECRETARIES

V.N.DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
PR No.: 6464/2025
FRN No: S1986MH002900

UDIN: F001880G000466960
Date: 28th May, 2025
Place: Mumbai

Annexure 7

Energy conservation, technology absorption and foreign exchange earnings and outgo

A. Conservation of energy –

i. the steps taken or impact on conservation of energy:

a. Installed energy-efficient components.

b. Replaced high-pressure sodium vapour lamps with energy-saving lights i.e LEDs.

c. Installation of systems that have reduced resultant air pollution.

ii. the steps taken by the company for utilising alternate sources of energy:

a. Infrastructure installed for reducing electricity consumption.

b. Potential diversification of our energy portfolio by evaluating renewable energies.

iii. the capital investment on energy conservation equipments:

Brine systems separated as per temperature to reduce electricity consumption.

B. Technology absorption –

i. the efforts made towards technology absorption: NIL

ii. the benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

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: NIL

b. the year of import: Not Applicable

c. whether the technology been fully absorbed: Not Applicable

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 –

Capital: ₹ 11.52 lakhs

Recurring: ₹ 1202.08 lakhs

Total expenditure: ₹ 1213.60 lakhs

C. Foreign exchange earnings and outgo:

Total Foreign exchange used and earned in 2024-25:

Foreign exchange earned: ₹ 21571.39 lakhs

Foreign exchange used: ₹ 6029.69 lakhs

For and on behalf of the Board of Directors

Pradeep M. Chandan
Chairman
(DIN: 0200067)
May 28, 2025, Thane

Annexure 8

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

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

   Continuing with the legacy of practicing CSR activities of our founder members, the Company has been committed to the cause of CSR for many years. Over the years, CSR activities of the Company have diversified and expanded into new communities and in turn benefited more and more stakeholders. Today, our Company firmly believes that corporate citizens have a vital role to play in empowering and enriching the communities and its stakeholders.

   The CSR Policy of the Company is available on Company's website at https://fermentabiotech.com/policies.php

   Brief of CSR activities: Contribution towards betterment of blind and differently-abled persons, promoting animal welfare, protecting art and culture, promoting education and contribution towards health care.

2. **Composition of the CSR Committee:**

Sl.No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ramanand Mudkur*	Independent Director, Chairman	1	0
2	Ms. Rajashri Ojha	Independent Director, Member	1	1
3	Ms. Rajeshwari Datla*	Executive Director, Member	1	0
4	Mr. Krishna Datla	Executive Vice Chairman, Member	1	1
5	Dr. Gopakumar Nair**	Independent Director, Member	1	0
6	Mr. Pradeep Chandan***	Independent Director, Chairman	1	1
7	Mr. Satish Varma***	Executive Director, Member	1	1

CSR Committee meeting was held on May 27, 2024.

* Appointed w.e.f. November 14, 2024.

** retired as a director w.e.f. May 16, 2024.

***ceased to be a member of the Committee as per the Board approval dated November 14, 2024.

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

   CSR committee - **https://fermentabiotech.com/about-us.php#board_members**

   CSR Policy - **https://www.fermentabiotech.com/policies.php**

   CSR projects - **https://www.fermentabiotech.com/policies.php**

4. Provide the executive summary along with web-links of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) – **Not Applicable**

   a. Average net profit of the company as per sub-section (5) of section 135: ₹ **2180.78 lakhs** (FY 2023-24, FY 2022-23, and FY 2021-22)

   b. Two percent of average net profit of the company as per section sub-section (5) of section 135: ₹ **43.62 lakhs** for FY 2024-25. (i.e., 2% of aforesaid ₹ 2180.78 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: ₹ **0.37 lakhs** (excess amount of FY 2023-24)

e. Total CSR obligation for the financial year (b+c-d): ₹ **43.25 lakhs**

5. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)		(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)		Location of the Project	Project Duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
			State	District							Name	CSR Registration Number
-	-	-	-	-	-	-	-	-	-	-	-	-

Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act**	**Local area (Yes/No)**	**Location of the project**		**Amount spent for the project (in Rs.)**	**Mode of Implementation - Direct (Yes/No)**	**Mode of implementation -Through implementing Agency**	
				State	**District**			**Name**	**CS Registration number**
1	National Association of Blind	Promoting health care including preventive health care	Yes	Maharashtra	Mumbai	15,00,000	Yes	N.A.	N.A.
2	Paraplegic Rehabilitation Centre	Contribution for the benefit of armed forces veterans	No	Maharashtra	Pune	5,00,000	Yes	N.A.	N.A.
3	Sanjay Gandhi National Park	Contribution towards animal protection/ welfare	Yes	Maharashtra	Mumbai	5,50,860	Yes	N.A.	N.A.
4	Wildlife Rehabilitation center	Contribution towards animal protection/ welfare	Yes	Maharashtra	Mumbai	4,66,985	Yes	N.A.	N.A.
5	Support to Maharashtra Police	Social welfare	Yes	Maharashtra	Raigad	3,66,649	Yes	N.A.	N.A.

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act**	**Local area (Yes/ No)**	**Location of the project**		**Amount spent for the project (in Rs.)**	**Mode of Implementation - Direct (Yes/No)**	**Mode of implementation -Through implementing Agency**	
				State	**District**			**Name**	**CS Registration number**
6	Support for environment protection and pollution control activities	Environment protection	Yes	Maharashtra	Thane	26,845	Yes	N.A.	N.A.
7	Contribution for development of road	Rural Development	Yes	Himachal Pradesh	Kullu	5,84,100	Yes	N.A.	N.A.
8	HP Police Forest Sports Meet	Promoting rural sports	Yes	Himachal Pradesh	Kullu	30,000	Yes	N.A.	N.A.
9	Ankuram Foundation	Promoting education	Yes	Gujarat	Dahej	1,42,050	Yes	N.A.	N.A.
10	Contribution to Government Preliminary School	Promoting education	Yes	Gujarat	Dahej	4,68,000	Yes	N.A.	N.A.
11	Contribution to a healthcare campaign	Promoting healthcare	Yes	Himachal Pradesh	Kullu	25,000	Yes	N.A.	N.A.
	TOTAL (a)					**46,60,489**			

b. Amount spent in Administrative Overheads: ₹ 2.18 Lakhs

c. Amount spent on Impact Assessment, if applicable: NIL

d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 48.78 Lakhs*

e. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	**Amount Unspent (in Rs.)**				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		**Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)**		
	Amount	**Date of transfer**	**Name of the Fund**	**Amount**	**Date of transfer**
₹ 48,78,489*	NIL	N.A.	N.A.	NIL	N.A.

* The carry forward amount from FY 2023-24 i.e. ₹ 0.37 lakhs when added to the total amount spent for the FY 2024-25 of ₹ 48.78 lakhs, will aggregate to ₹ 49.15 lakhs.

f. Excess amount for set off, if any

Sl.no.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	43.62 lakhs
(ii)	Total amount spent for the Financial Year	49.15 lakhs**
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5.53 lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5.53 lakhs

** The amount spent for the FY 2024-25 of Rs 49.15 lakhs includes a carry forward amount of ₹ 0.37 lakhs from the previous year.

6. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
NIL								

7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes

   If Yes, enter the number of Capital assets created/ acquired: 3

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset (in Rs.)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
1	19.03.2025	90,860	Sanjay Gandhi National Park, Borivali Mumbai-400066	Construction of watch tower
2	28.03.2025	5,00,000	Paraplegic Rehabilitation Centre, Kirkee, Pune-411020	Renovation of training area at PRC
3	16.11.2024 & 29.11.2024	5,84,100	Takoli Panchayat, Kullu, Himachal	Development of road
	TOTAL	**11,74,960**		

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

For and on behalf of the Board of Directors

Prashant Nagre
Managing Director
(DIN: 09165447)
May 28, 2025, Thane

Ramanand Mudkur
Chairman
CSR Committee
(DIN: 03498212)

fermenta

Annexure 9

Business Responsibility & Sustainability Reporting

Responsible business practices and sustainability are not mere components of Fermenta's strategy but these are at the core of our work ethics and governance. As a responsible corporate citizen, we are dedicated to align ourselves with environmental, social and governance norms while doing business responsibly. National Guidelines for Responsible Business Conduct, issued by Ministry of Corporate Affairs serve as a guidance tool in this regard.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L99999MH1951PLC008485
2.	Name of the Listed Entity	Fermenta Biotech Limited
3.	Year of incorporation	1951
4.	Registered office address	A -1501, Thane One, DIL Complex, Ghodbunder Road Majiwade, Thane (West) 400 610, Maharashtra, India
5.	Corporate address	Same as above
6.	E-mail	info@fermentabiotech.com
7.	Telephone	022-67980888
8.	Website	www.fermentabiotech.com
9.	Financial year for which reporting is being done	2024-25
10.	Name of the Stock Exchange(s) where shares are listed:	BSE Limited
11.	Paid-up Capital	₹ 14,71,54,935/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Mr. Varadvinayak Khambete Designation: Company Secretary & Head - Legal Email id: ls@fermentabiotech.com Contact no: 022-67980888 Ext. 742
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)	Disclosures in this report are made on standalone basis.
14.	Name of assurance provider	N.A.
15.	Type of assurance obtained	N.A.

II. Products/services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Manufacturing of Active Pharmaceutical Ingredient, Aqua CHL, Biotechnology and Nutraceutical products.	85.5% *

** Main business activity, although it is lesser than 90% of the turnover for year under review.*

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

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Vitamin D3 Product range, Phenyramidol HCl and Silicon Dry Powder	21001	76%
2	Manufacture of other pharmaceutical and botanical products n.e.c.	21009	4.4%
3	Environmental Solutions	37003	5.1%

** Break-up of main business activity mentioned under point 16.*

III. Operations

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

Location	Number of plants	Number of offices	Total
National	4	1	5
International	-	-	-

19. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of States)	Around 20
International (No. of Countries)	Around 60 countries served across various continents

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

The Company sells its products in India as well as exports to more than 60 countries across the globe. Its export turnover contributed to 52% of the total turnover of the Company in FY 2024-25.

c. A brief on types of customers:

(i) Vitamin D3, niche APIs, customized food premixes, fortified rice kernels and other nutritional ingredients: Manufacturers of pharmaceuticals, dietary and nutritional supplements, food and beverage, veterinary, feed and rodenticides.

(ii) Green Chemistry: Manufacturers of enzymes having applications in oleochemicals, fine chemicals, active pharmaceutical ingredients, food and fragrances, leather, biodiesel.

(iii) Environmental Solutions (Waste water management and treatment): Real estate industry.

IV. Employees

20. Details as of the end of the Financial Year: March 31, 2025.

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	509	473	92.93%	36	7.07%
2.	Other than Permanent (E)	23	23	100%	0	0%
3.	**Total employees (D + E)**	**532**	**496**	**93.23%**	**36**	**6.77%**
WORKERS						
4.	Permanent (F)	97	96	98.97%	1	1.03%
5.	Other than Permanent (G)	226	223	98.67%	3	1.33%
6.	**Total Workers (F + G)**	**323**	**319**	**98.76%**	**4**	**1.24%**

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY-ABLED EMPLOYEES						
1.	Permanent (D)	1	0	0	1	100%
2.	Other than Permanent (E)	0	0	0	0	0
3.	**Total differently-abled Employees (D + E)**	**1**	**0**	**0**	**1**	**100%**
DIFFERENTLY-ABLED WORKERS						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	**Total differently-abled Workers (F + G)**	**0**	**0**	**0**	**0**	**0**

21. Participation / Inclusion / Representation of Women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	3	33.33%
Key Management Personnel	6*	1 (ED)	16.67%

** includes four Executive Directors (ED) and other KMPs.*

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

Particulars	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	15.42%	6.35%	14.83%	29.17%	19.23%	28.60%	24.47%	32.26%	24.97%
Permanent Workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

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

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

Sr. 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	Fermenta Biotech GmbH	Subsidiary Company	100	All Policies / practices of the Company are applicable to the subsidiaries to the extent statutorily required, in conformity with the applicable law.
2	Fermenta Biotech (UK) Limited	Subsidiary Company	100	
3	Fermenta Biotech USA LLC	Subsidiary Company	100	
4	Fermenta USA LLC	Subsidiary Company	52	
5	Health and Wellness India Private Ltd.#	Associate Company	47.15	

 # Under liquidation.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: Yes

(ii) Turnover (in Rs.) : ₹ 30,709.04 Lakhs (Standalone, as per FY 2023-24)

(iii) Net worth (in Rs.) : ₹ 31,422.61 Lakhs (Standalone, as per FY 2023-24)

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark
Communities	$	0	0	0	0	0	0
Investors (other than shareholders)	$	0	0	0	0	0	0
Shareholders	$	2	0	All resolved.	3	0	All resolved.
Employees and workers	$	0	0	0	0	0	0
Customers	$	7	0	All resolved.	0	0	All resolved.
Value Chain Partners	$	0	0	0	0	0	0
Other (please specify)	$	0	0	0	0	0	0

$ Yes, policies which are statutorily required by are available on the Company's website at https://fermentabiotech.com/policies.php and other procedures regarding grievance redressal are integrated in the Company's internal standard operating procedures.

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

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

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product quality and safety	Risk	Compromise on pharmaceutical product quality would imply a compromise on the wellbeing of the end user. This may also entail failure to comply with statutory norms. Lapse in this regard may lead to product withdrawals, recalls, decreased sales, reputational risk among other threats.	The Company being in the pharma sector, the nature of its business requires the utmost attention to the quality of its product. We have taken various measures to ensure resilience against the risk, which *inter alia* include the following: • Employing rigorous systems and procedures to ensure manufacturing quality standards, GMP compliance, and other regulatory criteria. • Audits conducted to ensure Quality Assurance.	Negative
2	Competition	Risk	Competition and practices adopted in relation thereto by the competitors in the global market pose a risk for the Company's business.	The Company lays strong emphasis on maintaining the quality of its product, sales commitments, and cordial relations with its customers pan India and in global market. This ensures retention of customers and helps in maintaining the business.	Negative
3	Innovation and R&D	Opportunity	Innovation and R&D plays a crucial role in the long-term success of the Company. Our research includes developing new processes for known APIs and developing value-added and differentiated formulations. Such developments may lead to an increase in revenues.	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Business Integrity and Ethics	Risk	Any breach of ethical and business integrity breach may hamper the Company's credibility which might adversely impact the business relations and employee morale.	The Company's Codes of Conduct and Business Responsibility Policy lays strong emphasis on adherence to ethics and business integrity. Various policies adopted by the Company promote trust, honesty, accountability and transparency in order to ensure strong value system and social responsibility in large interest.	Negative
5	Employee engagement, and wellbeing	Opportunity	Employees are Company's biggest assets. Employee engagement, safety, and well-being initiatives drive the enhanced productivity for the Company. It is an opportunity to integrate employees' involvement in the functioning of the Company, while ensuring employee satisfaction and safety at every stage.	-	Positive
6	Statutory and regulatory compliance	Risk	The business structure of the Company attracts applicability of various laws and regulations. The compliance requirements are increasing day-by-day with increasing complexities in the business dynamics. Any non-compliance on the part of the Company is a risk for the Company not only from financial perspective but also from the perspective of its operations and credibility.	The Company has a philosophy of 'zero tolerance to non-compliance'. Statutory compliance and regulatory risks are managed through measures which, *inter alia*, include: • Internal controls and Compliance management systems. • Assessment of regulatory and compliance requirements on regular basis. • Independent assessments and audits. • Monitoring of Legal and regulatory compliance by senior management and the Board.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

(This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles and Core Elements. NGRBC Principles as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below.

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1 a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs.	Y	Y	Y	Y	Y	Y	N	Y	Y
b. Has the policy been approved by the Board? (Yes/No)^	Y	Y	Y	Y	Y	Y	N	Y	Y
c. Web Link of the Policies, if available	https://fermentabiotech.com/policies.php								
2 Whether the entity has translated the policy into procedures. (Yes /No)	Y	Y	Y	Y	Y	Y	N	Y	Y
3 Do the enlisted policies extend to your value chain partners? (Yes/No) @	Y	Y	Y	Y	Y	Y	N	Y	Y
4 Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g.SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	#								
5 Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	N	N	N	N
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

^ The policies which are statutorily required to be adopted have been approved by the Board of Directors. Other policies / procedures either form part of standard operating procedures or are approved by the concerned functional heads in consultation with the management.

@ The Company's policies extend to its value chain partners to the extent applicable.

EU-GMP, EDQM-CEP, Written Confirmation, USFDA, WHO-GMP, FSSAI, EIA, BRC, FSMA, Kosher, Halal, HACCP, FSSC 22000, ISO 9001, ISO 14001, ISO 45001, WFP, GAIN, FAMI-QS, American Vegetarian Association, The Vegetarian Society UK, Vegan certificate-UK, Halal.

Governance, leadership and oversight:

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.

At Fermenta, we create solutions for maintaining the health and hygiene of communities globally – be it through our nutrition portfolio, integrated biotechnology solutions or water management services. We are proud of the role our products including Vitamin D play in preventive health for human and animal nutrition. We cater high quality products that will enable our communities to overcome micronutrient deficiency and contribute towards the global efforts in eliminating malnutrition. Our enzyme platforms provide green chemistry solutions for our consumers to reduce hazardous waste, improve efficiencies and manufacture their products using a cleaner process. Our water and wastewater management and treatment solutions contribute to the imminent need of the hour i.e. water conservation.

We believe that true business excellence can be achieved only by doing business following sound sustainability principles that are based on good corporate governance as well as social, environmental and economic responsibilities. We remain committed to reducing the environmental impact of our operations, practicing ethical sourcing and improving our performance on sustainability.

Our sustained commitment towards our corporate citizenship is visible in our diverse Corporate Social Responsibility (CSR) activities through partnerships with various organizations across locations in India. Fermenta strives to enhance the Diversity, Equity and Inclusion quotient of its workforce. We believe that our corporate values (Discipline, Honesty, Mutual Respect, Perseverance and Result Orientation) lie at the foundation of our business philosophy as we engage with our stakeholders to create shared value.

8.	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**	Board of Directors
9	**Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.**	Mr. Prashant Nagre Managing Director

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)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Policies, as applicable, are reviewed by the Board of Directors and/or management of the Company. Policies and performance against policies are reviewed by the management at periodic intervals via-a-vis statutory requirements and, accordingly, necessary amendments are made to the policies, as applicable.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non- compliances	The Company has necessary procedures in place to ensure the compliance with all relevant regulations.																	

		P1	P2	P3	P4	P5	P6	P7	P8	P9
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.**	The policies, processes and compliances, as applicable, are assessed by internal auditors and statutory auditors, as per the statutory requirements. Policies, as applicable, are reviewed by the Board of Directors and/or management of the Company at periodic intervals via-a-vis statutory requirements, and, accordingly, necessary amendments are made to the policies, as applicable.								

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

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	N.A.						*	N.A.	
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	N.A.						*	N.A.	
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	N.A.						*	N.A.	
It is planned to be done in the next financial year (Yes/No)	N.A.						*	N.A.	
Any other reason (please specify)	N.A.						*	N.A.	

** Principle 7 (P7) is not applicable to the Company.*

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

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

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	4 nos. See note (i) below		100%
Key Managerial Personnel			100%
Employees other than BoD and KMPs	12 nos. See note (ii) below		100%
Workers			100%

Note.

(i) *The Directors of the Company at the time of their appointment are oriented on the Company's philosophy, core values, code of business conduct and other codes / policies, and their roles and responsibilities as the director vis-à-vis Company's operations, industry in which it operates and statutory requirements.*

At each meeting of the Board and Committees, the Directors and KMPs are apprised, inter alia, of the material developments regarding functioning and operations of the Company. Familiarization programmes are undertaken to keep the directors apprised of Company's strategic plans, regulatory changes, any major risk that needs to be attended, and overview of business and operations.

(ii) *At the time of joining, the employees and workers are acquainted on various functional and non-functional aspects of the Company. Orientation program focuses on the Company's philosophy, core values, ethical business practices, code of business conduct, prohibition of insider trading code, Company's work culture and other policies including policy on Prevention of Sexual Harassment (POSH) at the Workplace and Whistle Blower Policy.*

The Company strongly believes in upskilling its employees and workers by providing various functional as well as general trainings as and when required. We have identified various skills which are necessary for the employees and workers in relation to their work requirements. Employees and workers are provided with necessary training programmes not only pertaining to the respective areas of work but also overall concerning their wellbeing, health & safety.

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

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

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

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

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

Yes. The Company has adopted Business Responsibility Policy which covers the same. The policy is available on the website of the Company at https://fermentabiotech.com/policies.php

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2024-25	FY 2023-24
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

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

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

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

   – Not Applicable

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2024-25	FY 2023-24
Number of days of accounts payables	169 days	184 days

9. **Openness of business**

   (Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:)

Parameter	Metrics		FY 2024-25	FY 2023-24
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	24%	24%
	b.	Number of trading houses where purchases are made from	758	758
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	50%	50%
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	9.1%	10.80%
	b.	Number of dealers / distributors to whom sales are made	3	4
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	100%	100%
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	NIL	NIL
	b.	Sales (Sales to related parties / Total Sales)	10.94%	2.07%
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	52.90%	46.62%
	d.	Investments (Investments in related parties / Total Investments made)	77.19%	77.33%

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

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.**

	2024-25	2023-24	Details of improvements in environmental and social impacts
R & D	-	-	-
Capex	-	-	-

2. a. **Does the entity have procedures in place for sustainable sourcing?**

   We have standard operating procedures for the evaluation and selection of our vendors for sourcing of material who are responsible suppliers and adhere to the uniform quality, social and environmental standards as Fermenta.

   b. **If yes, what percentage of inputs were sourced sustainably?** 100%.

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.**

Product	Processes in place to safely reclaim the product
Plastics (including packaging)	The Company has engaged State Pollution Control Board ('SPCB') registered plastic waste processors to collect plastic waste from Company's factories. These plastic waste processors send it for recycling/end of life disposal after treatment. This reduces wastage of plastic at the factory level itself
E-waste	100% e-waste is sold to authorised vendors.
Hazardous waste	For recycling and disposal of hazardous waste, all hazardous waste of the Company segregated at the factory level and sent to the respective SPCB authorised waste management processor for disposal in accordance with regulatory norms.
Other waste	Non-hazardous waste such as glass, MS scrap, wood waste, boiler ash etc. is sent to authorised recyclers.

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.**

Not applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

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

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	473	473	100%	473	100%	0	0	473	100%	0	0
Female	36	36	100%	36	100%	36	100%	0	0	0	0
Total	**509**	**509**	**100%**	**509**	**100%**	**36**	**7%**	**473**	**92.93%**	**0**	**0**
Other than Permanent employees											
Male	23	23	100%	23	100%	0	0	23	100%	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	**23**	**23**	**100%**	**23**	**100%**	**0**	**0**	**23**	**100%**	**0**	**0**

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

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	96	96	100%	96	100%	0	0	96	100%	0	0
Female	1	1	100%	1	100%	1	100%	0	0	0	0
Total	**97**	**97**	**100%**	**97**	**100%**	**1**	**1.03%**	**96**	**98.97%**	**0**	**0**

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Other than Permanent workers											
Male	223	223	100%	223	100%	0	0	223	100%	0	0
Female	3	3	100%	3	100%	3	100%	0	0	0	0
Total	**226**	**226**	**100%**	**226**	**100%**	**3**	**1.33%**	**223**	**98.67%**	**0**	**0**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format.

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company	Total Amount: ₹ 91,53,649/- (0.22%)	Total amount : ₹ 86,81,888/- (0.28%)

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

Benefits	FY 2024-25			FY 2023-24		
	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	5.64%	25.70%	Yes	7.63%	26.98%	Yes
Others – NPS	NA	NA	NA	NA	NA	NA

3. **Accessibility of workplaces**

   Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

   Yes, the premises/ offices of the Company has infrastructure available for differently abled individuals.

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?**

   Social Compliance Policy is available at https://fermentabiotech.com/policies.php

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	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	**100%**	**100%**	**100%**	**100%**

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. FBL has Grievance Redressal Committee to address grievances of employees across all locations. We also encourage employees to voice their concerns through a suggestion box placed at all facilities. FBL also has POSH Policy in place, and the aggrieved women at workplace can approach Internal Committee of the Company.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

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

Category	FY 2024-25			FY 2023-24		
	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						
– Male	0	0	0	0	0	0
– Female	0	0	0	0	0	0
Total Permanent workers						
– Male	96	96	100%	95	95	100%
– Female	1	1	100%	1	1	100%

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

Category	FY 2024-25					FY 2023-24				
		On Health and safety measures		On Skill upgradation			On Health and safety measures		On Skill upgradation	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Total (D)	Number (E)	% (E / D)	Number (F)	% (F / D)
Employees										
Male	473	473	100%	473	100%	435	435	100%	435	100%
Female	36	36	100%	36	100%	27	27	100%	27	100%
Total	**509**	**509**	**100%**	**509**	**100%**	**462**	**462**	**100%**	**462**	**100%**
Workers										
Male	96	96	100%	96	100%	95	95	100%	95	100%
Female	1	1	100%	1	100%	1	1	100%	1	100%
Total	**97**	**97**	**100%**	**97**	**100%**	**96**	**96**	**100%**	**96**	**100%**

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

	FY 2024-25			FY 2023-24		
Category	**Total (A)**	**Number (B)**	**% (B / A)**	**Total (C)**	**Total (D)**	**% (D/C)**
Employees						
Male	473	473	100%	435	435	100%
Female	36	36	100%	27	27	100%
Total	**509**	**509**	**100%**	**462**	**462**	**100%**
Workers						
Male	96	96	100%	95	95	100%
Female	1	1	100%	1	1	100%
Total	**97**	**97**	**100%**	**96**	**96**	**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?**

Yes. In accordance with the Environment, Health and Safety Policy of the Company, an Occupational Health and Safety Management System has been implemented at all in house manufacturing facilities and Research & Development laboratory. Further, all other locations also comply with the applicable statutory requirement pertaining to health and safety. The Company's health and safety management system is based on ISO 45001, the International Standard for Occupational Health and Safety.

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

The Company has Environment, Health Safety and Sustainability Policy in place. The health and safety guidelines are applicable to all operating locations of the Company and lay down required parameters to be followed at all locations. Some of the key processes for identifying work-related hazards and assessing risks on a routine and nonroutine basis are given below:

I. Hazard Identification and Risk Assessment (HIRA) is used for routine and non-routine activities.

II. Hazard and Operability Study (HAZOP) is being used for identifying hazard related to chemical processes.

III. Chemical Risk Assessment is used for identifying health hazards during handling of chemicals.

IV. Fire Risk Assessment is done for handling fire related risks.

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

Yes, all workers at plants can report work related hazards through an internal reporting system. All the work hazards reported are monitored and actioned upon through Safety Committee at the plant. A process of 'stoppage of work due to unsafe act and unsafe condition' to safeguard employees' interest is in place to report or remove themselves from situations they believe could cause injury. At non-manufacturing locations, the workers approach the location head to report any work-related hazards and to remove themselves from such risks.

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

Yes, Company's various locations have empaneled doctors and all employees/workers are covered under the Company's health insurance and personal accident policy.

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

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
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

* Including in the contract workforce.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

To ensure the safe and healthy workplace, we have implemented SOPs which are available in local language and which need to be followed by every personnel working in the Company. Use of PPEs/safety material are mandatory for concerned employes/workers. Mock drills and fire drills are carried out to evaluate the emergency readiness as well as safety measures in the event of any unexpected or undesirable occurrences. Highest standards of hygiene and housekeeping are maintained. The Company operates on a well-maintained HVAC system.

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

Particulars	FY 2024-25			FY 2023-24		
	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	0	0	0	0
Health & Safety	0	0	0	0	0	0

14. Assessments for the year:

Particulars	% 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.

The Company continuously monitors and assesses its health and safety practices and working conditions. Investigation is conducted in case any incident is reported using various methodology to identify the root cause. The investigation team presents corrective and preventive measures which is reviewed at various levels by the local management and central teams. Such corrective actions are then deployed horizontally across locations.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders.

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

   The entire value chain of Fermenta is facilitated by its stakeholders which *inter alia*, include employees, workers, shareholders, customers, communities, suppliers, regulators and lenders. These stakeholders are crucial for Company's very existence, the overall development and sustainable growth of its business.

   Stakeholder identification is a continuous and on-going process at Fermenta. The Company has identified internal and external group of stakeholders. Policies at Fermenta also aim at ensuring overall Stakeholders' satisfaction.

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)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	- General Meetings - Stock Exchange intimations - Investor presentations / Annual reports & quarterly results - Press releases - Company's website	Ongoing	Keeping shareholders updated about the Company's business performance is crucial. We value acknowledging their queries and inputs and expectations from Company.
Customers	No	- Customer meets - Direct communication - Brochures - Social media - Company's website	Need basis	Our entire business is dependent upon customers. Understanding customers' expectations, their satisfaction and retention is at the core of Fermenta's business. Engagement and good relationship with customers helps the Company in Business Development.
Employees and Workers	No	- Senior management interactions - HR communications - Performance appraisal meetings/review - Exit interviews - Union meetings, Company's website - HRMS	Continually	Employees are our biggest asset and pillars of our functioning. Regular interactions with them help the Company understand their expectations and grievances which in order helps Company build a strong employee base with loyalty and low attrition rate.
Suppliers	No	- Meetings - Supplier audits - Facility visits	Need basis	Regular engagements with help to ensure timely receipt of materials, their quality and safety amongst other critical services to ensure continuity of business operations.

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)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Regulators	No	Meetings, Seminars/ Webinars Official communications Statutory publications	Need basis	We aspire for full compliance with all the applicable regulations. Interactions with the Government and Regulators help us understand statutory and procedural requirements and resolve any issues or lapses in relation thereto.
Communities	No	Interactions through CSR initiatives	Need basis	Fermenta, being a responsible corporate citizen, strongly believes in growing together with the community. Hence, our CSR programmes helps in community development. The Company also fulfils its manpower requirement by employing the people from the nearby location where it has its business operations to the extent possible.

PRINCIPLE 5 Businesses should respect and promote human rights

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 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	509	509	100%	462	462	100%
Other than permanent	23	23	100%	23	23	100%
Total Employees	**532**	**532**	**100%**	**485**	**485**	**100%**
Workers						
Permanent	97	97	100%	96	96	100%
Other than permanent	226	226	100%	219	219	100%
Total Workers	**323**	**323**	**100%**	**315**	**315**	**100%**

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

Category	FY 2024-25					FY 2023-24				
	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	473	0	0	473	100%	435	0	0	435	100%
Female	36	0	0	36	100%	27	0	0	27	100%
Other than Permanent										
Male	23	0	0	23	100%	23	0	0	23	100%
Female	0	0	0	0	0	0	0	0	0	100%
Workers										
Permanent										
Male	96	0	0	96	100%	95	0	0	95	100%
Female	1	0	0	1	100%	1	0	0	1	100%
Other than Permanent										
Male	223	223	100%	0	0	214	214	100%	0	0
Female	3	3	100%	0	0	5	5	100%	0	0

3. **Details of remuneration/salary/wages:**

a. Median remuneration / wages:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors	3	3,85,72,124	1	1,34,35,764
Key Managerial Personnel	2	50,34,205	0	-
Employees other than BoD and KMP	473	63,6,854	36	7,70,707
Workers	97	4,06,989	1	3,57,012

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	7.57%	7%

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. Human Resource Department is responsible for the same.

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

The Company has policies on human rights which are applicable to all its employees and suppliers & service providers. The said Policies and their implementation are directed towards adherence to applicable laws and upholding the spirit of human rights. The Company has in place a Business Responsibility Policy. A grievance redressal system to facilitate open and structured discussions is available at all units and locations to ensure that grievances related to labour practices and human rights are addressed and resolved in a fair and just manner.

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

Particulars	FY 2024-25			FY 2023-24		
	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	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour / Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL	NIL	NIL

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

As part of Whistleblower Policy and POSH Policy, the Company protects identity of the complainant/ whistleblower. All such matters are dealt in strict confidence and based on facts of the case.

9. **Do human rights requirements form part of your business agreements and contracts?**

It depends on the type and nature of agreement.

10. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%, assessed by the Company.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others	

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above. –** Not Applicable

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment.

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

Parameter	FY 2024-25	FY 2023-24
From renewable sources in MJ		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy Consumption Through Other Sources (C) (Solar)	1,22,414.40	1,33,153.20
Total energy consumed from renewable sources (A+B+C)	**1,22,414.40**	**1,33,153.20**
From non-renewable sources in MJ		
Total electricity consumption (D)	6,17,00,976	2,83,01,256.0
Total fuel consumption (E)	1,98,80,259	57,51,518.4
Energy consumption through other sources (F)	1,82,490.98	63,018
Total energy consumed from non-renewable sources (D+E+F)	**8,17,63,725.98**	**3,41,15,792.40**
Energy intensity per rupee of turnover	0.02200767	0.01492719
(Total energy consumed / Revenue from operations)		
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	-	-
(Total energy consumed / Revenue from operations adjusted for PPP)		
Energy intensity in terms of physical output	-	-
Energy 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 - N.A.

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.** – N.A.

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

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	18,817	13,599.56
(iii) Third party water	91,468.22	86,800.62
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**1,10,285.22**	**1,00,400.18**
Total volume of water consumption (in kiloliters)	1,10,285.22	1,00,400.18
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.02964019	0.043758795
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
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 - N.A.

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

Parameter	FY 2024-25	FY 2023-24
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 – please specify level of treatment	0	0
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 – please specify level of treatment	0	0
v. Others		
No treatment	0	0
With treatment – please specify level of treatment (Primary, Secondary & Tertiary)	49,673	43,863
Total water discharges (in kiloliters)	**49,673**	**43,863**

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- N.A.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**
The Company's manufacturing site at Kullu, Himachal Pradesh is Zero Liquid Discharge Site. Treated water is recycled to utility purpose as per CTO condition.

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

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	mg/nm^3	25.282	28.422
SOx	mg/nm3	15.24	22.526
Particulate matter (PM)	mg/nm3	24.30	24.332
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
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-N.A.

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

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover	-	-	-
(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	-	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	-	-	-
(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	-	-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
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-N.A.

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

Yes. The Company works towards improving the energy efficiency across operational locations and enhance the proportion of renewable energy sources (electricity and biofuels) in the total energy mix.

The Company has 35.3 KW of solar installation in operation, supplying the electricity to its facilities in Maharashtra, and there is plan to increase the share of renewable energy.

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

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.337	0.34
E-waste (B)	0.637	0.274
Bio-medical waste (C)	0.1146	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0.189
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	1365.7355	596.722
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e.by materials relevant to the sector)		
1. Wet Garbage	18.5	20.0
2. STP sludge	1.5	4.0
3. Dry Garbage	22.2	21.8
Total (A+B + C + D + E + F + G + H)	**1409.0241**	**643.325**

Parameter	FY 2024-25	FY 2023-24
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00037	0.00026
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
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	431.441	15.98
(ii) Re-used	11.3245	24
(iii) Other recovery operations	0.337	0
Total	**443.1025**	**39.98**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	2.9396	2.025
(ii) Landfilling	618.925	327.394
(iii) Other disposal operations	344.057	0
Total	**965.9216**	**329.419**

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-N.A.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company has consistently scaled up its waste management practices by reducing generated quantities and directing waste to authorised Treatment, Storage and Disposal Facilities (TSDF). The Company endeavors to increase the share of recycling and coprocessing to bring down the quantity of waste disposed to landfills. It has dedicated storage area for different type of waste (E-waste, hazardous and non-hazardous) and waste segregation is done at source. Hazardous waste packing is done into compatible packing material and all types of waste are labelled, stored and disposed of as per applicable rules and consent to operate.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
N.A.			

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

Environmental Impact Assessment (EIA) was not required for FY 2024-25.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
N.A.					

fermenta

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:** Yes

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
		NIL		

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

1. a. **Number of affiliations with trade and industry chambers/ associations.** 17

   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 Manufacturers Association (IDMA)	National
2	Maharashtra Chamber of Commerce, industry & Agriculture (MACCIA)	State
3	Indo-German Chamber of Commerce (IGCC)	National / International
4	Small and Medium Business Development Chamber of India (SME)	National
5	Federation of Pharma Entrepreneurs India (FOPE)	National
6	Indian Merchant Chambers (IMC)	National
7	Bombay Chamber of Commerce & Industry (BCCI)	National
8	The Compound Feed Manufacturers Association (CLFMA)	National
9	Solvent Extractors Association (SEA)	National
10	Federation of Indian Export Organisations (FIEO)	National
11	Pharmaceuticals Export Promotion Council of India (Pharmexcil)	National
12	Chemicals and Allied Export Promotion Council (CAPEXIL)	National
13	Agricultural and Processed Food Products Export Development Authority (APEDA)	National
14	Council for Responsible Nutrition (CRN)	International
15	Health Food and Dietary Supplements Association (HADSA)	National
16	Chamber for Advancement of Small and Medium Businesses (CASMB)	National
17	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	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. –** Not Applicable

Name of authority	Brief of the case	Corrective action taken
	NIL	

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year. –** Not Applicable.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes /No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

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

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						

3. **Describe the mechanisms to receive and redress grievances of the community.**

   The Company has a process to receive and redress concerns/grievances received from the community. As a part of CSR Initiative, the Company interacts with the community on a regular basis.

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

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	55%	55%
Directly from within India	14%	14%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural	-	-
Semi-urban	46.57%	47%
Urban	-	-
Metropolitan	53.43%	53%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

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

   Fermenta endeavours to identify and act upon any consumer complaints with urgency. Our customers can reach out to their point of contacts at Fermenta who work internally to resolve the same at earliest. Fermenta has standard operating procedures in place for responding to customer complaints.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

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

	FY 2024-25		Remarks	FY 2023-24		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		
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

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

	Number	Reason for recall
Voluntary recalls	0	N.A.
Forced recalls	0	N.A.

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.**

   Company's policies related to cyber security which *inter alia* cover risks related to data privacy are available on the Company's intranet portal.

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.** N.A.

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

a. Number of instances of data breaches. NIL

b. Percentage of data breaches involving personally identifiable information of customers. N.A.

c. Impact, if any, of the data breaches. N.A.

For and on behalf of the Board of Directors

Pradeep M. Chandan
Chairman
(DIN: 0200067)
May 28, 2025, Thane

Annexure 10

Declaration pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby confirm that all Directors and Senior Management Personnel of the Company have affirmed adherence to the “Code of Conduct for Board members and Senior Management” during the financial year ended on March 31, 2025.

For and on behalf of the Board of Directors

Prashant Nagre
Managing Director
(DIN: 09165447)
May 28, 2025, Thane

Independent Auditor's Report

To

The Members of
Fermenta Biotech Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Fermenta Biotech Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us , the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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 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 audit 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 for the financial year ended March 31, 2025. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of investments in and loans given and receivables from certain subsidiaries (as described in Note 9,11and 16 of the standalone financial statements)	
The Company has investments in subsidiaries having carrying value of ₹320.06 lakh (net of impairment loss of ₹1,879.86 lakh). Further, the Company has also given loans and has receivables outstanding from these subsidiaries amounting to ₹ 5,431.86 lakh (net of provision for expected credit loss of 2,315.81 lakh)	Our audit procedures included the following: • We obtained management's assessment for impairment for recoverability of these investments and financial assets. • Evaluated the design and implementation and tested the operating effectiveness of key internal financial controls related to the Company's process relating to impairment assessment and determination of expected credit loss.

Key audit matters	How our audit addressed the key audit matter
These subsidiaries have either incurred losses in the past / has been incurring losses or further investments made by them in the step-down subsidiaries have been incurring losses due to unfavorable market conditions and other indicators. Accordingly, these have been considered for assessment of impairment and determination of the expected credit loss. Assessment of the recoverable amount of these balances has been identified as a key audit matter due to: • Significance of the carrying amount of these balances. • Significant estimates relating to the estimated future cash flows, associated discount rates and growth rates based on management's view of future business prospects, to the extent applicable. • Changes to any of these assumptions could lead to material changes in the estimated recoverable amount impacting potential impairment/ expected credit loss.	• Assessed impairment/ expected credit loss model used by the management and the evaluated the assumptions used around the key drivers (cash flow forecasts, discount rates, expected growth rates, forecasted margins and terminal growth rates) based on our knowledge of the subsidiaries business and Industry, as applicable. Compared the historical accuracy by comparing past forecasts to actual results achieved. • Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. • Tested the arithmetical accuracy of the computation of recoverable amounts. • Assessed the adequacy of disclosures made in the standalone financial statements.
Recoverability of Minimum Alternate Tax (MAT) credit entitlement included under deferred tax assets (as described in Note 48 of the standalone financial statements)	
The Company has recognized deferred tax assets amounting to ₹ 1,571.22 lakh representing Minimum Alternate Tax (MAT) credit entitlement, pursuant to the provisions of Section 115JB of the Income-tax Act, 1961 and related rules. Unused tax credits in the form of MAT credits is recognized to the extent that there is convincing evidence that sufficient taxable profits will be available in the future against which such MAT credit can be utilized. The recoverability of such MAT credit entitlement is considered as a key audit matter as it involves significant management judgement including accounting estimates relating to profitability forecasts, availability of sufficient taxable income in the future and recoverability within the specified period of time.	Our audit procedures included the following: • Evaluated the Company's accounting policies with respect to recognition of deferred taxes in accordance with Ind AS 12 "Income Taxes". • Evaluated the design and implementation and tested the operating effectiveness of key internal financial controls related to the assessment of recoverability of MAT credit entitlement. • Obtained and analysed the future projections of taxable profits estimated by management and assessed the key assumptions used and the reasonableness of the future cash flow projections. • Assessed the sensitivity analysis applied by the Company and evaluated if any change in the assumptions will lead to any material change utilization of the MAT credit entitlement. • Assessed the adequacy of disclosures made in the standalone financial statements
Provision for Inventory obsolescence (as described in Note 15 of the standalone financial statements	
As at March 31, 2025, the carrying amount of inventories amounted to ₹ 9,447.82 lakh after considering allowances for Inventory of ₹ 2,079.23 lakh. Inventories are carried at lower of cost and net realisable value. The Company makes provision for inventory based on category of products, experience, age of Inventory, current trend and future expectations of forecast inventory demand.	**Our audit procedures included the following:** • Obtained an understanding of management's process to identify slow-moving, obsolete and other non-saleable inventory, and process of consequent measurement of required provision for obsolescence. • Evaluated the design, implementation and tested the operating effectiveness of key controls that the Company has in relation to aforesaid process.

Key audit matters	How our audit addressed the key audit matter
Considering the significant management judgment and estimates involved, provision for inventory obsolescence has been considered as a key audit matter.	- For provisions made in respect of slow moving and non-saleable Inventory, discussed with management the triggers considered for such identification and evaluated the same in view of our understanding of the business and industry conditions. Assessed the management's estimates regarding the expected timing by which the balance inventory of aforesaid products would be sold basis past trends and market conditions. - Reperformed computations to test the accuracy and completeness of such provision estimates. - Assessed the adequacy of disclosures made in the standalone financial statements.

Other Information

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

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of the Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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 for the financial year ended March 31, 2025 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 sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);

    (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account ;

    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

    (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

    (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g)

    (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

    (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 43 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures 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 (a) and (b) contain any material misstatement.

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 58 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for certain changes made, if any, using privileged/ administrative access rights, as described in note 67 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Membership Number: 136454
UDIN: 25136454BMOJVH7087

Place of Signature: Mumbai
Date: May 28, 2025

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Fermenta Biotech Limited ("the Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

(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 intangibles assets.

(b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, 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) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 6 to the financial statements are held in the name of the Company except immovable property as indicated in the below mentioned case as at March 31, 2025 for which title deeds were not available with the Company and hence we are unable to comment on the same.

(₹ in Lakh)

Description of Property	Gross carrying value (in lakh)	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of Company
Freehold land located at Village Takwe (Budruk), Tal – Maval District – Pune admeasuring 3.68 (11.95) Acres	0.78	The land is held in trust in the name of Mr. Krishna Datla (Executive Vice Chairman) and Ms. Rajeshwari Datla (Director/ relative of Executive Vice Chairman)	Yes	Various dates from 27th December 1992 to 4th July 1994	The plot of land is an agricultural land lying in the industrial zone and as explained to us, required to register in individual names.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management except for inventories lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate. Inventories lying with third parties have been confirmed by such third parties as at March 31, 2025. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory

(b) As disclosed in note 28 to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

(iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) In respect of certain loans and / or advance in the nature of loan granted to companies or any other parties, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.

(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) As disclosed in note 11 to the financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies or any other parties. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	1,408.36 *	-	501.22 *
- Repayable on demand			
Percentage of loans/ advances in nature of loans to the total loans	62.11%	-	22.10%

* The amounts reported are at gross amounts, without considering provisions made.

(iv) There are no loans, guarantees, and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable and hence not commented upon. Loans, investments, guarantees and security in respect of which provisions of sections 186 of the Companies Act, 2013 ('the Act') are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of its products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ lakh)*	Period to which the amount relates	Forum where the dispute is pending
The Finance Act 1994	Service Tax	18.75	2000-2001	Sales Tax Appellate Tribunal
The Gujarat Sales Tax Act	Sales Tax	4.63	1992-1994	High Court, Bombay

* Excluding Interest

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, or associate.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of 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) The Company is not a nidhi company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order are not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 61 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 51 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 51 to the financial statements.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership Number: 136454
UDIN: 25136454BMOJVH7087

Place of Signature: Mumbai
Date: May 28, 2025

Annexure 2 to the Independent Auditor's Report of even date on the standalone financial statements of Fermenta Biotech Limited

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

We have audited the internal financial controls with reference to standalone financial statements of Fermenta Biotech Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone 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 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 these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls With Reference to standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership Number: 136454
UDIN: 25136454BMOJVH7087

Place of Signature: Mumbai
Date: May 28, 2025

Standalone Balance Sheet as at March 31, 2025

(₹ in Lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	21,005.86	23,642.35
(b) Capital work-in-progress	4	1,590.73	161.57
(c) Right-of-use assets	5	619.34	1,543.35
(d) Investment property	6	318.69	540.67
(e) Goodwill	6A	411.65	411.65
(f) Other Intangible assets	7	227.94	542.28
(g) Intangible assets under development	8	-	-
(h) Investments			
i) Investments in subsidiaries	9A	320.06	320.06
ii) Investments in an associate	9B	-	-
(i) Financial assets			
(i) Investments	9C	48.63	43.36
(ii) Share application money	10	-	-
(iii) Trade receivables	16	1,296.01	1,171.69
(iv) Loans	11	748.21	738.44
(v) Other financial assets	12	502.92	399.31
(j) Deferred tax assets (net)	48C	2,864.40	2,199.91
(k) Non-current tax assets (net)	13	186.80	815.00
(l) Other non-current assets	14	53.52	105.43
Total non-current assets		30,194.76	32,635.07
Current assets			
(a) Inventories	15	9,447.82	7,860.60
(b) Financial assets			
(i) Trade receivables	16	12,020.90	7,713.12
(ii) Cash and cash equivalents	17	1,849.52	1,863.43
(iii) Bank balances other than (ii) above	18	4,345.94	3,800.52
(iv) Loans	19	111.03	466.43
(v) Other financial assets	20	1,546.71	132.93
(c) Other current assets	21	1,845.58	1,670.75
(d) Contract assets		884.30	314.99
Total current assets		32,051.80	23,822.77
TOTAL ASSETS		62,246.56	56,457.84
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	22	1,458.45	1,443.71
(b) Other equity	23	36,536.78	29,978.90
Total equity		37,995.23	31,422.61
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	1,504.76	4,259.23
(ii) Lease liabilities	46	444.37	553.88
(iii) Other financial liabilities	25	257.50	353.84
(b) Provisions	26	780.59	535.46
(c) Other non-current liabilities	27	1,421.18	3,243.93
Total non-current liabilities		4,408.40	8,946.34
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	28	9,435.28	8,973.49
(ii) Lease liabilities	46	109.16	95.81
(iii) Trade payables			
(a) Total outstanding dues of micro and small enterprises	29 & 52	387.86	237.63
(b) Total outstanding dues of creditors other than micro and small enterprises	29	6,040.13	5,065.49
(iv) Other financial liabilities	30	431.20	763.44
(b) Other current liabilities	31	2,817.12	829.46
(c) Provisions	32	72.70	59.43
(d) Current tax liabilities (net)	33	441.05	34.13
(e) Contract liability		108.43	30.01
Total current liabilities		19,842.93	16,088.89
TOTAL EQUITY AND LIABILITIES		62,246.56	56,457.84
See accompanying notes to the Standalone financial statements	1-74		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
INCOME			
Revenue from operations	34	43,053.17	30,709.04
Other income	35	1,167.78	815.42
Total income		**44,220.95**	**31,524.46**
EXPENSES			
Cost of materials consumed	36	12,898.28	8,378.52
Purchases of stock-in-trade		1,723.68	778.38
Changes in inventories of finished goods,stock-in-trade and work-in-progress	37	(758.96)	1,386.28
Employee benefits expense	38	6,009.69	5,393.25
Finance costs	39	1,419.92	1,705.21
Depreciation and amortisation expense	40	2,317.29	2,369.55
Other expenses	41	13,169.01	11,074.03
Total expenses		**36,778.91**	**31,085.22**
Profit before Exceptional Items and tax		**7,442.04**	**439.24**
Exceptional Items	69	-	(900.00)
Profit /(Loss) before Tax		**7,442.04**	**(460.76)**
Tax expense / (income)			
Current tax		1,312.24	168.02
Adjusment of Tax related to earlier years		-	1,245.55
Deferred tax credit		(631.74)	-
Total tax expense	48	**680.50**	**1,413.57**
Profit /(Loss) for the year		**6,761.54**	**(1,874.33)**
Other comprehensive income			
(a) Items that will not be reclassified to profit or loss			
(i) Remeasurements of defined benefit plan		(112.48)	12.28
(ii) Income tax relating to remeasurements of defined benefit plan		32.75	-
(b) Items that will be reclassified to profit or Loss (net of tax)			
(i) Net fair value change in investment in equity instruments through other comprehensive income		5.26	6.75
Total other comprehensive income/(loss) for the year (a+b)		**(74.47)**	**19.03**
Total comprehensive Profit /(Loss) for the year		**6,687.07**	**(1,855.30)**
Earnings per equity share of ₹ 5 each before exceptional items	45		
Basic (in ₹)		23.18	(3.37)
Diluted (in ₹)		23.18	(3.37)
Earnings per equity share of ₹ 5 each after exceptional items	45		
Basic (in ₹)		23.18	(6.49)
Diluted (in ₹)		23.18	(6.49)
See accompanying notes to the Standalone financial statements	1-74		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Standalone Statement of Cash Flow for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
A) CASH FLOWS FROM OPERATING ACTIVITIES		
Profit /(Loss) after Exceptional Items and before tax	7,442.04	(460.76)
Adjustments for :		
Depreciation and amortisation expense	2,317.29	2,369.55
Net unrealised foreign exchange	148.73	364.25
Gain on sale / write off of property, plant and equipment and investment property (net)	(3,961.86)	(6,355.27)
Proceeds on sale of Investment Property	4,663.59	10,167.88
Expected credit loss on financial assets	112.97	185.59
Unwinding of interest on financial assets carried at amortised cost	(141.81)	(246.48)
Expense charged on Employee Stock Option	-	19.06
Finance costs	1,419.92	1,705.21
Interest income	(312.02)	(287.90)
Dividend income	(90.97)	(90.36)
Liabilities / provisions no longer required written back	(123.37)	(166.55)
Net (gain) on fair value changes of derivatives measured at FVTPL	(0.90)	(22.27)
Exceptional Items	-	900.00
Operating profit before working capital changes	**11,473.61**	**8,081.94**
Movements in working capital:		
Increase in trade receivables	(5,021.46)	(1,269.88)
(Increase) / Decrease in inventories	(1,587.22)	3,114.23
(Increase) / Decrease in other assets	(2,325.22)	144.05
Increase in trade payables	1,196.22	619.47
Increase in provisions	145.92	86.57
Decrease in other liabilities	(222.04)	(376.05)
Cash generated from operations	**3,659.81**	**10,400.33**
Income taxes (paid) / refund (net)	(277.12)	101.84
Net cash generated from operations (A)	**3,382.69**	**10,502.17**
B) CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for purchase of property, plant and equipment, investment property, capital work-in-progress, intangible assets and intangible assets under development	(2,213.36)	(1,920.71)
Proceeds on sale of property, plant and equipment	1,925.09	6.54
Repayment of loan given to employee / Intercorporate deposits placed	371.25	9.02
Interest received	384.50	281.44
Intercorporate deposits given / Loan given to employees	(8.00)	(385.00)
Dividend received	90.97	90.36
Deposits realised with financial institution (net)	-	278.07
Bank Deposits (placed) / realised	(509.74)	125.35
Net cash generated / (used in) investing activities (B)	**40.71**	**(1,514.93)**

Standalone Statement of Cash Flow for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
C) CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from non current borrowings	-	305.37
Repayment of non current borrowings	(3,334.45)	(5,047.81)
Proceeds on issue of equity share on stock option excerise	246.72	-
Repayment of current borrowings	(247.98)	(2,181.52)
Finance cost paid	(1,248.88)	(1,666.69)
Repayment of Lease Liabilities	(144.97)	(133.92)
Dividends paid	(361.18)	(360.93)
Net cash (used in) financing activities (C)	**(5,090.74)**	**(9,085.50)**
Net decrease in cash and cash equivalents (A)+(B)+(C)	(1,667.34)	(98.26)
Cash and cash equivalents at the beginning of the year	1,355.69	1,453.95
Cash and cash equivalents at the end of the year	**(311.65)**	**1,355.69**
Components of cash and cash equivalents		
Cash on hand	21.23	8.87
Balances with banks:		
In current accounts	1,828.29	1,854.56
Cash and cash equivalents (Refer note 17)	**1,849.52**	**1,863.43**
Cash credit and Bank overdraft facilities (Refer note 28)	(2,161.17)	(507.74)
Total cash and cash equivalents considered for cash flows	**(311.65)**	**1,355.69**

See accompanying notes to the Standalone financial statements 1-74

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of
Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Standalone Statement of Changes in Equity for the year ended March 31, 2025

(a) Equity share capital

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balance at the beginning of the year	1,443.71	1,442.87
Add: Shares issued during the year on stock option exercise (Refer Note 22[d])	14.74	0.84
Balance at the end of the year	**1,458.45**	**1,443.71**

(b) Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus								Items of other comprehensive income	Total
	Unrealised (loss) on dilution	Capital redemption reserve	Capital reserve pursuant to amalgamation	Capital reserve	Securities premium	General reserve	Share options outstanding account	Retained earnings	Equity instruments through OCI	
Balance as at April 01, 2023	**(4,242.23)**	**70.00**	**39.72**	**1,140.00**	**152.79**	**3,742.10**	**1,325.25**	**29,902.81**	**32.39**	**32,162.83**
Loss for the year	-	-	-	-	-	-	-	(1,874.33)	-	**(1,874.33)**
Other comprehensive income for the year	-	-	-	-	-	-	-	12.28	6.75	**19.03**
Transfer to equity share capital on excerise of options	-	-	-	-	70.86	-	(70.86)	-	-	**-**
Premium on issue of equity share on stock option excerise	-	-	-	-	13.24	-	-	-	-	**13.24**
Payment of dividend (Gross)	-	-	-	-	-	-	-	(360.93)	-	**(360.93)**
Recognition of share based payments	-	-	-	-	-	-	19.06	-	-	**19.06**
Balance as at March 31, 2024	**(4,242.23)**	**70.00**	**39.72**	**1,140.00**	**236.89**	**3,742.10**	**1,273.45**	**27,679.83**	**39.14**	**29,978.90**
Profit for the year	-	-	-	-	-	-	-	6,761.54	-	**6,761.54**
Other comprehensive income / (loss) for the year	-	-	-	-	-	-	-	(79.73)	5.26	**(74.47)**
Transfer to equity share capital on excerise of options	-	-	-	-	1,243.47	-	(1,243.47)	-	-	**-**
Premium on issue of equity share on stock option excerise	-	-	-	-	231.99	-	-	-	-	**231.99**
Payment of dividend (Gross)	-	-	-	-	-	-	-	(361.18)	-	**(361.18)**
Balance as at March 31, 2025	**(4,242.23)**	**70.00**	**39.72**	**1,140.00**	**1,712.35**	**3,742.10**	**29.98**	**34,000.46**	**44.40**	**36,536.78**

See accompanying notes 1-74 to the Standalone financial statements

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No. A33861

Thane, May 28, 2025

Notes to the Standalone Financial Statements for the year ended March 31, 2025

1. Corporate information

Fermenta Biotech Limited (Formerly Known as DIL Limited) ('the Company') (CIN - L99999MH1951PLC008485) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1913. Its shares are listed on the Bombay Stock Exchange.

The registered office of the Company is located at A- 1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400610. The Company is engaged in the business of manufacturing and marketing of chemicals, bulk drugs, enzymes, pharmaceutical formulations and environmental solution products and renting and selling of properties. The Company caters to both domestic and international markets. The Company also has strategic investments in subsidiaries primarily dealing in manufacturing and marketing bulk drugs.

The financial statements were approved for issue in accordance with a resolution of the board of directors on 28 May 2025.

2. Material accounting policies

2.1 Statement of compliance and basis of preparation

These Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards)Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to standalone financial statement.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in Indian Rupee (INR) and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

The financial statements provide comparative information in respect of the previous period. In addition, the Company presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in standalone financial statements.

2.2 Basis of measurement

The standalone financial statements have been prepared on the historical cost basis, except for:

(i) certain financial instruments that are measured at fair values at the end of each reporting period; and

(ii) defined benefit plan – plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

a) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, share based payment transactions that are within the scope of Ind AS 102 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The Company has consistently applied accounting policies to all periods presented in these Standalone financial statements.

(b) Operating cycle and current/non-current classification

Based on the nature of products/activities of the Company and the normal time between acquisition of assets/liabilities and their realization/settlement in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

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 realised 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

The terms of the 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.

(c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit prorata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(d) Foreign currencies

The Company's Standalone financial statements are presented in INR, which is also the Company's functional currency.

Functional and presentation currency

Management has determined the currency of the primary economic environment in which the entity resides in and operates as the functional currency. The functional currency of the Company is Indian Rupees (INR). The financial statements have been presented in INR, as it best represents the operating business performance and underlying transactions.

Foreign currency transactions

In preparing the standalone financial statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

(e) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

(f) Employee Benefits

i) Defined contribution plans: The Company contributes towards state governed provident fund scheme, employee state insurance scheme (ESIC) and labour welfare fund to all applicable employees and superannuation scheme for eligible employees. The Company has no further payment obligations once the contributions have been paid. Hence payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

ii) Defined benefit plan: The employees' gratuity fund scheme represents the defined benefit plan. The cost of providing benefits is determined using projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of changes to the assets (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

i) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii) net interest expenses or income; and

iii) remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service cost.

iii) Share-based payments:

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 60.

(a) Includes impact of market performance conditions (e.g. entity's share price)

(b) Excludes impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

(c) Excludes the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time)

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the "Share options outstanding account".

(iv) Short term and other long term employee benefits: A liability is recognised for benefits accruing to employees in respect of wages, salaries and bonus in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long term employee benefits are actuarially measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

(g) Income Taxes

Income Tax expense represents the sum of the tax currently payable and deferred tax.

i) Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances

ii) Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognized for all the deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax (‘MAT’) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

iii) Presentation of current and deferred tax:

Current and deferred tax are recognized in the profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

(h) Revenue recognition

The company derives revenue primarily from sale of manufactured chemicals, bulk drugs. Enzymes, pharmaceutical formulations, environmental solutions products and rental income and sale of investment property. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the company as part of the agreed contractual terms and excluding taxes or duties collected on behalf of the government. No element of financing is deemed present as majority of sales are on cash basis and credit sales are made with normal credit period consistent with market practice.

Sale of Goods/Investment Property:
The Company recognises revenue when it transfers control of a product or service to a customer. The control of goods is transferred to the customer depending upon the incoterms or as agreed with customer or delivery basis. Control is considered to be transferred to the customer:

- when the customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery,
- the customer has full discretion over the manner of distribution and price to sell the goods,
- the customer has the primary responsibility when selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Revenue received in connection with sale of goods is deferred and recognized over the period in which it satisfies the performance obligation by transferring promised good or service to a customer.

Recognition of revenue from contractual projects
Revenue from contractual project is recognized over time, using an input method with reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs.

The Company recognizes revenue only when it can reasonably measure its progress in satisfying the performance obligation. Until such time, the Company recognizes revenue to the extent of cost incurred, provided the Company expects to recover the costs incurred towards satisfying the performance obligation.

When it is probable that total contract cots will exceed total contract revenue, the expected loss is recognized as an expense immediately when such probability is determined.

Rental income from investment in property
Lease income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Rendering of services:
Revenue from services rendered is recognised pro-rata over the period of the contract as the underlying services are performed.

Infrastructure support services, consists of maintenance of common area in the investment property and supply of essentials. Revenue from such services are recognised in accordance with the terms of the agreement entered into with individual lessees.

Transfer of Development Rights:
Revenue is recognised at a point in time as per Ind AS 115 when control of the land is transferred and It is probable that the entity will collect the consideration to which it will be entitled in exchange. Given the inherent risks and uncertainties associated with real estate development, company recognises income on such transfer once substantial work is completed and it becomes highly probable that the agreed consideration in the form of constructed area will be received.

Revenue from sale of under-construction flats:
The Company applies five step model as per Ind AS 115 'Revenue from contracts with customers' to recognise revenue from such contracts with customers. For Revenue is recognised at the point in time w.r.t. sale of real estate units as and when the control passes on to the customer which coincides with handing over of the possession to the customer.

Interest and dividend:
Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Interest on income tax refund is recognised on receipt of refund order.

Dividend income is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.

Export Incentives:
Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and net benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit under the Duty Drawback, Mercantile Export Incentive Scheme and other schemes as per the Import and Export policy in respect of exports made under the said schemes is included as 'Export Incentives' under the head "Other Operating Revenue" in the standalone statement of profit and loss and is accounted in the year of export.

Scrap Sales:
Sale of scrap is recognised at the time of satisfaction of performance obligation i.e. upon transfer of control of products to the customers which coincides with their delivery to customer.

Contract balances:

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade receivables
A receivable is recognised if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point (o) below.

Contract liabilities
A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

(i) Property, plant and equipment (PPE)
Measurement at recognition:

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is not depreciated. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Capital work in progress comprises cost of property, plant and equipment (including related expenses),that are not yet ready for their intended use at the reporting date and it is carried at cost less accumulated impairment losses.

An item of property, plant and equipment is derecognised 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 the 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 property, plant and equipment and is recognised in profit or loss.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013 and based on assessment / estimate made by management. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The estimated useful lives of property, plant and equipment are as follows:

Assets	Estimated useful life (in years)
Buildings	30-60
Lease hold improvements (included in buildings)	5-10 (Over the lease term)
Plant and equipment	5-20
Office Equipment (included in plant and equipment)	5-6
Computers (included in plant and equipment)	3-6
Furniture and fixtures	6-10
Vehicles	8

(j) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes) and subsequent sale as and when required. Investment properties are measured-initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 requirements for cost model.

Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by:

(a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property

(b) commencement of development with a view to sale, for a transfer from investment property to inventories

(c) end of owner-occupation, for a transfer from owner-occupied property to investment property;

(d) commencement of an operating lease to another party, for a transfer from inventories to investment property

Sale of investment Property

An investment property is de-recognised upon disposal and the or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized and is recognized under revenue from operations.

Revenue pertaining to performance obligation pending as on the date of sale is deferred till the performance obligation is not completed.

The estimated useful lives of Investment property are as follows:

Assets	Estimated useful life (in years)
Building	60
Plant and equipment	15

(k) Intangible assets

(a) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from use or disposal. Any gain or loss arising from derecognition of an intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in standalone statement of profit and loss when the assets is derecognised.

(b) Internally generated intangible assets - Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An Internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if and only if, all the below stated conditions are fulfilled:

(i) the technical feasibility of completing the intangible asset so that it will be available for use or sale;

(ii) its intention to complete the asset and use or sell it;

(iii) its ability to use or sell the asset;

(iv) how the asset will generate probable future economic benefits;

(v) the availability of adequate resources to complete the development and to use or sell the asset; and

(vi) the ability to measure reliably the expenditure attributable to the intangible asset during development.

The amount initially recognised for internally-generated intangible assets is the sum of expenditure incurred from the date when the intangible assets first meets the recognition criteria listed above. Where no internally-generated intangible assets can be recognised, development expenditure is recognised in the standalone statement of profit and loss in the period in which incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible as intangible assets that are acquired separately.

The estimated useful lives of intangible assets are as follows:

Assets	Estimated useful life (in years)
Computer software	3-6
Product know-how	3-5

(l) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for a reasonable and consistent allocation basis to be identified.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in the case of an individual asset, at the higher of the net selling price and the value in use; and

(ii) in the case of a cash generating unit (a Group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the Company suitably adjusted for risks specified to the estimated cash flows of the asset.

For this purpose, a cash generating unit is ascertained as the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

If recoverable amount of an asset (or a cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or a cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the standalone statement of profit and loss.

(m) Impairment of goodwill

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Any impairment loss for goodwill is recognised directly in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(n) Inventories

Basis of Valuation

Inventories consisting of raw materials and packing materials, work-in-progress, stock-in-trade and finished goods are measured at the lower of cost and net realisable value.

Method of Valuation

The cost of all categories of inventories is based on the weighted average method. Cost of raw materials and packing materials and stock-in-trade comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

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

(o) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value excluding trade receivables which is recorded at transaction cost. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial asset on initial recognition. Transaction costs directly attributable to the acquisition of financial assets as at fair value through profit or loss are recognised immediately in profit or loss. All regular way purchases or sales of financial assets are recognized or derecognized on a trade date basis. Regular way purchases or sales of financial assets are financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories -

(1) Debt instruments at amortised cost

(2) Debt instruments at fair value through other comprehensive income (FVTOCI)

(3) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

(4) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income of the Statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit or loss.

(2) Debt instrument at FVTOCI

A 'debt instrument' is measured as at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the contractual terms of the instrument that give rise on specified dates to cash flows that are SPPI 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 movements are recognised in the other comprehensive income (OCI). However, the Company recognise interest income, impairment losses and reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

(4) Equity Instruments

All equity Instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument including foreign exchange gain or loss, excluding dividends, are recognised 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.

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 (i.e. removed from the Company's balance sheet) when:

1) The contractual rights to receive cash flows from the asset have expired, or

2) 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 recognise the transferred asset to the extent of the Company's continuing involvement; in that case the Company also recognise 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. 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 financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial assets, and guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit adjusted effective interest rate for purchase or originated credit-impaired financial assets). The Company estimates cash flow by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if the default occurs within the 12-months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12-months.

If the Company's measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risks has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increase in credit risk since initial recognition.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Financial liabilities and equity instruments

Classification as debts or equity:

Debts and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue cost.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities:

Initial recognition and measurement:

All financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value of the financial liabilities on initial recognition. Transaction costs directly attributable to the issue of financial liabilities as at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts, issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit, or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit and loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Fair value is determined in the manner described in note 55.

Financial liabilities at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments:

The Company enters a variety of derivative financial instruments to manage its exposure to interest rate, foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting year. The resulting gain or loss is recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Statement of Profit and Loss depends on the nature of the hedge item.

(p) Leasing

The Company as a lessee:

The Company's lease asset classes primarily consist of leases for Residential premises, Office Premises, Godown, Industrials land and Vehicle. The Company assesses whether a contract contains a lease, at inception of a contract.

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. The right-of-use assets and lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives.
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees.
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

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. Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

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.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise 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.

Also refer Note 46.

In respect of short-term leases and leases of low-value assets, the Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The 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. Ind AS 116 does not change substantially how a lessor accounts for leases. Under Ind AS 116, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently. However, Ind AS 116 has changed and expanded the disclosures required, in particular with regard to how a lessor manages the risks arising from its residual interest in leased assets.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(q) Provisions, contingent liabilities and contingent assets

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows when the effect of the time value of money is material.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

(r) Earnings per share

The Company presents basic and diluted earnings per share data for its equity shares.

Basic earnings per share are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the financial year. Diluted earnings per share is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

(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 Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of cash credit balances and bank overdrafts as they are considered an integral part of the Company's cash management.

(t) Operating segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments of the Company and accordingly is identified as the chief operating decision maker.

(u) Dividends

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(v) Use of estimates and judgements

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Fair value measurement of financial instruments:

When the fair values of financials assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

Useful lives of property, plant and equipment, investment property and intangible assets:

Property, plant and equipment, investment property and intangible assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time when the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Assets and obligations relating to employee benefits:

The employment benefit obligations depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

Tax expense: [refer note 2(g) and note 48]

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, if any, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists

Valuation of investment property [refer note 59]

Impairment of tangible and intangible assets other than goodwill (refer note 2(l))

Impairment of Goodwill (refer note 2(m)

Provisions: (refer note 2(q)

Write down in value of inventories: (refer note 15)

(v) Business Combinations

Business combinations under common control are accounted in accordance with Appendix C of IND AS 103 as per the pooling of interest method, and the Ind AS Transition Facilitation Group Clarification Bulletin 9 (ITFG 9) and an EAC opinion issued. ITFG 9 clarifies that, the carrying values of assets and liabilities as appearing in the standalone financial statements of the entities being combined shall be recognised by the combined entity. Basis the EAC opinion, carrying values as appearing in the Standalone Financial Statements of the merged entities are considered for the preparation of these financial statements. When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

(w) Exceptional items

Exceptional items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges and acquisition and restructuring related costs), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with Ind AS.

(x) Cashflow

Ind AS 7 requires an entity to exclude non-cash transaction relating to investing and financing activities from the statement of cash flow. However, such transactions should be disclosed elsewhere in the financial statements. The investing and financing activities in cash flow statement do not have a direct impact on current cash flows although they do affect the capital and asset structure of an entity. The company has disclosed these transactions, to the extent material in relevant notes.

Cash and cash equivalents consist of cash on hand and balances with banks which are unrestricted for withdrawal and usage.

(y) Recent accounting pronouncements

New and amended standards

The Company applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Ind AS 117 Insurance Contracts

The Ministry of corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 had no impact on the Company's standalone financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendment to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The Company has not entered such transection hance no impact on the financial statement.

3. Property, plant and equipment

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold Improvements	Total
At cost or deemed cost as at April 01, 2023	34.30	7,177.90	17,172.38	706.08	1,042.10	2,116.39	28,249.15
Additions	-	2,902.16	2,159.49	0.67	17.08	-	5,079.40
Disposals	-	(6.68)	(53.01)	(2.48)	(36.99)	-	(99.16)
Balance as at March 31, 2024	34.30	10,073.38	19,278.86	704.27	1,022.19	2,116.39	33,229.39
Additions	-	29.85	393.01	0.50	46.80	375.16	845.32
Disposals	-	-	(44.07)	(7.47)	-	(1,900.27)	(1,951.81)
Balance as at March 31, 2025	**34.30**	**10,103.23**	**19,627.80**	**697.30**	**1,068.99**	**591.28**	**32,122.90**
Accumulated depreciation							
As at April 01, 2023	**-**	**1,443.95**	**5,293.47**	**406.54**	**293.51**	**326.75**	**7,764.22**
Depreciation expense	-	317.57	1,263.71	47.11	114.42	160.09	1,902.90
Disposals	-	(6.62)	(40.69)	(2.41)	(30.36)	-	(80.08)
Balance as at March 31, 2024	**-**	**1,754.90**	**6,516.49**	**451.24**	**377.57**	**486.84**	**9,587.04**
Depreciation expense	-	362.87	1,252.69	40.36	113.64	81.45	1,851.00
Disposals	-	-	(32.89)	(7.47)	-	(280.64)	(321.00)
Balance as at March 31, 2025	**-**	**2,117.77**	**7,736.29**	**484.13**	**491.21**	**287.65**	**11,117.04**
Carrying amount							
As at March 31, 2024	**34.30**	**8,318.48**	**12,762.37**	**253.03**	**644.62**	**1,629.55**	**23,642.35**
As at March 31, 2025	**34.30**	**7,985.46**	**11,891.51**	**213.17**	**577.78**	**303.63**	**21,005.86**

(Refer Notes 24 and 28- For details of assets pledged as security)

4. Capital work-in-progress (CWIP)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Project in progress	1,590.73	161.57
Projects temporarily suspended	-	-
Total	**1,590.73**	**161.57**

CWIP mainly comprises of Multi Level Car Parking being constructed and other upgradation projects

Movement of Capital work-in-progress

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	161.57	4,190.25
Addition during the year	2,274.48	1,050.72
Capitalised during the year	(845.32)	(5,079.40)
Total	**1,590.73**	**161.57**

4. Capital work-in-progress (CWIP) *(Contd.)*

Ageing of Capital work-in-progress

(₹ in Lakhs)

Capital work-in-progress	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Balance as at March 31, 2025					
Project in progress	1,565.19	25.54	-	-	1,590.73
Balance as at March 31, 2024					
Project in progress	70.30	-	91.27	-	161.57

CWIP completion schedule for project overdue or has exceeded its cost: as at March 31, 2025

(₹ in Lakhs)

Project overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Reactor with Accessories for Saponification Process	25.54	-	-	-	25.54
Total	25.54	-	-	-	25.54

Projects cost consists of Accessories for Saponification process and other direct cost.

CWIP completion schedule for project overdue or has exceeded its cost: as at March 31, 2024

(₹ in Lakhs)

Project Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Saykha project (green field project)	91.27	-	-	-	91.27
Total	**91.27**	-	-	-	**91.27**

5. Right-of-use Assets

(₹ in Lakhs)

Particulars	Leasehold land	Buildings	Total
At cost or deemed cost as at April 01, 2023	**1,055.85**	**552.20**	**1,608.05**
Additions	-	502.19	502.19
Disposals	-	-	-
Balance as at March 31, 2024	**1,055.85**	**1,054.39**	**2,110.24**
Additions	-	-	-
Disposals *	(839.88)	-	(839.88)
Balance as at March 31, 2025	**215.97**	**1,054.39**	**1,270.36**
Accumulated depreciation			
As at April 01, 2023	**73.37**	**363.23**	**436.60**
Depreciation expense	18.41	111.88	130.29
Disposals	-	-	-
Balance as at March 31, 2024	**91.78**	**475.11**	**566.89**
Depreciation expense	16.96	116.72	133.68
Disposals *	(49.55)	-	(49.55)
Balance as at March 31, 2025	**59.19**	**591.83**	**651.02**
Carrying amount			
As at March 31, 2024	**964.07**	**579.28**	**1,543.35**
As at March 31, 2025	**156.78**	**462.56**	**619.34**

(Refer Notes 24 and 28- For details of assets pledged as security)

(Refer Note 46 for lease)

* Disposal comprises of sale of Saykha land (Refer Note 70)

6. Investment property

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Plant and equipment	Total
At cost or deemed cost as at April 01, 2023	**20.79**	**2,818.92**	**868.84**	**3,708.55**
Additions	370.80	152.18	-	522.98
Disposal	(387.76)	(2,403.56)	(784.27)	(3,575.60)
Balance as at March 31, 2024	**3.83**	**567.54**	**84.57**	**655.92**
Additions	-	-	-	-
Disposal	(2.10)	(218.69)	(62.40)	(283.19)
Balance as at March 31, 2025	**1.73**	**348.85**	**22.16**	**372.74**
Accumulated depreciation				
As at April 01, 2023	**-**	**432.28**	**405.44**	**837.71**
Depreciation expense	-	15.15	2.93	18.08
Disposal		(365.26)	(375.28)	(740.54)
Balance as at March 31, 2024	**-**	**82.17**	**33.09**	**115.25**
Depreciation expense	-	12.27	3.99	16.26
Disposal	-	(24.10)	(53.36)	(77.46)
Balance as at March 31, 2025	**-**	**70.34**	**(16.28)**	**54.05**
Carrying amount				
As at March 31, 2024*	**3.83**	**485.37**	**51.48**	**540.67**
As at March 31, 2025	**1.73**	**278.51**	**38.44**	**318.69**

*(Refer Notes 24 and 28- For details of assets pledged as security)

(Refer Note 59 for Investment Property)

Title deeds of immovable property not held in the name of the company ;

Relevant line item in the Balance Sheet	Description of item of property	Gross Value of property * (₹ In Lakhs)	Title deed held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Investment property	Freehold land located at Village Takwe (Budruk), Tal – Maval District – Pune admeasuring 3.68 (11.95) Acres	**0.78** 3.44	Mr. Krishna Datla "held in trust" on behalf of the Company	Executive Vice-Chairman	Various date from December 27, 1992 to July 04, 1995	The plot of land is an agricultural land lying in the industrial zone and is required to registered in individual names.
			Ms. Rajeshwari Datla "held in trust" on behalf of the Company	Non-Executive Director (relative of Executive Vice-Chairman)	Various date from December 27, 1992 to July 04, 1995	The plot of land is an agricultural land lying in the industrial zone and is required to registered in individual names.

* Bold figures represents current year figures.

6A. Goodwill

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deemed cost	532.65	532.65
Accumulated impairment losses	(121.00)	(121.00)
Total	**411.65**	**411.65**

The amount of goodwill recognised is persuant to shares acquisition by the Company of its subsidiary in the earlier year.

7. Other Intangible assets

(₹ in Lakhs)

Particulars	Computer software	Product know -how	Total
At cost or deemed cost as at April 01, 2023	**395.53**	**1,328.59**	**1,724.12**
Additions	2.49	115.17	117.66
Disposals	(4.92)	-	(4.92)
Balance as at March 31, 2024	**393.10**	**1,443.76**	**1,836.86**
Additions	2.00	-	2.00
Disposals	-	-	-
Balance as at March 31, 2025	**395.10**	**1,443.76**	**1,838.86**
Accumulated depreciation			
As at April 01, 2023	**350.20**	**631.01**	**981.21**
Amortisation expense	26.48	291.80	318.28
Disposal	(4.91)	-	(4.91)
Balance as at March 31, 2024	**371.77**	**922.81**	**1,294.58**
Amortisation expense	13.14	303.20	316.34
Disposals	-	-	-
Balance as at March 31, 2025	**384.91**	**1,226.01**	**1,610.92**
Carrying amount			
As at March 31, 2024	**21.33**	**520.95**	**542.28**
As at March 31, 2025	**10.19**	**217.75**	**227.94**

8. Intangible assets under development

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Project in progress	-	-
Projects temporarily suspended	-	-
Total	**-**	**-**

Movement of Intangible assets under development

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	-	311.96
(Written off)/Addition during the year	2.00	(194.30)
Capitalised during the year	(2.00)	(117.66)
Total	**-**	**-**

9A. Investments in subsidiaries - in equity instruments unquoted (Fully paid up) (At cost less impairment in the value of investments, if any)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
a) **Fermenta Biotech (UK) Limited**		
220,001 Equity Shares of G.B.Pound 1/- each.	183.99	183.99
Less: Impairment in the value of investment	(148.65)	(148.65)
	35.34	35.34
b) **Fermenta Biotech GmbH**		
1,000,000 Equity shares of Euro 1/- each.	831.21	831.21
Less: Impairment in the value of investment	(831.21)	(831.21)
	-	-
c) **Fermenta Biotech USA LLC**		
Contribution towards membership interest USD 1,600,000	1,184.72	1,184.72
Less: Impairment in the value of investment (Refer note 69)	(900.00)	(900.00)
	284.72	284.72
Total	**320.06**	**320.06**
Aggregate amount of unquoted investments before impairment	**2,199.92**	**2,199.92**
Aggregate amount of impairment in value of investments	**1,879.86**	**1,879.86**

9B. Investment in associate - In equity instruments Unquoted (Fully paid up) (At cost less impairment in value of investments, if any)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Health and Wellness India Private Limited		
30,12,504 Equity shares of ₹ 10/- each.	475.00	475.00
Less: Impairment in the value of investment	(475.00)	(475.00)
Total	-	-
Aggregate amount of unquoted investments before impairment	**475.00**	**475.00**
Aggregate amount of impairment in value of investments	**475.00**	**475.00**

9C. Investments (non-current) Investment in other entities - In equity instruments:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(i) Unquoted Investments (all fully paid up)		
Investments in equity instruments at FVTOCI		
Shivalik Solid Waste Management Limited		
20,000 Equity shares of ₹ 10/- each.	4.11	4.11
Zela Wellness Private Limited		
58,048 Equity shares of ₹ 10/- each.	126.52	126.52
Less: Impairment in the value of investment	(126.52)	(126.52)
	-	-
Island Veerchemie Investments		
12 Equity shares of ₹ 15,000/- each.	1.80	1.80
Total aggregate unquoted investments (A)	**5.91**	**5.91**
(ii) Quoted Investment (all fully paid)		
Investment in equity instruments at FVTOCI		
Abbott India Limited		
139 Equity shares of ₹ 10/- each.	42.72	37.45
Total aggregate quoted investments (B)	**42.72**	**37.45**
Total Non-current investments (A+B)	**48.63**	**43.36**
Aggregate carrying value of unquoted investments before impairment	**132.43**	**132.43**
Aggregate amount of quoted investments and market value thereof	**42.72**	**37.45**
Aggregate amount of impairment in value of investments	**126.52**	**126.52**

10. Share application money

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Health and Wellness India Private Limited	309.86	309.86
Less: Impairment in the value of share application money	(309.86)	(309.86)
Total	-	-

11. Loans (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Loan to employees - unsecured (considered good)	21.78	29.54
Inter corporate deposit - unsecured (considered doubtful) (Refer note 42)	37.00	37.00
Less : Allowance for doubtful inter corporate deposit	(37.00)	(37.00)
Loan to a subsidiary - unsecured (considered good)* (Refer note 42)	726.43	708.90
Total	**748.21**	**738.44**

* Loan given to Fermenta Biotech USA LLC at interest of 5% p.a. for the period of 140 months purpose of the businesses.

11. Loans (Non-current) *(Contd.)*

(₹ in Lakhs)

As at March 31, 2025	All Parties	Promoters	Related Parties
Related Parties			
Aggregate of loans/advances in nature of loans			
– Repayable on demand (A) (Refer Note 21, Note 20 and Note 19)	1,408.36	–	501.22
– Agreement does not specify any terms or period of repayment (B)	–	–	–
Total	**1,408.36***	**–**	**501.22***
Percentage of loans/advances in the nature of loans to the total loans (refer note [a])	62.11%		22.10%

* The amounts reported are at gross amounts, without considering provisions made.

(₹ in Lakhs)

As at March 31, 2024	All Parties	Promoters	Related Parties
Related Parties			
Aggregate of loans/advances in nature of loans			
– Repayable on demand (A) (Refer Note 21, Note 20 and Note 19)	1,408.36	–	501.22
– Agreement does not specify any terms or period of repayment (B)	–	–	–
Total	**1,408.36***	**–**	**501.22***
Percentage of loans/advances in the nature of loans to the total loans (refer note [a])	53.89%		19.18%

* The amounts reported are at gross amounts, without considering provisions made.

Note [a] Total Amount Outstanding:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Amount Outstanding at the year end		
Health and Wellness India Private Limited - (Associate) (Refer Note 11)*	37.00	37.00
Fermenta Biotech USA LLC - (wholly owned subsidiary) (Refer Note 11)	726.43	708.90
Inter Gest Germany GmbH - (Others)*	907.14	907.14
D.K.Biopharma Private Limited - (Others) (Refer Note 19)	100.00	455.00
Expenses Recoverable from Related Party (Refer Note 20)*	464.22	464.22
Loan to Employee	32.80	40.98
Total (Gross)	**2,267.59**	**2,613.24**
*Provided	1,408.36	1,408.36
Maximum amount outstanding during the year		
Health and Wellness India Private Limited - (Associate)	37.00	37.00
Fermenta Biotech USA LLC - (wholly owned subsidiary)	726.43	708.90
Inter Gest Germany GmbH- (Others)	907.14	907.14
D.K.Biopharma Private Limited - (Others)	455.00	455.00
Expenses Recoverable from Related Party (Refer Note 20)	464.22	464.22

12. Other financial assets (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Security deposits - unsecured (considered good)	327.22	270.96
Bank deposits with remaining maturity of more than 12 months*	21.23	54.86
Interest accrued but not due from banks - unsecured (considered good)	3.04	5.29
Others **	151.43	68.20
Total	**502.92**	**399.31**
*Deposits held under lien by bank against guarantees and other commitments with:		
- Yes Bank Limited	-	0.57
- Union Bank of India	21.23	53.36

**Others includes - Group Gratuity and Superannuation balances.

13. Non-current tax assets (net)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance income-tax (net of provision for tax ₹ 1,380.39 lakhs [as at March 31, 2024 ₹ 961.99 lakhs])	186.80	815.00
Total	**186.80**	**815.00**

14. Other assets (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Capital advances		
Considered good (unsecured)	15.89	23.32
Considered doubtful (unsecured)	40.79	44.21
Less: Allowance	(40.79)	(44.21)
	-	-
Deferred rent	8.18	11.49
Balance with government authorities – considered good	3.75	3.75
Prepaid expenses	25.70	66.87
Total	**53.52**	**105.43**

15. Inventories

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(At lower of cost and net realisable value)		
Raw materials and packing materials (includes stock in transit of ₹ 655.35 Lakhs) (as at March 31, 2024: ₹ 330.22 Lakhs)	3,251.26	2,687.23
Work-in-progress	4,034.64	3,358.82
Finished goods	933.64	850.50
Stores and spares	1,228.28	964.05
Total	**9,447.82**	**7,860.60**

15. Inventories *(Contd.)*

Notes :

(i) Inventory write downs are provided considering the nature of inventory, ageing, liquidation plan and net realisable value. Provision for write downs of inventories amounted to ₹ 2,060.33 Lakhs as at March, 2025 and as at March 2024 ₹ 2,229.02 Lakhs . The changes in write downs are recognised as an income in the Standalone statement of profit and loss amounting to ₹168.69 Lakhs (expense as at March 31, 2024 ₹ 288.48 Lakhs).

(ii) Inventories have been hypothecated as security against certain bank borrowings, details relating to which has been described in note 24 and note 28.

(iii) During the year ended March 31, 2025 ₹ 18.90 Lakhs (as at March 31, 2024 ₹ 28.03 Lakhs) was recognised as an expense for inventories carried at net realisable value.

16. Trade receivables (unsecured)

(₹ in Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Non-current	Current	Non-current	Current
Undisputed Trade receivables – considered good	1,296.01	12,020.90	1,171.69	7,713.12
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
Undisputed Trade Receivables – credit impaired	2,315.81	406.61	2,315.81	450.94
Disputed Trade Receivables – considered good	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
Disputed Trade Receivables – credit Impaired	-	-	-	-
	3,611.82	12,427.51	3,487.50	8,164.06
Less : Allowance for credit impaired Trade Receivables	(2,315.81)	(406.61)	(2,315.81)	(450.94)
Total	**1,296.01**	**12,020.90**	**1,171.69**	**7,713.12**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Movement in the expected credit loss allowance		
Balance at the beginning of the year	2,766.75	2,245.50
Addition during the year	-	546.01
Reversal during the year	(44.33)	(24.76)
Balance at the end of the year	**2,722.42**	**2,766.75**

Trade receivables are carried at amortised cost.

Trade receivables are non-interest bearing and generally on terms of 60-90 Days.

No trade and other receivables are due from directors or other officer of the Company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which director is a partner, a director or member (Refer note 42)

For explanation on the credit risk management process (Refer note 57)

16. Trade receivables (unsecured) *(Contd.)*

Ageing of trade receivables :as at March 31, 2025

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payments						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,863.54	5,766.70	1,300.88	252.80	569.36	563.63	13,316.91
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	53.23	16.80	2,652.39	2,722.42
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**4,863.54**	**5,766.70**	**1,300.88**	**306.02**	**586.16**	**3,216.03**	**16,039.33**

There are no unbilled receivables as on balance sheet date.

Ageing of trade receivables : as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payments						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,575.62	2,344.69	414.06	1,278.24	272.20	-	8,884.81
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	68.44	724.67	1,973.64	2,766.75
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**4,575.62**	**2,344.69**	**414.06**	**1,346.68**	**996.87**	**1,973.64**	**11,651.56**

There are no unbilled receivables as on balance sheet date.

17. Cash and cash equivalents

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balances with banks		
In current accounts	1,828.29	1,854.56
Cash on hand	21.23	8.87
Total	**1,849.52**	**1,863.43**

18. Bank balances other than cash and cash equivalents

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balances with banks		
In Unpaid Dividend accounts	19.02	16.98
In escrow account	-	0.01
In deposit accounts with original maturity for more than 3 months but less than 12 months*	4,326.92	3,783.53
Total	**4,345.94**	**3,800.52**

*This includes deposits held under lien by bank against guarantees and other commitments amounting to ₹ 103.90 Lakhs (as at March 31, 2024: ₹ Nil Lakhs)

19. Loans (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Unsecured, considered good		
Inter corporate deposit		
D.K.Biopharma Private Limited *	100.00	455.00
Loans to employees	11.03	11.43
Total	**111.03**	**466.43**

* The inter-corporate deposits amounting to ₹ 100.00 Lakhs were granted to the entity @ interest 9% p. a. for the purpose of its business.

20. Other financial assets (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest accrued but not due		
On fixed deposits from banks	37.76	44.19
On Inter corporate deposits	-	27.60
Expenses recoverable from related parties *	464.22	464.22
Less: Allowance for doubtful recoverable	(464.22)	(464.22)
Interest receivable on loan given to subsidiary	8.96	45.16
Receivable against transfer of leasehold land held at Saykha (refer note 70)	1,481.04	-
Others		
Unsecured, considered good	18.95	15.98
Total	**1,546.71**	**132.93**

* Expenses recoverable are incurred on behalf of subsidiary Fermenta Biotech Gmbh.

21. Other current assets

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance for supply of goods and services		
Considered good	920.35	169.04
Considered doubtful	907.14	913.42
Less: Allowance for doubtful advances	(907.14)	(913.42)
	920.35	**169.04**
Deferred Assets	18.33	28.41
Prepaid expenses	188.67	485.72
Travel advances to employees	0.73	12.70
Export incentive receivables		
Considered good	12.95	22.10
Balances with government authorities	701.24	830.12
Others	3.31	122.66
Total	**1,845.58**	**1,670.75**

Movement in the Allowance for doubtful advances

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balance at the beginning of the year	913.42	913.42
Addition during the year	-	-
Reversal during the year	(6.28)	-
Balance at the end of the year	**907.14**	**913.42**

22. Equity share capital

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Authorised		
6,35,00,000 Equity shares of ₹ 5/- each (as at March 31, 2024 - 6,35,00,000 Equity shares of ₹ 5/- each)	3,175.00	3,175.00
1,60,000 Unclassified shares of ₹ 5/- each (as at March 31, 2024 - 1,60,000 Unclassified shares of ₹ 5/- each)	8.00	8.00
	3,183.00	**3,183.00**
Issued, subscribed and fully paid-up		
2,94,30,987 Equity shares of ₹ 5/- each (as at March 31, 2024 - 2,94,30,987 Equity shares of ₹ 5/- each)	1,471.55	1,471.55
Less: 2,62,011 Equity shares held by FBL ESOP Trust (as at March 31, 2024 - 5,56,880 Equity shares held by FBL ESOP Trust) [Refer note (d) below]	(13.10)	(27.84)
	1,458.45	**1,443.71**

22. Equity share capital *(Contd.)*

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	March 31, 2025		March 31, 2024	
	No of Equity Shares	₹ In Lakhs	No of Equity Shares	₹ In Lakhs
At the beginning of the year	28,874,107	1,443.71	28,857,303	1,442.87
Issue of shares pursuant to employee stock option exercise	294,869	14.74	16,804	0.84
At the end of the year	**29,168,976**	**1,458.45**	**28,874,107**	**1,443.71**

(b) Details of shareholders holding more than 5% equity shares in the Company

Name of the shareholders	March 31, 2025		March 31, 2024	
	No of Equity Shares	% Holding	No of Equity Shares	% Holding
Mr. Krishna Datla	10,606,043	36.04%	10,010,225	34.01%
Mr.Satish Varma	3,453,325	11.73%	3,453,325	11.73%
Mrs. Anupama Datla Desai	2,561,265	8.70%	2,561,265	8.70%
Mrs. Preeti Thakkar	2,240,376	7.61%	2,240,376	7.61%

(c) Rights, preferences and restrictions

The Company has issued only one class of equity shares having par value of ₹ 5/- per share (March 31, 2024; ₹ 5/- per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays the dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to shareholder's approval in the ensuing Annual General Meeting, except in case of interim dividend.

During the year, the Board of directors have declared final dividend of 50% (₹ 2.50 per equity share of ₹ 5/- each) for the financial year 2024-25. (Refer note 58)

During the previous year, the Board of directors had declared final dividend of 25% (₹ 1.25 per equity share of ₹ 5/- each) for the financial year 2023-24 which has been paid during the year 2024-25. (Refer note 58)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(d) FBL ESOP Trust :

The Company had formulated Employee Stock Option Scheme namely Fermenta Biotech Limited - Employee Stock Option 2019 (ESOP 2019) in terms of the Scheme of amalgamation of erstwhile Fermenta Biotech Limited with the Company. The equity shares are held by FBL ESOP Trust (Refer note 60).

Particulars	March 31, 2025	March 31, 2024
	No. of Equity Shares	No. of Equity Shares
Outstanding at the beginning of the year	556,880	573,684
Issue of shares pursuant to exercise of Employee Stock Option	(294,869)	(16,804)
Outstanding at the end of the year	**262,011**	**556,880**

(e) Details of Shares held by promoters at the end of the year

Name of promoters	March 31, 2025		March 31, 2024		% Change during the year
	No. of Equity Shares	% Holding	No. of Equity Shares	% Holding	
Mr. Krishna Datla	10,606,043	36.04%	10,010,225	34.01%	2.02%
Mr.Satish Varma	3,453,325	11.73%	3,453,325	11.73%	0.00%
Mrs. Anupama Datla Desai	2,561,265	8.70%	2,561,265	8.70%	0.00%
Mrs. Preeti Thakkar	2,240,376	7.61%	2,240,376	7.61%	0.00%

23. Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus								Items of other comprehensive income	Total
	Unrealised (loss) on dilution	Capital redemption reserve	Capital reserve pursuant to amalgamation	Capital reserve	Securities premium	General reserve	Share options outstanding account	Retained earnings	Equity instruments through OCI	
Balance as at April 01, 2023	(4,242.23)	70.00	39.72	1,140.00	152.79	3,742.10	1,325.25	29,902.81	32.39	32,162.83
Loss for the year	-	-	-	-	-	-	-	(1,874.33)	-	**(1,874.33)**
Other comprehensive income for the year								12.28	6.75	**19.03**
Transfer to equity share capital on exercise of options	-	-	-	-	70.86	-	(70.86)	-	-	**-**
Premium on issue of equity share on stock option exercise	-	-	-	-	13.24	-	-	-	-	**13.24**
Payment of dividend (Gross)	-	-	-	-	-	-	-	(360.93)	-	**(360.93)**
Recognition of share based payments	-	-	-	-	-	-	19.06	-	-	**19.06**
Balance as at March 31, 2024	(4,242.23)	70.00	39.72	1,140.00	236.89	3,742.10	1,273.45	27,679.83	39.14	29,978.90
Profit for the year	-	-	-	-	-	-	-	6,761.54	-	**6,761.54**
Other comprehensive income / (loss) for the year								(79.73)	5.26	**(74.47)**
Transfer to equity share capital on exercise of options	-	-	-	-	1,243.47	-	(1,243.47)	-	-	**-**
Premium on issue of equity share on stock option exercise	-	-	-	-	231.99	-	-	-	-	**231.99**
Payment of dividend (Gross)	-	-	-	-	-	-	-	(361.18)	-	**(361.18)**
Balance as at March 31, 2025	(4,242.23)	70.00	39.72	1,140.00	1,712.35	3,742.10	29.98	34,000.46	44.40	36,536.78

23. Other equity *(Contd.)*

Description of nature and purpose of each reserve

Unrealised gain/(loss) on dilution: This reserve represents unrealised gain/(loss) due to change in the shareholdings in a subsidiary.

Capital redemption reserve: This reserve was created for redemption of preference shares of ₹ 70.00 lakhs in the financial year 2010-2011.

Capital reserve pursuant to amalgamation: Reserve created pursuant to amalgamation of 2 subsidiaries and Holding company.

Capital reserve: Capital reserve was created in the financial years 1995-96 and 1996-97 pursuant to sale of the Company's brands for which non compete fees were received and treated as a capital receipt.

General reserve: Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Securities premium: The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

Share options outstanding account: The fair value of the equity settled share based payment transactions is recognised to share options outstanding account.

Retained earnings: Retained earnings are the profits/(loss) that the company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Equity instruments through other comprehensive income: This represents the cumulative gains / losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

24. Borrowings

(₹ in Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Non-current	Current	Non-current	Current
Secured				
Term Loans				
From Banks				
For Kullu facility [Refer note below (a)]	1,280.72	698.57	1,931.51	681.71
For Dahej facility [Refer note below (b)]	-	275.86	275.86	559.50
For Dahej facility [Refer note below (c)]	-	-	-	91.61
For Vehicles [Refer note below (d)]	142.61	137.82	277.89	135.50
For WCTL [Refer note below (e)]	-	171.89	1,168.19	425.00
For Dahej facility [Refer note below (f)]	81.43	27.15	108.58	27.14
From others				
For business operations [Refer note below (g)]	-	-	497.20	318.82
	1,504.76	**1,311.29**	**4,259.23**	**2,239.28**
Amount disclosed under the head "Borrowings (Current)" (Refer note 28)	-	(1,311.29)	-	(2,239.28)
Total	**1,504.76**	**-**	**4,259.23**	**-**

24. Borrowings *(Contd.)*

Notes

a) Term loan is taken from HDFC Bank Limited for financing the capital expenditure for Premix Plant to be set up at Kullu with interest rate EURIBOR plus 3.0% (Average effective rate 6.25%), (previous year effective rate is 6.38%) repayable in 60 equal monthly instalments starting from Feb-2023. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks.

b) Term loan is taken from HDFC Bank Limited for financing the capital expenditure for Plant 4 at Dahej SEZ with interest rate EURIBOR plus 3.9% (effective rate 3.9%), (previous year effective rate is 3.9%) repayable in 16 equal quarterly instalments starting from July 2021. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks. Effective rate is 3.9% on account of Interest rate swap agreement entered by the company.

c) Term loan (Foreign Currency Term Loan and INR Term Loan) is taken from Union Bank of India for financing the capital expenditure for Cholesterol project at Dahej SEZ with interest rate EURIBOR plus 3.10% (previous year effective rate is 6.13%) for FCTL, MCLR + 2% (effective rate 10.90% to 11.6%) for Rupee Term Loan repayable in 48 equal monthly instalments starting from April 2020. The said loan has been repaid during the year.

d) Vehicle loans taken from HDFC Bank Limited against hypothecation of the vehicles purchased, repayable in 60 monthly instalments starting from Aug-2020, to Sep-2021 with average interest rates in the range of 7.65% to 8.45%, (previous year at 7.65% to 8.45%). The charge for first loan is yet to be created.

   Vehicle loans taken from the Bank of Baroda Limited against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jan-2021 to May-2021 with average interest rates in the range of 9.65% to 9.85%, (previous year at 9.65% to 9.85%).

   Vehicle loan is taken from the Union Bank of India against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jan-2022 to Oct-2022 with average interest rates in the range of 8.34% to 9.50% (previous year in the range of 9.17% to 10.09%)

   Vehicle loan is taken from the Yes Bank of India against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jun-2023 with average interest rates 9.18% , (previous year in the range of 9.17%)

e) Working Capital Term Loan is taken from Union Bank of India for business purpose with effective interest rate 9.25% (previous year effective rate is 9.25%) repayable in 48 equal monthly instalments starting from Dec -23. The said loan is secured by first pari-passu charge on hypothecation of stocks, book debts and and by equitable mortgage with Yes Bank limited and HDFC Bank Limited of factory land and buildings at Dahej and Kullu and all moveable property, plant and equipments of the Company and second charge on the existing securities of the company except plant 4 at Dahej and Premix Plant at Kullu.

f) Term loan is taken from HDFC Bank Limited for financing the capital expenditure at Dahej SEZ with average interest rate 9.75% (Previous year effective rate is 9.42%) repayable in 28 equal quarterly instalments starting from Apr 2022. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively Mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks.

g) Previous year loan comprised of ₹497.20 lakhs against property/ loan by way of discounting of lease rental of Thane One Building consisting of 1st floor to 13th floor and equitable mortgage of the premises at Ceejay House. Further these loans have been guaranteed by the personal guarantee of the Executive Vice Chairman of the Company from Bajaj Finance Limited which has been repaid during the year.

25. Other financial liabilities (Non current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deposits from tenants	257.50	353.84
Total	**257.50**	**353.84**

26. Provisions (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provisions for employee benefits:		
Gratuity [Refer note 47 (c)]	413.83	256.22
Compensated absences	366.76	279.24
Total	**780.59**	**535.46**

27. Other liabilities (Non current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deferred Revenue *	16.22	1,846.74
Deposits from Developer (Refer note 62)	1,404.96	1,397.19
Total	**1,421.18**	**3,243.93**

*The deferred revenue pertains to the obligation to provide MLCP (Multi-Level Car Parking) as part of bundled floor space sales.

28. Borrowings (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Loans repayable on demand		
From banks (Secured)		
Cash credit and Bank overdraft	2,161.17	507.74
Packing credit	2,964.75	3,226.94
Short term working capital loan	2,998.07	2,999.53
From banks (Secured)		
Current maturities of long term debts (Refer note 24)	1,311.29	1,920.46
From others (Secured)		
For business operations (Refer note 24)	-	318.82
Total	**9,435.28**	**8,973.49**

Packing credit, cash credit Loan from Union Bank of India, are secured by first pari-passu charge on hypothecation of stocks, book debts and and by equitable mortgage with Yes Bank limited and HDFC Bank Limited of factory land and buildings at Dahej and Kullu and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. The average interest rate for packing credit in foreign currency is 7.16% to % 8.27% (EURO PCFC - EURIBOR+3.10%, USD PCFC - 6M LIBOR+3.10%) and average interest rate for cash credit is 11.87 %.

Packing credit and cash credit Loan from Yes Bank Limited is secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and HDFC Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. The average interest rate for packing credit in foreign currency is 6.50%. and average interest rate for cash credit is 1 YR MCLR+0.95 (from 10.40% to 11.50%).

Packing credit Loan from HDFC Bank Limited is secured by first pari-passu charge on current assets, exclusive charge on assets of plant 4 at Dahej and Premix Plant at Kullu, moveable property, plant and equipment of the Company and equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and Yes Bank Limited (excluding the plant and building financed through term loan from Union Bank of India and Yes Bank Limited).The average interest rate for packing credit in foreign currency is 6.50%.

28. Borrowings (Current) *(Contd.)*

Short term working capital loan includes Working Capital Demand Loan from Yes Bank Limited secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and HDFC Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. It also includes Working Capital Demand Loan from HDFC Bank Limited secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and Yes Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu and short term loans taken from Union Bank of India are secured against the lien of fixed deposits. The average interest rate for short term working capital loan from Union Bank is in the range of 5.77% to 6.77% and Working Capital Demand Loan from Yes Bank is in range of 9.05% to 9.45% and Working Capital Demand Loan from HDFC Bank Limited is 9.05%.

29. Trade payables (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Total outstanding dues of micro and small enterprises (Refer note 52)	387.86	237.63
Total outstanding dues of creditors other than micro and small enterprises	6,040.13	5,065.49
Disputed dues of micro and small enterprises	-	-
Disputed dues of creditors other than other than micro and small enterprises	-	-
Total	**6,427.99**	**5,303.12**

Ageing of trade payables: as at March 31, 2025

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for the following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Dues of MSME	-	-	387.54	0.32	-	-	387.86
Dues of creditors other than MSME	1,741.13	2,851.38	1,404.00	8.46	34.06	1.10	6,040.13
Disputed dues of MSME	-	-	-	-	-	-	-
Disputed dues of creditors other than MSME	-	-	-	-	-	-	-
Total	**1,741.13**	**2,851.38**	**1,791.54**	**8.78**	**34.06**	**1.10**	**6,427.99**

Ageing of trade payables: as at March 31, 2024

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for the following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Dues of MSME	-	-	220.61	16.91	0.11	-	237.63
Dues of creditors other than MSME	1,873.74	1,422.44	1,649.94	91.10	10.07	18.20	5,065.49
Disputed dues of MSME	-	-	-	-	-	-	-
Disputed dues of creditors other than MSME	-	-	-	-	-	-	-
Total	**1,873.74**	**1,422.44**	**1,870.55**	**108.01**	**10.18**	**18.20**	**5,303.12**

30. Other financial liabilities (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deposits from tenants	0.70	0.70
Interest accrued but not due on borrowings	33.59	51.57
Payable to employees / directors	225.24	596.32
Liability for capital expenditure	111.04	55.36
Derivatives not designated as hedge.	41.61	42.51
Unclaimed dividend	19.02	16.98
Total	**431.20**	**763.44**

31. Other current liabilities

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advances from customers	766.23	601.78
Statutory dues	160.90	108.36
Deferred Revenue *	1,792.50	-
Deferred rent	6.71	18.31
Others	90.78	101.01
Total	**2,817.12**	**829.46**

*The deferred revenue pertains to the obligation to provide MLCP(Multi-Level Car Parking) as part of bundled floor space sales.

32. Provisions (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provisions for employee benefit:		
Compensated absences	72.70	59.43
Total	**72.70**	**59.43**

33. Current tax liabilities (net)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for income tax (net of advance tax for tax ₹ 3,331.91 lakhs [as at March 31, 2024 ₹ 2,081.38 lakhs])	441.05	34.13
Total	**441.05**	**34.13**

34. Revenue from operations

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Revenue from contracts with customers	37,208.06	22,944.49
Rent Income (Refer Note 59)	291.26	430.97
Amortised deferred rent (Refer Note 59)	56.81	24.65
Service income (infrastructure support services to tenants) (Refer Note 59)	491.18	432.28
Sale of services	309.65	268.89
Sale of Investment property (net) (Refer Note 59)	4,457.88	6,387.82
Other operating revenues		
Export incentive	130.42	83.78
Scrap sales	23.06	19.60
Others	84.85	116.56
Total	**43,053.17**	**30,709.04**

(Refer Note 71 for additional details)

35. Other income

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest income on financial assets carried at amortised cost:		
Bank deposits	116.66	214.11
Other financial assets	195.36	179.08
	312.02	**393.19**
Dividend income on investment in equity instruments designated as at fair value through other comprehensive income	90.97	90.36
Foreign exchange gain (net)	460.52	124.42
Net gain on fair value changes of derivatives at FVTPL	0.90	22.27
Insurance claims *	178.50	5.37
Liabilities / provisions no longer required written back:		
From Trade receivables	24.78	25.63
From Others	98.59	140.92
	123.38	**166.55**
Miscellaneous income	1.50	13.26
Total	**1,167.78**	**815.42**

* Insurance claim received against loss of raw material and other assets.

36. Cost of materials consumed

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Inventories of raw materials / packing materials at the beginning of the year	2,687.23	4,605.04
Add : Purchases	13,462.31	6,460.71
Less : Inventories of raw materials / packing materials at the end of the year	3,251.26	2,687.23
Total	**12,898.28**	**8,378.52**

37. Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Inventories at the end of the year		
Work-in-progress	4,034.64	3,358.82
Finished goods	933.64	850.50
	4,968.28	**4,209.32**
Inventories at the beginning of the year		
Work-in-progress	3,358.82	3,416.81
Finished goods	850.50	2,178.79
	4,209.32	**5,595.60**
Total	**(758.96)**	**1,386.28**

38. Employee benefits expense

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Salaries and wages	5,124.67	4,595.69
Contribution to provident and other funds [Refer Note 47]	271.12	262.14
Gratuity expense [Refer Note 47(d)]	75.04	75.35
Share based payments to employees [Refer Note 60]	-	19.06
Staff welfare expenses	538.86	441.01
Total	**6,009.69**	**5,393.25**

39. Finance costs

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest on		
Term loans (Refer Note 64)	338.16	530.78
Loans repayable on demand	681.66	751.26
Liabilities carried at amortised cost (Unwinding of interest)	141.81	138.43
Lease liabilities (Refer Note 46)	47.36	36.76
Others	109.91	137.66
Other borrowing costs	101.02	110.32
Total	**1,419.92**	**1,705.21**

40. Depreciation and amortisation expense

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Depreciation on property, plant and equipment (Refer Note 3)	1,851.00	1,902.90
Depreciation on right-of-use assets (Refer Note 5)	133.68	130.29
Depreciation of investment property (Refer Note 6)	16.26	18.08
Amortisation of intangible assets (Refer Note 7)	316.34	318.28
Total	**2,317.29**	**2,369.55**

41. Other expenses

(₹ in Lakhs)

Particulars		March 31, 2025	March 31, 2024
Stores and spare parts consumed		1,608.99	1,278.78
Processing charges		816.17	789.63
GST other than recovered on sales		196.74	46.91
Contract labour charges		679.66	629.61
Power and fuel		2,674.69	1,940.21
Repairs and maintenance			
Buildings		501.54	380.62
Plant and machinery		439.47	220.28
Others		1,654.38	1,729.81
Water charges		48.72	37.56
Advertising and sales promotion		433.53	264.49
Freight and forwarding charges		527.17	396.26
Commission on sales		145.23	47.17
Rent (including lease rentals)		44.04	36.38
Insurance		305.21	262.83
Rates and taxes		298.89	310.17
Expected Credit Loss for doubtful debts (net)		78.91	160.64
Trade receivable loans and advances written off	132.18		
Less: Expected Credit Loss	(98.12)	34.06	24.95
Travelling and conveyance		611.53	479.34
Professional and legal fees		687.90	939.14
Payment to auditors (Refer Note 44)		59.54	50.70
Postage and telephone		36.84	36.17
Printing and stationery		56.20	68.07
Security Expenses		83.47	90.83
Staff recruitment expenses		52.05	39.60
Bank charges		63.92	34.78
Brokerage Charges		281.77	282.13
Analytical Charges		46.35	49.31
Loss on sale/ write off, of property, plant and equipment		496.02	32.55
Corporate social responsibility expenses (Refer Note 51)		43.62	82.62
Directors sitting fees		41.40	46.50
Miscellaneous expenses		121.01	285.99
Total		**13,169.01**	**11,074.03**

42. Related parties disclosures as per Ind AS 24

A) Names of the related parties where there are transactions and description of relationships

a) Names of the related parties and description of relationships

Particulars	Country of Incorporation	Proportion of ownership interest as at	
		March 31, 2025	March 31, 2024
Subsidiaries:			
Fermenta Biotech Gmbh	Germany	100%	100%
Fermenta Biotech (UK) Limited	United Kingdom	100%	100%
Fermenta USA LLC	United States of America	52%	52%
Fermenta Biotech USA LLC	United States of America	100%	100%
G.I Biotech Pvt. Limited (refer note1)	India	NA	Note 1

Note 1. The Company G. I. Biotech Private Limited has been struck off from the Registrar of companies (Mumbai) w.e.f. August 04, 2023

b) Key Management Personnel

Name of Directors and Key Management Personnel	Designation
Mr. Krishna Datla	Executive Vice-Chairman
Mr. Satish Varma	Executive Director
Mrs. Rajeshwari Datla (also relative of the Executive Vice-Chairman)	Non-Executive Director
Mrs. Anupama Datla Desai	Executive Director
Dr. Gopakumar Nair # (upto May 16, 2024)	Non-Executive Director
Mr. Sanjay Buch *(upto March 31, 2024)	Non-Executive Director and Chairman
Mr. Pradeep Chandan	Non-Executive Director and Chairman
Mr. Vinayak Hajare *(upto March 31, 2024)	Non-Executive Director
Mrs.Rajashri Ojha	Non-Executive Director
Mr. Pramod Kasat	Non-Executive Director
Mr. Ramanand Mundkur ** (w.e.f. November 14, 2024)	Non-Executive Director
Mr. Prashant Nagre	Managing Director
Mr. Sumesh Gandhi	Chief Financial Officer
Mr. Srikant N Sharma***(upto July 23, 2024)	Company Secretary
Mr. Varadvinayak Khambete (w.e.f. July 24, 2024)	Company Secretary

*Mr. Sanjay Buch ceased to be Non - Executive Independent Director and Chairman, and Mr. Vinayak Hajare ceased to be Non-Executive Independent Director from April 01, 2024, due to retirement.

**Mr. Ramanand Mundkur appointed as Independent Director w.e.f. November 14, 2024.

***Mr.Srikant N Sharma ceased to be Company Secretary from July 24, 2024, due to retirement.

Dr. Gopakumar Nair ceased to be Non-Executive Independend Director w.e.f. May 17, 2024, due to retirement.

c) Associate

Health and Wellness India Private Limited

d) Enterprises under significant influence of key management personnel or their relatives:

Magnolia FNB Private Limited (under the process of strike off)
Dupen Laboratories Private Limited
Lacto Cosmetics (Vapi) Private limited
Silk Road Communications Private Limited.

42. Related parties disclosures as per Ind AS 24 *(Contd.)*

B) Related party transactions:

(₹ in Lakhs)

Sr. No.	Particulars	Subsidiaries	Key management personnel*	Enterprise significantly influenced by KMP or their relatives	Joint ventures / associates
1	**Remuneration to Directors and Key Management Personnel ***				
	Mr. Krishna Datla	–	**254.99**	–	–
		(-)	(204.89)	(-)	(-)
	Mr. Satish Varma	–	**178.66**	–	–
		(-)	(149.17)	(-)	(-)
	Ms. Anupama Datla Desai	–	**129.92**	–	–
		(-)	(105.75)	(-)	(-)
	Mr. Prashant Nagre #	–	**706.89**	(-)	(-)
		(-)	(158.44)	(-)	(-)
	Mr. Sumesh Gandhi #	–	**155.10**	–	(-)
		(-)	(87.27)	(-)	(-)
	Mr. Srikant N Sharma #	–	**38.78**	–	–
		(-)	(60.70)	(-)	(-)
	Mr. Varadvinayak Khambete #	–	**23.93**	–	–
		(-)	(-)	(-)	(-)
2	**Directors sitting fees**				
	Mr. Sanjay Buch	–	–	–	–
		(-)	(8.60)	(-)	(-)
	Mr. Gopakumar Nair	–	**1.10**	–	–
		(-)	(8.30)	(-)	(-)
	Mrs. Rajeshwari Datla	–	**9.30**	–	–
		(-)	(8.00)	(-)	(-)
	Mr. Vinayak Hajare	–	–	–	–
		(-)	(8.60)	(-)	(-)
	Mrs. Rajashri Ojha	–	**8.80**	–	–
		(-)	(6.00)	(-)	(-)
	Mr. Pramod Kasat		**10.20**		
		(-)	(6.00)	(-)	(-)
	Mr. Pradeep Chandan	–	**9.50**	–	–
		(-)	(1.00)	(-)	(-)
	Mr. Ramanand Mundkur	–	**2.50**	–	–
		(-)	(-)	(-)	(-)

42. Related parties disclosures as per Ind AS 24 *(Contd.)*

(₹ in Lakhs)

Sr. No.	Particulars	Subsidiaries	Key management personnel*	Enterprise significantly influenced by KMP or their relatives	Joint ventures / associates
3	**Rent and service income**				
	Magnolia FNB Private Limited.	–	–	–	–
		(–)	(–)	(0.18)	(–)
	Silk Road Communications Private Limited.	–	–	**1.35**	
		(–)	(–)	(1.35)	–
4	**Sale of products**				
	Dupen Laboratories Private Limited	–	–	**44.06**	–
		(–)	(–)	(43.76)	(–)
	Fermenta Biotech Gmbh	**1,821.23**	–	–	–
		(–)	(–)	(–)	(–)
	Fermenta USA LLC	**2,889.90**	–	–	–
		(636.49)	(–)	(–)	(–)
5	**Interest on loan given**				
	Fermenta Biotech USA LLC	**36.66**	–	–	–
		(35.88)	(–)	(–)	(–)
6	**Loans given**				
	Mr. Srikant N Sharma	(–)	–	(–)	(–)
		(–)	(10.00)	(–)	(–)
7	**Provision for impairment in investment**				
	Fermenta Biotech USA LLC	–	–	–	–
		(900.00)	(–)	(–)	(–)

(Figures in brackets are the corresponding figures in respect of the previous year.)

* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

 # The remuneration to the key managerial personnel include ESOP Perquisites: (₹ in Lakhs)

Particulars	Amount
Mr. Prashant Nagre	511.87
Mr. Sumesh Gandhi	45.94
Mr. Srikant N Sharma	8.57
Mr. Varadvinayak Khambete	3.15

42. Related parties disclosures as per Ind AS 24 *(Contd.)*

C) Balance outstanding as at the end of the year : (₹ in Lakhs)

	Particulars	March 31, 2025	March 31, 2024
a.	**Trade payables and reimbursement payables**		
	Subsidiary		
	Fermenta Biotech Gmbh	113.47	20.22
b.	**Trade receivables / other and reimbursement receivables (Gross)**		
	Subsidiary		
	Fermenta Biotech Gmbh	5,707.14	4,076.04
	Fermenta USA LLC	1,769.36	1,048.83
	Fermenta Biotech USA LLC	8.96	45.16
	Enterprises under significant influence of key management personnel or their relatives:		
	Silk Road Communications Private Limited.	-	0.40
c.	**Allowance for doubtful debts/advances**		
	Subsidiary		
	Fermenta Biotech Gmbh	2,780.03	2,780.03
	Associate		
	Health and Wellness India Private Limited	37.00	37.00
d.	**Inter corporate deposits**		
	Associate		
	Health and Wellness India Private Limited	37.00	37.00
e.	**Loan given**		
	Subsidiary		
	Fermenta Biotech USA LLC	726.43	708.90
	Key management personnel		
	Mr. Srikant N Sharma	-	6.94
f.	**Investments (Gross)**		
	Fermenta Biotech Gmbh (Subsidiary)	831.21	831.21
	Fermenta Biotech (UK) Limited (Subsidiary)	183.99	183.99
	Fermenta Biotech USA LLC (Subsidiary)	1,184.72	1,184.72
	Health and Wellness India Private Limited (Associate)	784.86	784.86
g.	**Provision for diminution in value of investments**		
	Subsidiary		
	Fermenta Biotech Gmbh	831.21	831.21
	Fermenta Biotech (UK) Limited	148.65	148.65
	Fermenta Biotech USA LLC	900.00	900.00
	Associate		
	Health and Wellness India Private Limited (including share application money)	784.86	784.86

All transactions entered into with Related Parties as defined under Regulations during the financial year were in the ordinary course of business and on arm's length pricing basis.

42. Related parties disclosures as per Ind AS 24 *(Contd.)*

D) Options to Key management personnel position :

Sr. No.	Particulars	As at March 31, 2025				
		Total No. of Option Grant	Total No. of Option Vested	Total No. of Option Cancelled / Forfeited*	No. of Option Exercise in the year ended March 31, 2025	Total No. of Option Outstanding
a)	Mr. Prashant Nagre	217,410	217,410	-	217,410	-
b)	Mr. Sumesh Gandhi	40,161	16,065	24,096	16,065	-
c)	Mr. Srikant Sharma	30,117	12,047	18,070	12,047	-

* The effect of total no. of option cancelled / forfeited on estimation accounted in the earlier years.

43. Commitments and Contingent liabilities

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(i) Commitments:		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	385.59	57.17
(b) Lease commitments	132.96	127.38
(ii) Contingent liabilities:		
Claims against the company not acknowledged as debts*		
(a) Tax matters		
Service tax department raised demand of ₹ 22.50 Lakhs consisting of Service Tax of ₹ 7.50 Lakhs and penalty of ₹ 15.00 Lakhs in connection with services rendered post demerger of the pharmaceutical division. Commissioner of Service Tax Mumbai and CESTAT has upheld the order of Joint Commissioner of Service Tax. The Company has preferred an appeal to Bombay High Court.	22.50	22.50
The Deputy Commissioner of sales tax has confirmed the order of the Assistant Commissioner of sales tax Vapi, Gujarat for year 1992-93 and 1993-94 for demand of interest and penalty due to shortfall in tax payment on account of computation of purchase tax setoff. Company has preferred an appeal to sales tax tribunal Ahmedabad, Gujarat and obtained stay against the order/demand of the Assistant Commissioner pending final disposal.	4.63	4.63
Office of the Assistant Commissioner, Central Goods & Services Tax Division – Mandi, Himachal Pradesh, issued a demand for IGST refund, interest, and penalty for the years 2018–2020 due to the alleged incorrect refund of IGST to EOUs/AAHs. The company has submitted its reply, and the matter is currently pending final disposal or outcome by the Office of the Assistant Commissioner.	135.65	-
(b) Letter of comfort on behalf of a subsidiary, to the extent of limits	301.46	301.46

Note:- Future cash outflows in respect of the above are determinable only on receipt of judgements/decisions pending with various authorities/forums and/or final outcome of the matters.

*Excludes interest.

44. Payment to auditors excluding statutory levy

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
For audit	42.00	34.00
For limited review	15.00	15.00
For other services	1.00	0.90
Reimbursement of expenses	1.54	0.80
Total	**59.54**	**50.70**

45. Earnings per share (EPS)

The following table sets forth the computation of basic and diluted earnings per share :

Particulars	March 31, 2025	March 31, 2024
Profit /(loss) before Exceptional Items for the year used for computation of basic and diluted earnings per share (₹ in Lakhs)	6,761.54	(974.33)
Profit /(loss) After Exceptional Items for the year used for computation of basic and diluted earnings per share (₹ in Lakhs)	6,761.54	(1,874.33)
Weighted average number of equity shares used in calculating basic EPS [refer note 22(a)]	29,168,976	28,874,107
Effect of dilutive potential equity shares	5,018	312,038
Weighted average number of equity shares used in calculating diluted EPS	29,173,994	29,186,145
Earnings per equity share of ₹ 5 each before exceptional items		
Basic earnings per equity share [nominal value of share ₹ 5 (March 31, 2024: ₹ 5)]	23.18	(3.37)
Diluted earnings per equity share [nominal value of share ₹ 5 (March 31, 2024: ₹ 5)]	23.18	(3.37)*
Earnings per equity share of ₹ 5 each after exceptional items		
Basic earnings per equity share [nominal value of share ₹ 5 (March 31, 2024: ₹ 5)]	23.18	(6.49)
Diluted earnings per equity share [nominal value of share ₹ 5 (March 31, 2024: ₹ 5)]	23.18	(6.49)*

*Potential equity share are anti dilutive

46. Leases

(A) Assets taken on lease

The Company has entered into agreements for taking on leave and license basis certain residential and office premises and also taken vehicles on lease basis. The Company also has lease arrangements for lands taken on lease at Dahej. In respect of the said lease, the additional information is as under:

Amount recognised in the statements of profit and loss:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Depreciation charge for right-of-use assets (Refer Note 5)	133.68	130.29
Expenses relating to leases of low-value assets accounted for on straight line basis (included in Rent expenses in Note 41)	44.04	36.38
Finance cost (Refer Note 39)	47.36	36.76

46. Leases *(Contd.)*

Maturity analysis of lease liabilities (on undiscounted basis)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Less than one year	148.71	143.13
One to five years	498.79	609.37
More than five years	16.84	54.97
Weighted average incremental borrowing rate applied to lease liabilities recognised in the balance sheet at the date (%).	8.75%	8.75%

Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
As at the beginning of the year	649.69	267.78
Interest payment Lease liabilities (Refer Note 39)	48.81	36.76
Addition(net)	-	479.08
Payments	(144.97)	(133 .92)
As at the end of the year	**553.53**	**649.69**
Lease liabilities		
Current	109.16	95.81
Non-Current	444.37	553.88
Total Lease liabilities	**553.53**	**649.69**

General description of significant leasing agreements

(i) Refundable interest free deposits have been given under lease agreements.

(ii) Some of the agreements provide for early termination by either party with a specified notice period / renewal with conditions

(B) Assets given on lease

The Company has also entered into operating lease agreements for its properties in Thane one with original lease periods expiring by February 2029. These agreements have a non-cancellable period at the beginning of the period for 6 month to 5 years and have rent escalation provisions of 5% every year and 12% immediately.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Rent income recognised in the Standalone statement of profit and loss for the year	291.26	430.97
Future minimum lease income under the non-cancellable leases in the aggregate and for each of the following periods:		
i) Not later than one year	168.57	316.36
ii) Later than one year and not later than five years	367.94	946.98
iii) More than five years	-	-

47. Employee benefits

The Company operates following employee benefit plans

(I) Defined contribution plans: Provident fund, superannuation fund, employee state insurance scheme (ESIC) and labour welfare fund.

(II) Defined benefit plan: Gratuity (funded)

(III) Other long term benefit plan: Compensated absences (unfunded)

I) Defined contribution plan

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
The Company operates defined contribution retirement benefit plans for all qualifying employees of the Company. The contribution to defined contribution plan, recognised as expenses in the Standalone statement of profit and loss for the year is as under (Refer note 38).		
Employer's contribution to provident fund	264.12	253.95
Employer's contribution to superannuation fund	-	0.06
Employer's contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	6.88	8.04
Employer's contribution to labour welfare fund	0.13	0.09

II) Defined benefit plan

The Company operates a defined benefit plan, viz., gratuity.

In respect of Gratuity, a defined benefit plan, contributions are made to LIC's Recognised Group Gratuity Fund Scheme. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination. Provision for Gratuity is based on actuarial valuation done by an independent actuary as at the year end. Each year, the Company reviews the level of funding in the gratuity fund.

(a) Movements in the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening defined benefit obligation	**579.05**	**569.76**
Interest cost	38.37	38.62
Current service cost	57.85	60.69
Benefits paid	(83.22)	(78.87)
Actuarial gains /(losses) arising from changes in financial assumptions	28.78	11.54
Actuarial gains /(losses) arising from changes in experience adjustments	85.51	(22.70)
Closing defined benefit obligation	**706.34**	**579.05**

47. Employee benefits *(Contd.)*

(b) **Movements in the fair value of the plan assets are as follows:**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening fair value of plan assets	322.83	355.48
Employer's contributions	29.91	21.14
Interest income	21.18	23.96
Remeasurement gain / (loss) :		
Return on plan assets (excluding amounts included in net interest expense)	1.81	1.12
Benefit paid	(83.22)	(78.87)
Closing fair value of plan assets	**292.51**	**322.83**

(c) **Reconciliation of fair value of plan assets and defined benefit obligation:**

The amount included in the Standalone financial statements arising from the Company's obligation in respect of its defined benefit obligation plan is as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Fair value of plan assets	292.51	322.83
Present value of defined benefit obligation	706.34	579.05
Amounts recognised in the Standalone balance sheet surplus/(deficit)	**(413.83)**	**(256.22)**

(d) **The amount recognised in Standalone statement of profit and loss in respect of the defined benefit plan are as follows:**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Current service cost	57.85	60.69
Net interest expense / (income)	17.19	14.66
Components of defined benefit costs recognised in Standalone statement of profit and loss	**75.04**	**75.35**

(e) **The amount recognised in other comprehensive income in respect of the defined benefit plan is as follows:**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Remeasurement on the net defined benefits liability:		
Return on plan assets (excluding amounts included in net interest expense)	1.81	1.12
Actuarial gains /(losses) arising from changes in financial assumptions	(28.78)	(11.54)
Actuarial gains /(losses) arising from changes in experience adjustments	(85.51)	22.70
Components of defined benefit recognised as income / (loss) in other comprehensive income	**(112.48)**	**12.28**

47. Employee benefits *(Contd.)*

(f) **The principal assumptions used for the purpose of the actuarial valuations are as follows:**

Particulars	March 31, 2025	March 31, 2024
Discount rate (per annum)	6.70%	7.20%
Salary escalation rate (per annum)	5.00%	5.00%
Expected rate of return on plan assets (per annum)	7.05%	7.05%
Retirement Age	58 Years	58 Years
Mortality rate	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)
Leaving Service (age groups)	21-30 years- 4%	21-30 years- 4%
	31-40 years - 3%	31-40 years - 3%
	41-50 years - 2%	41-50 years - 2%
	Above 50 years - 1%	Above 50 years - 1%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is considered as per declaration from Life Insurance Corporation of India (LIC) .

The expected contributions for defined benefit plan for the next financial year is ₹ 35 Lakhs (March 31, 2024: ₹ 35.00 Lakhs).

(g) **Maturity analysis of projected benefit obligation**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Expected benefits for Year 1	92.67	92.28
Expected benefits for Year 2	73.88	38.54
Expected benefits for Year 3	83.64	61.67
Expected benefits for Year 4	46.16	74.23
Expected benefits for Year 5	25.61	40.33
Expected benefits for Year 6	44.16	20.83
Expected benefits for Year 7	34.98	34.90
Expected benefits for Year 8	35.48	26.59
Expected benefits for Year 9	31.33	29.01
Expected benefits for Year 10 and above	926.86	772.48

47. Employee benefits *(Contd.)*

(h) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2025	March 31, 2024
Insurer managed funds	100%	100%

(i) Sensitivity analysis

Significant actuarial assumptions for determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at end of year, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Particulars	March 31, 2025 (Decrease)/increase in DBO*	March 31, 2024 (Decrease)/increase in DBO*
Discount rate (– 0.50%)	4.37%	4.20%
Discount rate (+ 0.50%)	(-4.07%)	(-3.92%)
Salary escalation rate (– 0.50%)	(-3.92%)	(-3.84%)
Salary escalation rate (+ 0.50%)	4.15%	4.09%

*DBO: Defined benefit obligation

(j) Risks exposure:

The plan typically exposes the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields on government bonds denominated in Indian rupees. If the actual return on plan assets is below this rate, it will create a plan deficit. However, the risk is mitigated by investment in LIC managed fund.

Interest risk : A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the value of the plan's investment in LIC managed fund.

Longevity risk : The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : The inherent risk for the Company mainly are adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

III) Other long term benefit plan

Actuarial valuation for compensated absences is done as at the year end and provision is made as per Company rules with corresponding charge / (credit) to the Standalone statement of profit and loss amounting to ₹ 153.61 Lakhs [March 31, 2024: (₹116.56 Lakhs)] and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

Obligation in respect of defined benefit plan and other long term employee benefit plans are actuarially determined at the year end using the "Projected unit credit model". Gains and losses on changes in actuarial assumptions relating to defined benefit obligation are recognised in OCI where as gains and losses in respect of other long term employee benefit plans are recognised in the Standalone statement of profit and loss.

48. Income tax

48A. Tax expense recognised in the Standalone statement of profit and loss and other comprehensive income consists of:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Tax expenses:		
Current tax	1,312.24	168.02
Adjusment of Tax related to earlier years	-	1,245.55
Deferred tax charge/(income)	(631.74)	-
Income tax expense / (income) recognised in the Standalone statement of profit and loss	**680.50**	**1,413.57**
Tax expense / (income) recognised in other comprehensive income	(32.75)	-
Total Tax expense / (income)	**647.75**	**1,413.57**

48B. A reconciliation of income tax expense to the amount computed by applying the statutory income tax rate to the profit before income tax is summarised below:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Profit / (Loss) before tax	7,442.04	(460.76)
Enacted income tax rate in India (%) *	29.12	29.12
Income tax expense calculated at enacted income tax rate	2,167.12	(134.17)
Effect of tax on:		
Loss utilised on which DTA was not recognised in earlier	(1,442.69)	-
Impact of income taxed at rates other than those applicable to Business income	6.88	-
Expenses disallowed under income Tax	(20.49)	(44.99)
MAT credit not recognised	-	(168.02)
Others	(30.32)	(89.19)
	(1,486.62)	**(302.19)**
Total income tax expense	**680.50**	**168.02**
Adjustment of Tax related to earlier years **	-	1,245.55
Tax expenses recognised in Standalone statement of profit and loss	**680.50**	**1,413.57**
Tax expense /(income) recognised in other comprehensive income	**(32.75)**	**-**
Total tax expense	**647.75**	**1,413.57**

*The tax rate used for reconciliation above is the corporate tax rate of 29.12% (March 31, 2024: 29.12%) at which the Company is liable to pay tax on taxable income under the Indian tax Laws.

** During the previous year ended March 31, 2024, the Company had received intimation / final assessment order for the financial years 2016-17 to 2021-22 basis which an additional provision of tax was required on account of certain disallowances. Accordingly total MAT credit recognised of ₹ 1,129.83 lakhs and Tax receivable recognised of ₹ 115.72 lakhs was written off during the previous year ended March 31, 2024 relating to such earlier years of which ₹ 637.28 lakhs recorded in year ended March 31, 2024.

48C. The major components of deferred tax liabilities/(assets) arising on account of temporary differences are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025			
	April 01, 2024	Statement of profit and loss	Other comprehensive income	March 31, 2025
(i) Components of deferred tax liabilities (net)				
Deferred tax liabilities				
Property, plant and equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	(4,261.16)	(42.60)	-	(4,303.77)
Lease Liability	(160.40)	15.79	-	(144.61)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	249.21	125.50	32.75	407.46
Allowance for doubtful debts and advances	1,595.03	-	-	1,595.03
Allowance for impairment in the value of non current investment and share application money	400.71	-	-	400.71
Lease assets	160.40	(15.79)	-	144.61
Business losses	130.63	(130.63)		-
MAT Credit entitlement	4,089.03	(2,517.81)	-	1,571.22
Transfer of development rights (refer note 48D)	-	3,232.74		3,232.74
Others	(3.54)	(35.45)	-	(38.99)
Deferred tax charge/(credit)		**631.74**	**32.75**	
Net deferred tax assets	**2,199.91**			**2,864.40**

(₹ in Lakhs)

Particulars	March 31, 2024			
	April 01, 2023	Statement of profit and loss	Other comprehensive income	March 31, 2024
(i) Components of deferred tax liabilities (net)				
Deferred tax liabilities				
Property, plant and equipment and intangible assets: Impact of difference between written down value as per books of account and income tax	(3,669.00)	(592.15)	-	(4,261.16)
Lease Liability	(139.50)	(20.90)	-	(160.40)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	158.38	90.83	-	249.21
Allowance for doubtful debts and advances	1,418.04	176.99	-	1,595.03
Allowance for impairment in the value of non current investment and share application money	150.32	250.39	-	400.71

48C. The major components of deferred tax liabilities/(assets) arising on account of temporary differences are as follows: ***(Contd.)***

(₹ in Lakhs)

Particulars	March 31, 2024			
	April 01, 2023	Statement of profit and loss	Other comprehensive income	March 31, 2024
Lease assets	139.50	20.90	-	160.40
Business losses	56.79	73.84		130.63
MAT Credit entitlement	5,218.86	(1,129.83)	-	4,089.03
Others	(3.64)	0.10	-	(3.54)
Deferred tax charge/(credit)		**(1,129.83)**		
Net deferred tax assets*	**3,329.75**			**2,199.91**

* Deferred tax assets are recognised to the extent of deferred tax liabilities available since Company creates deferred tax assets only to the extent that it is probable that taxable profit will be available against which the deductible temporary difference could be utilised.

48D. The Company has evaluated the tax implications of the Development Agreement and Supplementary Development Agreement entered into with Mextech Property Developers LLP, as detailed in Note 62 of the standalone financial statements. The Company has assessed that the transfer of physical possession of the land during the current financial year satisfies the conditions for "transfer" under Section 2(47) of the Income-tax Act, 1961. Accordingly, the capital gains arising from the transfer of development rights in the land are considered taxable in the current financial year. In recognition of the resulting temporary difference between accounting and taxable income, the Company has recognised a deferred tax asset of ₹ 3,232.74 lakhs in the books of account for the year ended March 31, 2025.

49. Research and development expenditure

Research and development expenditure of ₹ 1,202.08 Lakhs (March 31, 2024: ₹ 1,334.11 Lakhs) (excluding interest and depreciation) has been charged to the Standalone statement of profit and loss. The capital expenditure in the current year on research and development amounts to ₹ 11.52 Lakhs (March 31, 2024: ₹ 5.92 Lakhs).

50. Directors sitting fees

During the year ended March 31, 2025, Directors sitting fees to Non-Excecutive Directors aggregating ₹ 41.40 Lakhs has been charged to the Standalone statement of profit and loss. (March 31, 2024 ₹ 46.50 Lakhs)

51. Details of CSR expenditure

(₹ in Lakhs)

Particulars	March 31, 2025			March 31, 2024		
Gross amount required to be spent by the Company as per Section 135 of companies act 2013 and included in other expenses	43.62			82.62		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Amount spent during the year						
i) Construction/acquisition of any asset	9.51	-	9.51	21.66	-	21.66
ii) On purposes other than (i) above	39.64	-	39.64	61.33	-	61.33

51. Details of CSR expenditure *(Contd.)*

Nature of CSR activities undertaken

(₹ in Lakhs)

Nature of CSR activities	Amount Spent	
	March 31, 2025	March 31, 2024
Promoting health care including preventive health care	15.00	15.00
Contribution for the benefit of armed forces veterans	5.00	16.62
Contribution towards animal protection/ welfare	10.17	29.25
Promoting education and Social welfare	0.37	3.93
Promoting health care	0.25	-
Promoting education	6.10	3.08
Social welfare	9.81	10.71
Protection of art and culture	0.27	0.25
Administrative Overheads	2.18	4.15
	49.15	**82.99**

Excess payment of ₹ 0.37 Lakhs of the year ended March 31, 2024 is set-off in the current year.

There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, in compliance with second proviso to sub section 5 of section 135 of the Act. The company spent ₹ 5.53 lakhs as excess CSR expenditure in the current year.

There were no ongoing CSR projects in the current year.

In case of Section 135(5) excess amount spent is as below:

Opening Balance	Amount required to be spent during the year	Amount spent during the year *	Closing Balance
0.37	43.62	49.15	5.53

* This amount includes excess payment of ₹ 0.37 lakhs of previous year utilised during the year.

52. Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
a (i) Principal amount remaining unpaid to any supplier at the end of the accounting year	387.86	237.63
(ii) Interest due on above	-	-
The Total of (i) and (ii)	387.86	237.63
b The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	19.33	10.12
d The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.91	12.56
e The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available and subimitted by the vendors with the Company. This has been relied upon by the auditors.

53. Categories of the financial instruments

(₹ in Lakhs)

Particulars	March 31, 2025				
	Ammortised Cost	FVTPL	FVTOCI	Total Carrying value	Total Fair value
Financial Assets					
(i) Investments	5.91	–	42.72	48.63	48.63
(ii) Trade receivables	13,316.91	–	–	13,316.91	13,316.91
(iii) Loans	859.24	–	–	859.24	859.24
(iv) Cash and cash equivalents	1,849.52	–	–	1,849.52	1,849.52
(v) Bank balances other than (iv) above	4,345.94	–	–	4,345.94	4,345.94
(vi) Other financial assets	2,049.63	–	–	2,049.63	2,049.63
Total	**22,427.15**	**–**	**42.72**	**22,469.87**	**22,469.87**
Financial Liabilities					
(i) Borrowings	10,940.04	–	–	10,940.04	10,940.04
(ii) Lease liabilities	553.53	–	–	553.53	553.53
(iii) Trade payables	6,427.99	–	–	6,427.99	6,427.99
(iv) Other financial liabilities	647.09	–	–	647.09	647.09
(v) Derivatives not designated as hedge	–	41.61	–	41.61	41.61
Total	**18,568.65**	**41.61**	**–**	**18,610.26**	**18,610.26**

Particulars	March 31, 2024				
	Ammortised Cost	FVTPL	FVTOCI	Total Carrying value	Total Fair value
Financial Assets					
(i) Investments	5.91	–	37.45	43.36	43.36
(ii) Trade receivables	8,884.81	–	–	8,884.81	8,884.81
(iii) Loans	1,204.87	–	–	1,204.87	1,204.87
(iv) Cash and cash equivalents	1,863.43	–	–	1,863.43	1,863.43
(v) Bank balances other than (iv) above	3,800.52	–	–	3,800.52	3,800.52
(vi) Investments- Corporate fixed deposit	–	–	–	–	–
(vii) Other financial assets	532.24	–	–	532.24	532.24
Total	**16,291.78**	**–**	**37.45**	**16,329.23**	**16,329.23**
Financial Liabilities					
(i) Borrowings	13,232.72	–	–	13,232.72	13,232.72
(ii) Lease liabilities	649.69	–	–	649.69	649.69
(iii) Trade payables	5,303.12	–	–	5,303.12	5,303.12
(iv) Other financial liabilities	1,074.77	–	–	1,074.77	1,074.77
(v) Derivatives not designated as hedge	–	42.51	–	42.51	42.51
Total	**20,260.30**	**42.51**	**–**	**20,302.81**	**20,302.81**

54. Reconciliation of Level 3 fair value measurements

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening balance	5.91	5.91
Total gains or (losses)		
Recognised in standalone statement of profit and loss.	-	-
Closing balance	**5.91**	**5.91**

55. Fair value

Fair value of financial assets and financial liabilities that are not measured at fair value but fair value disclosures are required :

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Non-Currrent		Currrent	
Financial assets				
Trade receivables	13,316.91	8,884.81	13,316.91	8,884.81
Cash and cash equivalents	1,849.52	1,863.43	1,849.52	1,863.43
Bank balances other than cash and cash equivalents	4,345.94	3,800.52	4,345.94	3,800.52
Investments- Corporate fixed deposit	-	-	-	-
Loans	859.24	1,204.87	859.24	1,204.87
Other financial assets	2,049.63	532.24	2,049.63	532.24
Total assets	**22,421.24**	**16,285.87**	**22,421.24**	**16,285.87**
Financial liabilities				
Trade payables	6,427.99	5,303.12	6,427.99	5,303.12
Lease liabilities	553.53	649.69	553.53	649.69
Borrowings	10,940.04	13,232.72	10,940.04	13,232.72
Other financial liabilities	647.09	1,074.77	647.09	1,074.77
Derivatives not designated as hedge	41.61	42.51	41.61	42.51
Total liabilities	**18,610.26**	**20,302.81**	**18,610.26**	**20,302.81**

The financial assets above do not include investments in subsidiaries which are measured at cost, investments in mutual funds measured at fair value through profit and loss and investments in equity instruments measured at fair value through OCI.

The Management largely due to short term maturity consider that the carrying amounts of financial assets and financial liabilities recognised in the standalone financial statements approximate their fair values.

Fair value hierarchy

Particulars	March 31, 2025		March 31, 2024	
	Fair Value (₹ in Lakhs)	Fair value hierarchy	Fair Value (₹ in Lakhs)	Fair value hierarchy
Financial assets measured at fair value through Other comprehensive income				
Investments in equity shares-quoted	42.72	Level 1	37.45	Level 1
Investments in equity shares-unquoted	5.91	Level 3	5.91	Level 3
Financial Liabilities measured at fair value through profit or loss				
Derivatives not designated as hedge	41.61	Level 2	42.51	Level 2

56. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The Managing Director of the Company is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM of the Company. The Company has identified the following segments as reporting segments based on the information reviewed by CODM.

The business segments have been identified considering :

a) the nature of products and services

b) the differing risks and returns

c) the internal organisation and management structure, and

d) the internal financial reporting systems

The segment information presented is in accordance with the accounting policies adopted by the Company. Segment revenues, expenses and results include inter-segment transfers.

A) **The primary reporting of the Company has been performed on the basis of business segments, viz:**

Chemicals/Bulk Drug- Manufacturing and selling of chemicals, primarily bulk drugs and enzymes.

Property - Renting and Sale of properties

Segments have been identified and reported based on the nature of the services, the risk and returns, the organisation structure and the internal financial reporting systems.

(₹ in Lakhs)

Particulars			2024-2025 *2023-2024* Bulk Drug/ Chemicals	Property	Total
a.	**Revenue**				
	1	Segment revenue	**36,140.13**	**5,440.18**	**41,580.31**
			22,698.29	*7,374.15*	*30,072.44*
		Unallocated revenue (net)			**2,640.64**
					1,452.02
	2	**Total**			**44,220.95**
					31,524.46
b.	**Result**				
	1	Segment (loss) / profit before Tax and finance cost	**3,843.96**	**4,830.10**	**8,674.06**
			(4,396.46)	*6,523.94*	*2,127.48*
	2	Finance costs			**1,419.92**
					1,705.21
	3	Unallocable income/(expenditure) (net)			**187.90**
					16.97
	4	Profit before Exceptional Items and tax			**7,442.04**

56. Segment information *(Contd.)*

Particulars		Bulk Drug/ Chemicals	Property	Total
		2024-2025		
		2023-2024		
				439.24
5	Exceptional item			-
				(900.00)
6	Tax expense/(income)			
	- current tax			**1,312.24**
				168.02
	- deferred tax charge			**(631.74)**
				-
	-Adjustment of tax related to earlier years			-
				1,245.55
7	Profit / (Loss) after tax			**6,761.54**
				(1,874.33)
c.	**Other information**			
1.	Segment assets	**50,546.97**	**1,306.54**	**51,853.51**
		45,876.77	*1,481.83*	*47,358.60*
2	Unallocated corporate assets			**10,393.05**
				9,099.24
3.	Total assets			**62,246.56**
				56,457.84
4.	Segment liabilities	**8,832.67**	**3,879.84**	**12,712.51**
		7,288.68	*4,208.26*	*11,496.94*
5.	Unallocated corporate liabilities			**11,538.82**
				13,538.29
6.	Total liabilities			**24,251.33**
				25,035.23
7.	Cost incurred during the year to acquire			
	- segment tangible and intangible assets	**2,213.36**	**-**	**2,213.36**
		1,397.74	*522.98*	*1,920.71*
	- unallocated segment tangible and intangible assets			-
				-
8.	Depreciation and amortization expense	**2,301.03**	**16.26**	**2,317.29**
		2,351.47	*18.08*	*2,369.55*

(Figures in italics are the corresponding figures in respect of the previous year).

56. Segment information *(Contd.)*

B) **Geographical information**

Geographical information is reported on the basis of the geographical location of the customers. The management views the Indian market and export markets as distinct geographical markets.

Revenue by market – The following is the distribution of the Company's revenue by geographical market:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
India		
Bulk Drug/Chemicals	12,389.60	9,405.69
Property	5,440.18	7,374.15
Others	4,159.30	1,452.02
Europe - Bulk Drug/Chemicals	11,314.74	5,513.12
USA - Bulk Drug/Chemicals	3,831.86	1,177.40
Others countries - Bulk Drug/Chemicals	7,085.27	6,602.08
Total	**44,220.95**	**31,524.46**

The following is an analysis of the carrying amount of Non current assets excluding financials assets, Investment in subsidiaries and deferred Tax Assets, analysed by geographical area in which the assets are located:

(₹ in Lakhs)

Particulars	Assets	
	March 31, 2025	March 31, 2024
India	24,414.53	27,762.30
Outside-India	-	-
Total	**24,414.53**	**27,762.30**

The Company's operating facilities are located in India.

The Company has not generated revenue aggregating more than 10% of the Company's total revenue from any customer during the period (March 31, 2024 ₹ Nil).

57. Financial risk management objectives and policies

The Company is exposed to credit risk, liquidity risk and market risk. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

a) **Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates, commodity prices and equity price risk). Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term borrowings. The Company is exposed to market risks related to foreign exchange rate risk, commodity rate risk, interest rate risk and other price risks, such as equity price risks. Thus, the Company's exposure to market risk is a function of borrowing activities, revenue generating and operating activities in foreign currencies.

i) **Equity price risk**

The Company's unlisted equity securities are susceptible to market price risk arising from uncertainties about future values of the investments in securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Company's Board of Directors review and approve, all investments in the equity instruments.

As at March 31, 2025 and March 31, 2024 the Company had exposure to equity securities measured at fair value. The changes in fair values of the equity investments were strongly positively co-related with changes in market index.

57. Financial risk management objectives and policies *(Contd.)*

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short term borrowings obligations with floating interest rates.

The Company manages it's interest rate risk by having a balanced portfolio of long term and short term borrowings.

For the years ended March 31, 2025 and March 31, 2024 every 50 basis point decrease in the floating interest rate component applicable to its loan and borrowings would increase the Company's profit by ₹ 57.18 Lakhs and ₹ 85.48 Lakhs respectively. A 50 basis point increase in floating interest rate would lead to an equal but opposite effect.

iii) Commodity rate risk

Exposure to market risk with respect to commodity prices primarily arises from the Company's purchases and sales of active pharmaceutical ingredients, including the raw material components for such active pharmaceutical ingredients. The prices of the Company's raw materials generally are stable. Cost of raw materials forms the largest portion of the Company's cost of revenues. A large portion of the Company's sales are subject to commodity rate risk having a volatile pricing. The Company monitors overall demand supply position and pricing movement to decide marketing strategies to overcome risk of changing prices of the products.

iv) Foreign currency risk

The Company's foreign exchange risk arises from its foreign currency revenues and expenses and foreign currency borrowings. As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's revenues and expenses measured in Indian rupees may decrease or increase and vice-versa. The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company largely uses the natural hedge to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognised assets and liabilities.

The year end foreign currency exposures that have not been hedged (before giving effects of natural hedge) by derivative instrument or otherwise are given below:

A) Significant foreign currency risk exposure relating to trade receivables and cash and cash equivalents :

Particulars	Currency	March 31, 2025		March 31, 2024	
		Amount in foreign currency (in Lakhs)	₹ in Lakhs	Amount in foreign currency (in Lakhs)	₹ in Lakhs
Financial assets					
Cash and cash equivalents (including EEFC)	AED	0.06	1.34	0.05	1.07
	BDT	0.09	0.00	0.09	0.00
	CAD	0.01	0.74	0.00	0.17
	CHF	0.00	0.32	0.00	0.31
	CZK	0.00	0.01	0.00	0.01
	EUR	0.12	11.23	0.03	2.27
	GBP	0.00	0.33	-	-
	JPY	0.19	0.00	0.19	0.00

57. Financial risk management objectives and policies *(Contd.)*

Particulars	Currency	March 31, 2025		March 31, 2024	
		Amount in foreign currency (in Lakhs)	₹ in Lakhs	Amount in foreign currency (in Lakhs)	₹ in Lakhs
	NOK	0.00	0.00	0.00	0.00
	NZD	0.02	0.94	0.01	0.57
	OMR	0.00	0.78	0.00	0.76
	RUB	0.01	0.01	0.01	0.01
	SGD	0.03	1.62	0.02	1.15
	TRY	0.01	0.02	0.01	0.03
	USD	0.32	27.32	0.25	20.61
	THB	0.48	1.20	-	-
	SAR	0.13	2.87	-	-
	HKD	0.13	1.46	-	-
Loan	USD	8.50	726.43	8.50	708.90
Business advances	EUR	8.69	800.23	10.43	936.83
	GBP	-	-	0.01	0.76
	USD	6.02	514.22	2.41	200.96
	AED	-	-	0.00	0.04
Trade receivables and other financial assets	USD	49.62	4,240.81	33.06	2,663.39
	EURO	86.91	8,002.94	70.23	6,310.67

B) **Significant foreign currency risk exposure relating to borrowings and trade payables :**

Particulars	Currency	March 31, 2025		March 31, 2024	
		Amount in foreign currency (in Lakhs)	₹ in Lakhs	Amount in foreign currency (in Lakhs)	₹ in Lakhs
Financial liabilities					
Trade payables	EURO	13.22	1,216.95	3.06	275.16
	USD	0.16	13.84	3.81	317.96
	CAD	0.01	0.32	-	-
	GBP	0.01	1.13	-	-
Borrowings (PCFC)	EURO	21.34	1,965.06	31.91	2,867.49
	USD	11.70	999.69	4.31	359.45
External Commercial borrowing (ECB)	EURO	-	-	-	-
Foreign Currency Term Loan (FCTL)	EURO	21.49	1,979.29	29.08	2,613.22

57. Financial risk management objectives and policies *(Contd.)*

C) Foreign currency sensitivity

For the years ended March 31, 2025 and March 31, 2024, every 5% strengthening in the exchange rate between the Indian rupee and the respective currencies for the above mentioned financial assets / liabilities would increase the Company's profit and increase the Company's total equity by approximately (net) ₹ 407.93 Lakhs and ₹ 203.62 Lakhs, respectively. A 5% weakening of the Indian rupee and the respective currencies would lead to equal but opposite effect. In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

D) Derivative contracts

The Company is exposed to exchange rate risk that arises from its foreign exchange revenues and expenses, primarily in US Dollars and Euros and foreign currency debts in US dollars and Euros. The Company uses cross currency interest rate swap and Currency hedges (known as, "derivatives") to mitigate its risk of changes in foreign currency exchange interest rates and exchange rates . The counterparty for these contracts is generally a bank.

The following table gives details in respect of the notional amount of outstanding foreign exchange derivative contract:

Particulars	Currency	Foreign Currency in Lakhs	Buy/Sell	Cross Currency	March 31, 2025 (₹ in Lakhs)	March 31, 2024 (₹ in Lakhs)
Derivatives not designated as hedges	-	-	-	-	-	-
Currency hedges						
Currency hedges EUR	EUR	37.65	Sell	INR	14.76	-
Currency hedges USD	USD	13.30	Sell	INR	3.27	1.06
Cross currency interest rate swap	EUR	-	Buy	INR	23.59	41.46

b) Credit risk

Credit risk is the risk of financial loss, if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers, loans and other financial assets. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

i) Trade receivables

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers. The Company evaluates the concentration of risk with respect to trade receivables which is low, as its customers are widely spread with small outstanding amounts (For detailed movement in provision for trade receivables - Refer note 16)

Trade receivables (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Not due	4,863.54	4,575.62
Less than 6 months	5,766.70	2,344.69
6 months-1 year	1,300.88	414.06
1-2 years	306.02	1,346.67
2-3 years	586.16	996.87
Beyond 3 years	3,216.03	1,973.64
Total	**16,039.33**	**11,651.56**

57. Financial risk management objectives and policies *(Contd.)*

ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. Credit risk in case of Intercorporate deposit given is managed by the Company in accordance with the Company's policy. ICD only be given out of surplus funds, are made only with the approval of the Board of Directors and are reviewed by the Board on an annual basis.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or meet its obligations as they fall due. The Company's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid banks deposits to meet the Company's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

i) Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in Lakhs)

March 31, 2025	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	9,435.28	1,504.76	-	10,940.04
Trade payables	6,427.99	-	-	6,427.99
Lease liabilities	109.16	444.37	-	553.53
Other financial liabilities (including derivatives not designated as hedge)	431.20	257.50	-	688.70
Total	**16,403.63**	**2,206.63**	**-**	**18,610.26**

March 31, 2024	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	8,973.49	4,259.23	-	13,232.72
Trade payables	5,303.12	-	-	5,303.12
Lease liabilities	95.81	553.88	-	649.69
Other financial liabilities (including derivatives not designated as hedge)	763.44	353.84	-	1,117.28
Total	**15,135.86**	**5,166.95**	**-**	**20,302.81**

The Company had unutilised credit limit of borrowing facilities as at March 31, 2025 ₹ 1,774.77 lakhs and as at March 31, 2024: ₹ 3,171.70 lakhs from banks.

58. Capital management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt less Cash and cash equivalents presented on the face of the standalone financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

(i) The gearing ratio at the end of the year was as follows: (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Debts (Term loans and loans repayable on demand including current maturities of long term debts)	10,940.04	13,232.72
Less: Cash and cash equivalents (Refer note 17)	1,849.52	1,863.43
Net debt	**9,090.52**	**11,369.29**
Total equity	37,995.23	31,422.61
Net debt to equity ratio (%)	**24%**	**36%**

(ii) Dividend on equity shares paid during the year (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Dividend on equity shares		
Dividend for the year ended March 31, 2024 of ₹ 1.25 per share on 2,88,94,061 equity shares of ₹ 5.00/- each, fully paid up (net of 5,36,926 equity shares of ₹ 5.00/- each which were held by ESOP Trust) [Refer note 22(a)]	361.18	
(Dividend for the year ended March 31, 2023 of ₹ 1.25 per share on 2,88,74,107 equity shares of ₹ 5.00/- each, fully paid up (net of 5,56,880 equity shares of ₹ 5.00/- each which were held by ESOP Trust)		360.93

Dividends not recognised at the end of the reporting period

The Board of Directors of the Company at its meeting held on May 28, 2025 have recommended dividend of ₹ 2.50 per share. The proposed dividend is subject to the approval of shareholders in the ensuring annual general meeting and hence not recognised as a liability.

59. Investment properties

The Company's investment property consist of Thane One Building and freehold land located at Majiwade Thane and at Takawe. Out of the 16 floors, ground floor have been considered as Investment Property by the Management and the remaining floors from 1st to 13th floor has been sold. Others has been utilised for the purpose of business.

Criteria used for classification of property as investment property

The Company has considered the following for classification of property as investment property:

(i) Investment property comprises building and other assets required to provide ancillary services to the occupants of the investment property.

(ii) The properties that are not occupied by the Company for use in production or supply of goods or services or for administrative purposes, or for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation are classified as investment property.

The Company has a building which is primarily meant for renting is classified as an investment property, except for the part of that building which is used for administrative purposes, and hence classified as owner-occupied property. The Company has apportioned the cost of the property between investment property and owner-occupied property in the ratio of area used, respectively, as a percentage of total area.

During the previous year the company had sold part of its investment in property consisting of floors sale in Thane one IT/ITES building and freehold land located at village Takawe further in current year the company has sold part of its Investment in Property consisting of commercial property in Ceejay House, Worli, Mumbai and part of freehold land located at Village Takawe. Total income recorded on such sale of Investment Property for the year ended March 31, 2025, is ₹ 4,457.88 lakhs and for the year ended March 31, 2024, is ₹ 6,387.82 lakhs has been recognized as income under the head revenue from operations pertaining to property segment.

Estimation of fair value

The fair value of the Investment Property has been determined in the financial period March 31, 2025 as ₹1,225.32 Lakhs (March 31, 2024 as ₹6,724.72 Lakhs). The fair value has been determined based on the lastest sale agreement.

Amount recognised in Standalone statement of profit and loss

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Income from investment properties		
Rent and Service Income	982.30	986.33
Sale of properties	4,457.88	6,387.82
Less: Direct operating expenses (including repairs and maintenance) generating income from investment properties	593.82	832.13
Income arising from investment properties	**4,846.36**	**6,542.02**
Less: Depreciation	(16.26)	(18.08)
Income arising from investment properties after depreciation	**4,830.10**	**6,523.94**

Refer note 46(B) for operating lease arrangements and total future minimum lease rentals receivable

Refer note 24 for the existence of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal

Refer note 62 for deposit received against the signed Binding Term Sheet and grant of development rights to Mextech for construction of residential-cum-comercial buildings in the balance portion of Thane land.

60. Share-based payments

Employee share option plan of the Company

1.1 Details of the employee share option plan of the Company

This ESOP 2019 scheme has been framed pursuant to the Scheme of Amalgamation between the erstwhile Fermenta Biotech Limited ("Transferor Company") with the DIL Limited ("Transferee Company") and their respective shareholders. The Transferor Company prior to the Scheme of Amalgamation had implemented the 'Fermenta Biotech Limited - Employee Stock Option Plan 2019' and were granted employee stock options to its eligible employees. Further, the number of transferee options issued shall equal to the product of number of transferor options outstanding on effectiveness of Scheme multiplied by the Share exchange ratio (0.398) and each transferee option shall have an exercise price per equity share equal to transferor option exercise price per equity shares divided by the share exchange ratio (0.398) and fractions rounded off to the next higher whole number. The terms and conditions of ESOP 2019 Scheme of DIL Limited are not less favourable than those of ESOP Scheme of erstwhile Fermenta Biotech Limited. Under the ESOP 2019 Scheme, stock options have been issued to the eligible employees of erstwhile Fermenta Biotech Limited.

In accordance with the terms of the plan, as approved by the erstwhile shareholders of Fermenta Biotech Limited at an extra general meeting, executives and senior employees with the Company were granted options to purchase equity shares.

Each employee share option converts into one equity share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The number of options granted is calculated in accordance with the performance-based formula and is subject to approval by the remuneration committee. The formula rewards executives and senior employees to the extent of the Company's and the individual's achievement judged against both qualitative and quantitative criteria.

The following share-based payment arrangements were in existence during the current year:

Options series	Number	Grant date	Expiry date	Exercise price	Fair value at grant date
Plan 1 (60% of options granted under ESOP 2019)	101,614	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2025, 12.08.2025 and 28.02.2025	83.67	421.71 and 298.16
Plan 1 (20% of options granted under ESOP 2019)	49,526	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2026, 12.08.2026 and 28.02.2026	83.67	421.71 and 298.16
Plan 1 (20% of options granted under ESOP 2019)	28,270	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2027, 12.08.2027 and 28.02.2027	83.67	421.71 and 298.16
Plan 2 (100% of options granted under ESOP 2019)	217,410	25.02.2019	25.02.2025	83.67	418.22

Options granted under ESOP 2019 shall vest not before 1 (one) year and not later than maximum Vesting Period of 5 (five) years from the date of grant of such Options. Subject to the minimum vesting period of one year, the Nomination and Remuneration Committee of the Board at its discretion approve for acceleration of Vesting of any or all unvested Options of the Option Grantee.

The above number of options, fair value at grant dates and exercise price were adjusted in accordance with the Share exchange ratio (0.398:1) as per the scheme of amalgamation.

The above number of options, were adjusted for the Forfeited/ cancallation of option for fullment of year end assessment of ESOP vesting conditions.

60. Share-based payments *(Contd.)*

1.2 Fair value of share options granted

The weighted average fair value of the share options granted during the financial year is Nil (previous year Nil). Options were priced using Black-Scholes option pricing model. Where relevant, the expected life used in the model has been calculated based on a weighted average of vests. Expected volatility is based on the historical share price information of similar listed entities.

Inputs into the model	Option series			
	Plan 1 (60% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 2 (100% of options granted under ESOP 2019)
Grant date share price	298.16 and 298.16	298.16 and 298.16	298.16 and 298.16	418.22
Exercise price	83.67	83.67	83.67	83.67
Expected volatility	69.28% and 65.33%	68.83% and 61.84%	68.08% and 60.02%	69.28%
Option life	4.51 years and 4 years	5.51 years and 5 years	6.51 years and 6 years	4.51 years
Dividend yield	0% and 0.57%	0% and 0.57%	0% and 0.57%	0.00%
Risk-free interest rate	7.14% and 5.22%	7.25% and 5.53%	7.35% and 5.78%	7.14%

1.3 Movements in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

Particulars	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at beginning of year	307,278	83.67	324,082	83.67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Bonus options issued during the year	-	-	-	-
Exercised during the year	294,868	-	16,804	-
Expired during the year	5,194	-	-	-
Balance at end of year	**7,216**	**-**	307,278	-

The number of options, were adjusted for the Forfeited /cancallation of option for fullment of year end assessment of ESOP vesting conditions.

1.4 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average exercise price of ₹ 83.67 (as at March 31, 2024: ₹ 83.67), and a weighted average remaining contractual life of 0.96 year.

61. Ratio

Ratio	Numerator (₹ in Lakhs)	Denominator (₹ in Lakhs)	March 31, 2025	March 31, 2024	% Variance	Reason for variance
Current Ratio	32,051.80 (23,822.77)	19,842.93 (16,088.89)	1.62	1.48	9.46	*
Debt-Equity Ratio	10,940.04 (13,232.72)	37,995.23 (31,422.61)	0.29	0.42	(30.95)	Improvement due to early repayment of debts and increase in profit
Debt Service Coverage Ratio	10,994.77 (3,132.98)	2,731.21 (3,944.49)	4.03	0.79	410.13	Due to increase in profitability and reduction of debts
Return on Equity Ratio	6,761.54 (974.33)	34,708.92 (32,514.16)	0.19	(0.03)	733.33	Due to increase in profitability
Inventory turnover Ratio	43,053.17 (30,709.04)	8,654.21 (9,417.72)	4.97	3.26	52.45	Due to managing inventory more efficiently
Trade Receivables turnover Ratio	43,053.17 (30,709.04)	11,100.86 (8,711.01)	3.88	3.53	10.06	*
Trade payables turnover Ratio	15,185.99 (7,239.09)	5,865.56 (5,246.99)	2.59	1.38	87.68	Due to efficient payment of creditors
Net capital turnover Ratio	43,053.17 (30,709.04)	12,208.87 (7,733.88)	3.53	3.97	(11.08)	Due to Improvement of net working capital
Net profit Ratio	6,761.54 (1,874.33)	43,053.17 (30,709.04)	0.16	(0.06)	(366.67)	Due to increase in profitability
Return on Capital employed	8,861.96 (2,144.45)	48,707.33 (44,113.05)	0.18	0.05	260.00	Due to Improvement in profitability
Return on investment			Not applicable			

* Ratio variance below threshold limit defined as per Schedule III of Companies Act 2013.

Current Ratio :	Current Assets/ Current Liabilities
Debt – Equity Ratio :	Total Debt/Shareholder's Equity
Debt Service Coverage Ratio :	Earnings available for debt service/Debt Service Earning for Debt Service = Profit /(loss) after Tax before Exceptional Items + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. Debt service = Interest & Lease Payments + Principal Repayments
Return on Equity (ROE) :	Net Profits/(loss) after taxes before Exceptional Items – Preference Dividend (if any)/ Average Shareholder's Equity

61. Ratio *(Contd.)*

Inventory Turnover Ratio :	Cost of goods sold OR sales/ Average Inventory Average inventory is (Opening + Closing balance / 2)
Trade receivables turnover Ratio :	Net Credit Sales/ Avg. Accounts Receivable Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bills receivables Average trade debtors = (Opening + Closing balance / 2)
Trade payables turnover Ratio :	Net Credit Purchases/ Average Trade Payables
Net capital turnover Ratio :	Net Sales / Working Capital Net sales shall be calculated as total sales minus sales returns. Working Capital shall be calculated as Current assets minus Current liabilities.
Net profit Ratio :	Net Profit/ Net Sales Net profit shall be after tax before exceptional items Net sales shall be calculated as total sales minus sales returns.
Return on capital employed (ROCE) :	Earning before interest and taxes and exceptional items/Capital Employed Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

62. The Company entered into a Development Agreement dated July 26, 2022, with Mextech Property Developers LLP ("Mextech" or "the Developer"), granting development rights for construction of residential-cum-commercial buildings on the balance portion of its land in Thane, classified as investment property. As per the development agreement, in lieu of development rights transferred, Company is entitled to 1,20,000 sq ft carpet area in the new residential building. In the current year, the Company executed a Supplementary Development Agreement (SDA) on June 10, 2024, and subsequently handed over physical possession of the project land to Mextech on June 16, 2024. The Company has has received ₹ 1,500 lakhs as refundable deposit from Mextech

The Company has evaluated the arrangement in accordance with "Ind AS 115 – Revenue from Contracts with Customers". Based on this assessment, it is of the view that control over the land has substantively transferred to Mextech upon handover of possession. However, considering the uncertainties inherent in real estate development projects and the fact that no substantial construction work had been completed as at March 31, 2025, the Company has concluded that the criteria for revenue recognition under Ind AS 115 are not yet met. Accordingly, revenue has not been recognised in the current financial year. Revenue will be recognised once substantial development milestones are achieved, and it becomes highly probable that the associated consideration in form of area in the newly constructed residential building will be received.

In addition, the Company has sold 9 flats in the under-construction residential building and received advances amounting to ₹ 355.89 lakhs against these sales. The Company has evaluated these transactions under Ind AS 115 and determined that revenue will be recognised at a point in time upon transfer of control to the customer. This typically coincides with the handing over of possession of the respective flats to the customers.

63. Relationship with Struck off companies

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in Lakhs)		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2025	As at March 31, 2024	
Jaansi Sampark Consultancy	Trade Payables	Nil	5.28	None
Janak Laboratories Ltd.	Trade Receivables	Nil	3.41	None
Bombay Rayon Fashions Ltd.	Trade Receivables	Nil	0.23	None

64. Capitalisation of borrowing costs

During the year ended March 31, 2025, the Company capitalised the following borrowing costs attributable to qualifying assets to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, finance costs disclosed under note 39 are net of amounts capitalised by the Company.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Finance costs (Including forex revaluation)	-	108.74
Total	**-**	**108.74**

65. The President has given his assent to the Code on Social Security, 2020 ("Code") in September 2020. On November 13, 2020 the Ministry of Labour and Employment released draft rules for the Code. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact to its financial statements in the period in which the Code becomes effective.

66. Events after the reporting period

The company has evaluated subsequent events from the date through May 28, 2025, the date at which the financial statements were available to be issued and determined that there are no material items to disclose.

67. The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for certain changes made, if any, using privileged/ administrative access rights. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

68. The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of account (refer note 24 and 28).

69. Exceptional item

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Impairment of Investment in subsidiary	-	900.00
Total	**-**	**900.00**

During the previous year, considering the prolonged subdued global demands, the Company had revisited its projected future cash flows from its subsidiary Fermenta USA LLC and has determined the value in use of its investments in the said subsidiary. Accordingly, a provision for impairment of investment of ₹ 900 lakhs was recorded as an exceptional item in the year ended March 31, 2024 .

70. During to the year ended March 31, 2025, the company has entered into a deed of assignment to transfer of leasehold land held at Saykha, GIDC Gujrat for transfer value of ₹ 1,870 Lakhs out of which ₹ 1,481.04 lakhs is ouststanding as on March 31. 2025.

71. Revenue from Contracts with Customer

1. Disaggregated Revenue Information

Set out below is the dissaggration of the Company's revenue from contracts with customers.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Type of goods or services		
Sale of products	37,065.02	22,846.06
Sale of services	309.65	268.89
Rent and Service income from investment properties	982.30	986.33
Sale of investment properties	4,457.88	6,387.82
Other operating income	238.33	219.95
Total revenue from contract with customers	**43,053.17**	**30,709.04**
India	20,821.30	17,416.44
Outside India	22,231.87	13,292.60
Total revenue from contract with customers	**43,053.17**	**30,709.04**
Timing of revenue recognition		
Goods transferred at a point in time	41,522.90	29,233.88
Services transferred over time (included in other operating income)	1,530.27	1,475.16
Total revenue from contract with customers	**43,053.17**	**30,709.04**

2. Contract balances

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Trade receivables	13,316.91	8,884.81
Contract Assets	884.30	314.99
Contract liabilities	108.43	30.01
Deferred Revenue	1,808.72	1,846.74

72. Previous year figures have been re-grouped /re-classified wherever necessary.

73. Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended 31st March,2025.

74. The Standalone financial statements were approved for issue by the Board of Directors on May 28, 2025.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of
Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Independent Auditor's Report

To

The Members of
Fermenta Biotech Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Fermenta Biotech Limited** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material 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 other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2025, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2025. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of Minimum Alternate Tax (MAT) credit entitlement included under deferred tax assets (as described in Note 59 of the consolidated financial statements)	
The Parent Company has recognised deferred tax assets amounting to ₹ 1,571.22 lakh representing Minimum Alternate Tax (MAT) credit entitlement, pursuant to the provisions of Section 115JB of the Income-tax Act, 1961 and related rules. Unused tax credits in the form of MAT credits is recognized to the extent there is convincing evidence that sufficient taxable profits will be available in the future against which such MAT credit can be utilized. The recoverability of such MAT credit entitlement is considered as a key audit matter as it involves significant management judgement including accounting estimates relating to profitability forecasts, availability of sufficient taxable income in the future and recoverability within the specified period of time.	Our audit procedures included the following: » Evaluated the Group's accounting policies with respect to recognition of deferred taxes in accordance with Ind AS 12 "Income Taxes". » Evaluated the design and implementation and tested the operating effectiveness of key internal financial controls related to the assessment of recoverability of MAT credit entitlement. » Obtained and analysed the future projections of taxable profits estimated by management and assessed the key assumptions used and the reasonableness of the future cash flow projections. » Assessed the sensitivity analysis applied by the Group and evaluated if any change in the assumptions will lead to any material change utilisation of the MAT credit entitlement. » Assessed the adequacy of disclosures made in the consolidated financial statements
Provision for Inventory obsolescence (as described in Note 15 of the consolidated financial statements	
As at March 31, 2025, the carrying amount of inventories amounted to ₹ 12,365.13 lakh after considering allowances for Inventory Inventories are carried at lower of cost and net realisable value in accordance with the accounting policy of the Group. The Group makes provision for inventory based on category of products, experience, age of Inventory, current trend and future expectations of forecast inventory demand, product expiry dates, estimates for future selling price and plans to dispose of inventories that are close to expiry. The provision for inventory obsolescence has been considered as a key audit matter, as determination of provision for inventory involves significant management judgment and estimates.	Our audit procedures included the following: » Obtained an understanding of management's process to identify slow-moving, obsolete and other non-saleable inventory, and process of consequent measurement of required provision for obsolescence. » Evaluated the design, implementation and tested the operating effectiveness of key controls that the Group has in relation to aforesaid process » For the provisions made in respect of expired or near expiry inventory balances, tested such identification from the batch-wise expiry information and reperformed computations to validate the accuracy and completeness of such provision estimates » For provisions made in respect of slow moving and non-saleable Inventory, discussed with management the triggers taken into account for such identification and evaluated the same in view of our understanding of the business and industry conditions. Assessed the management's estimates regarding the expected timing by which the balance inventory of aforesaid specific products would be sold basis past trends and market conditions. Further, reperformed computations to validate the accuracy and completeness of such provision estimates. Also compared carrying cost to recent sales or to the estimated selling price applied in assessing the Net Realizable Value. » Assessed the adequacy of disclosures made in the consolidated financial statements

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Board of Directors of the Holding Company, as aforesaid.

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

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures/joint operations are also responsible for overseeing the financial reporting process of their respective companies.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate 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.

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 for the financial year ended March 31, 2025 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 sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, {based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

    (a) We/the other auditors whose report we have relied upon 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i) (vi) below on reporting under Rule 11(g);

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

    (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's company incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

    (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g)

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and the operating effectiveness of such controls, based on our audit, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us :

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements – Refer Note 63 to the consolidated financial statements;

ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company incorporated in India during the year ended March 31, 2025.

iv. {a) The management of the Holding Company incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management of the Holding Company incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us for the Holding Company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) The final dividend paid by the Holding Company incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 57 to the consolidated financial statements, the Board of Directors of the Holding Company incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend

vi) Based on our examination which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for certain changes made, if any, using privileged/ administrative access rights, as described in note 73 to the consolidated financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Membership Number: 136454
UDIN: 25136454BMOJVI1074

Place of Signature: Mumbai
Date: May 28, 2025

Annexure '1' referred to in paragraph 1 under the heading "Report on other Legal and regulatory requirements" of our report of even date

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the auditor in the Companies (Auditors Report) Order (CARO) report of the Holding Company included in the consolidated financial statements are:

Entity Name	CIN	Holding/ Subsidiary	Clause number of the CARO report which is qualified or is adverse
Fermenta Biotech Limited	L99999MH1951PLC008485	Holding Company	(i) (c)
			(iii) (c)
			(iii) (f)

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership Number: 136454
UDIN: 25136454BMOJVI1074

Place of Signature: Mumbai
Date: May 28, 2025

Annexure 2 to the Independent Auditor's Report of even date on the consolidated financial statements of Fermenta Biotech Limited

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

In conjunction with our audit of the consolidated financial statements of Fermenta Biotech Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company incorporated in India, as of that date. There are no subsidiaries which are companies incorporated in India.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 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 consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership Number: 136454
UDIN: 25136454BMOJVI1074

Place of Signature: Mumbai
Date: May 28, 2025

Consolidated Balance Sheet as at March 31, 2025

(₹ in Lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	21,005.86	23,642.37
b) Capital work-in-progress	4	1,590.73	161.57
c) Right-of-use assets	5	619.33	1,543.34
d) Investment property	6A	318.71	540.68
e) Goodwill	6B	411.65	411.65
f) Other intangible assets	7	299.76	715.52
g) Intangible assets under development	8	-	-
h) Investments			
Investments in an associate	9A	-	-
i) Financial assets			
i) Investments	9B	48.63	43.36
ii) Share application money	10	-	-
iii) Loans	11	21.78	29.54
iv) Other financial assets	12	502.92	399.32
j) Deferred tax assets (net)	59C	2,864.41	2,199.91
k) Non-current tax assets (net)	13	186.80	815.00
l) Other non-current assets	14	53.53	105.44
Total non-current assets		**27,924.11**	**30,607.70**
Current assets			
a) Inventories	15	12,365.13	8,738.42
b) Financial assets			
i) Trade receivables	16	9,522.64	6,982.51
ii) Cash and cash equivalents	17	2,823.96	2,182.87
iii) Bank balances other than (ii) above	18	4,345.93	3,800.52
iv) Investments		-	-
v) Loans	19	111.03	466.43
vi) Other financial assets	20	1,537.76	87.78
c) Other current assets	21	1,932.67	1,601.86
d) Contract assets		884.30	314.99
Total current assets		**33,523.42**	**24,175.38**
TOTAL ASSETS		**61,447.53**	**54,783.08**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	22	1,458.45	1,443.71
b) Other equity	23	34,808.77	27,442.39
Equity attributable to owners of the Company		**36,267.22**	**28,886.10**
Non-controlling interests		(415.69)	(369.79)
Total equity		**35,851.53**	**28,516.31**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	24	1,504.76	4,253.60
ii) Lease liabilities	45	444.37	553.88
iii) Other financial liabilities	25	257.50	353.84
b) Provisions	26	780.59	535.46
c) Other non-current liabilities	27	1,421.18	3,243.92
Total non-current liabilities		**4,408.40**	**8,940.70**
Current liabilities			
a) Financial liabilities			
i) Borrowings	28	9,435.28	8,973.49
ii) Lease liabilities	45	109.16	95.81
iii) Trade payables			
a) Total outstanding dues of micro and small enterprises	29 & 64	387.87	237.63
b) Total outstanding dues of creditors other than micro and small enterprises	29	7,360.83	6,252.79
iv) Other financial liabilities	30	438.19	766.33
b) Other current liabilities	31	2,817.13	829.45
c) Provisions	32	89.66	106.43
d) Current tax liabilities (net)	33	441.05	34.13
e) Contract liability		108.43	30.01
Total current liabilities		**21,187.60**	**17,326.07**
TOTAL EQUITY AND LIABILITIES		**61,447.53**	**54,783.08**
See accompanying notes to the Consolidated financial statements	1-76		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
INCOME			
Revenue from operations	34	46,947.73	33,566.19
Other income	35	1,181.85	1,180.83
Total income		**48,129.58**	**34,747.02**
EXPENSES			
Cost of materials consumed	36	11,890.53	7,700.48
Purchases of stock-in-trade		5,965.61	2,701.99
Changes in inventories of finished goods, stock-in-trade and work-in-progress	37	(3,116.09)	2,611.46
Employee benefits expense	38	6,510.43	5,854.79
Finance costs	39	1,419.20	1,704.60
Depreciation and amortisation expense	40	2,421.83	2,471.93
Other expenses	41	14,717.29	11,946.43
Total expenses		**39,808.80**	**34,991.68**
Profit / (Loss) before Exceptional Items and tax		**8,320.78**	**(244.66)**
Exceptional Items	69	-	(742.64)
Profit / (Loss) after Exceptional Items and before tax		**8,320.78**	**(987.30)**
Tax expense:			
Current tax		1,312.24	168.02
Adjusment of tax related to earlier years		-	1,245.55
Deferred tax (income)/charge		(631.74)	-
Total tax expense	**59**	**680.50**	**1,413.57**
Profit / (loss) for the year after tax but before share of profit /(loss) of an associate		**7,640.28**	**(2,400.87)**
Share of profit /(loss) of an associate		-	-
Net profit/(loss) after tax		**7,640.28**	**(2,400.87)**
Other comprehensive loss:			
a) Items that will not be reclassified to profit or loss			
(i) Remeasurements of defined benefit plan		(112.48)	12.28
(ii) Income tax relating to remeasurements of defined benefit plan		32.75	-
b) Items that will be reclassified to profit or Loss			
(i) Exchange differences in translating the financial statements of foreign operations		(116.11)	(34.45)
(ii) Net fair value change in investment in equity instruments through other comprehensive income		5.26	6.75
Total other comprehensive loss for the year (a+b)		**(190.58)**	**(15.42)**
Total comprehensive income / (loss) for the year		**7,449.70**	**(2,416.29)**
Income / (Loss) for the year attributable to:			
- Owners of the Company		7,686.18	(2,305.98)
- Non-controlling interests		(45.90)	(94.89)
		7,640.28	**(2,400.87)**
Total comprehensive Income / (Loss) for the year attributable to:			
- Owners of the Company		7,495.60	(2,321.40)
- Non-controlling interests		(45.90)	(94.89)
		7,449.70	**(2,416.29)**
Earnings per equity share of ₹ 5 each before exceptional items	43		
Basic (in ₹)		26.35	(5.42)
Diluted (in ₹)		26.35	(5.42)
Earnings per equity share of ₹ 5 each after exceptional items	43		
Basic (in ₹)		26.35	(7.99)
Diluted (in ₹)		26.35	(7.99)
See accompanying notes to the Consolidated financial statements	1-76		

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Consolidated Statement of Cash Flow for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
A) CASH FLOWS FROM OPERATING ACTIVITIES		
Profit /(Loss) after Exceptional Items and before tax	8,320.78	(987.30)
Adjustments for :		
Depreciation and amortisation expenses	2,421.83	2,471.93
Net unrealised foreign exchange	318.44	349.75
Gain on sale / write off of property, plant and equipment and investment property (net)	(3,961.86)	(6,355.27)
Proceeds on sale of Investment Property	4,663.59	10,167.88
Expected credit loss on financial assets	117.24	85.59
Share based payments to employees	-	19.06
Finance costs	1,419.20	1,704.60
Interest income	(275.36)	(252.03)
Unwinding of interest on financial assets carried at amortised cost	(141.81)	(105.28)
Dividend income	(90.97)	(90.36)
Liabilities / provisions no longer required written back	(172.71)	(566.55)
Net (gain) on fair value changes of derivatives measured at FVTPL	(0.90)	(22.27)
Exceptional items	-	742.64
Operating profit before working capital changes	**12,617.47**	**7,162.39**
Movements in working capital:		
(Increase) in trade receivables	(3,415.77)	(3,394.81)
(Increase) / decrease in inventories	(3,626.71)	4,275.56
(Increase) / decrease in other assets	(2,481.17)	443.14
Increase in trade payables	1,378.97	2,431.88
Increase / (decrease) in provisions	115.88	(93.72)
Decrease in other liabilities	(221.35)	(391.68)
Cash generated from operations	**4,367.32**	**10,432.75**
Income taxes (paid)/refund (net)	(277.12)	101.84
Net cash generated from operations (A)	**4,090.20**	**10,534.59**
B) CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for purchase of property, plant and equipment, investment property, capital work-in-progress, intangible assets and intangible assets under development	(2,213.32)	(1,920.71)
Proceeds on sale of property, plant and equipment	1,925.09	6.54
Repayment of loan given to employee	371.25	(385.00)
Interest received	311.64	246.62
Intercorporate deposit given/loan given to employees	8.16	9.02
Dividend received	90.97	90.36
Deposits realised with financial institution (net)	-	278.07
Bank Deposits (placed) / realised	(509.74)	125.36
Net cash (used in) investing activities (B)	**(15.95)**	**(1,549.74)**

Consolidated Statement of Cash Flow for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
C) CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from non current borrowings	-	305.37
Repayment of non current Borrowings	(3,334.45)	(5,047.81)
Proceeds on issue of equity share on stock option excerise	246.72	-
Repayment of current borrowings	(247.98)	(2,181.51)
Finance cost paid	(1,244.72)	(1,666.38)
Repayment of Lease Liabilities	(144.97)	(133.92)
Dividends paid	(361.18)	(360.93)
Net cash (used in) financing activities (C)	**(5,086.58)**	**(9,085.18)**
Net decrease in cash and cash equivalents (A)+(B)+(C)	(1,012.34)	(100.33)
Cash and cash equivalents at the beginning of the year	1,675.13	1,775.46
Cash and cash equivalents at the end of the year	**662.79**	**1,675.13**
Components of cash and cash equivalents		
Cash on hand	21.23	8.87
Balances with banks:		
In current accounts	2,802.73	2,174.00
Cash and cash equivalents (Refer note 17)	**2,823.96**	**2,182.87**
Cash credit and Bank overdraft facilities (Refer note 28)	(2,161.17)	(507.74)
Total cash and cash equivalents considered for cash flows	**662.79**	**1,675.13**

See accompanying notes to the Consolidated financial statements 1 to 76

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of
Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Consolidated Statement of changes in equity for the year ended March 31, 2025

(a) Equity share capital

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balance at the beginning of the year	1,443.71	1,471.55
Add: Shares issued during the year on stock option exercise (Refer Note 22[d])	14.74	(27.84)
Balance at the end of the year	**1,458.45**	**1,443.71**

(b) Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus								Items of other comprehensive income		Attributable to the Owners of the Parent Company	Non Controlling Interest	Total
	Capital reserve	Capital reserve pursuant to amalgamation	Capital redemption reserve	Securities premium reserve	Unrealised gain/(loss) on dilution	General reserve	Share options outstanding account	Retained earnings	Foreign currency translation reserve	Equity instruments through OCI			
Balance as at April 01, 2023	1,140.00	39.72	70.00	152.79	(4,242.26)	3,742.10	1,325.25	27,943.43	(114.91)	32.39	30,088.51	(274.90)	29,813.61
Loss for the year	-	-	-	-	-	-	-	(2,305.98)	-	-	(2,305.98)	(94.89)	**(2,400.87)**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	12.28	(34.45)	6.75	(15.42)	-	**(15.42)**
Transfer to equity share capital on excerise of options	-	-	-	70.86	-	-	(70.86)	-	-	-	3.91	-	**3.91**
Premium on issue of equity share on stock option excerise	-	-	-	13.24	-	-	-	-	-	-	13.24	-	**13.24**
Payment of dividend (gross)	-	-	-	-	-	-	-	(360.93)	-	-	(360.93)	-	**(360.93)**
Recognition of share based payments	-	-	-	-	-	-	19.06	-	-	-	19.06	-	**19.06**
Balance as at March 31, 2024	1,140.00	39.72	70.00	236.89	(4,242.26)	3,742.10	1,273.45	25,288.80	(149.36)	39.14	27,442.39	(369.79)	27,072.60
Profit for the year	-	-	-	-	-	-	-	7,686.18	-	-	7,686.18	(45.90)	**7,640.28**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	(79.73)	(116.11)	5.26	(190.58)	-	**(190.58)**
Transfer to equity share capital on excerise of options	-	-	-	1,243.47	-	-	(1,243.47)	-	-	-	-	-	**-**
Premium on issue of equity share on stock option excerise	-	-	-	231.96	-	-	-	-	-	-	231.96	-	**231.96**
Payment of dividend (gross)	-	-	-	-	-	-	-	(361.18)	-	-	(361.18)	-	**(361.18)**
Balance as at March 31, 2025	**1,140.00**	**39.72**	**70.00**	**1,712.32**	**(4,242.26)**	**3,742.10**	**29.98**	**32,534.07**	**(265.47)**	**44.40**	**34,808.77**	**(415.69)**	**34,393.08**

See accompanying notes to the Consolidated financial statements 1 to 76

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

1 Corporate information

Fermenta Biotech Limited (Formerly Known as DIL Limited or 'the Parent Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1913. Its shares are listed on Bombay Stock Exchange. The registered office of the Company is located at A- 1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400610. The Parent and its subsidiaries (together referred to as "the Group") is primarily engaged in the business of manufacturing and marketing of chemicals, bulk drugs, enzymes, pharmaceutical formulations and environmental solution products and renting properties. The Group caters to both domestic and international markets. The Group also has strategic investments in subsidiaries / associate companies primarily dealing in manufacturing and marketing bulk drugs and providing services of sporting and health awareness activities / education activities.

2 Material accounting policies

2.1 Statement of compliance

The consolidated financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards)Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to consolidated financials statement.

Accordingly, the Company has prepared these Consolidated Financial Statements which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

These financial statements are approved for issue in accordance with a resolution of the board of directors on 28 May 2025.

2.2 Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis, except for: (i) certain financial instruments that are measured at fair values at the end of each reporting period; and (ii) defined benefit plan – plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The consolidated financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

a) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, share based payment transactions that are within the scope of Ind AS 102 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent Company, and its subsidiaries as disclosed in Note 47. Control is achieved when the Parent Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee and
- has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

Profit or loss and each component or other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owner of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-Group balances, transactions including unrealised gain / loss from such transactions and cash flows relating to transactions between members of the Group are eliminated upon consolidation.

(c) Operating cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets/liabilities and their realization/settlement in cash and cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

(d) Changes in the Group's ownership interest in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in 'Other equity' under 'gain / (loss) on dilution' and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate.

(e) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(f) Investments in associates

Associates are those entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entities but is not control or joint control of those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105. Under the equity method, an investment in an associate is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Distributions received from an associate reduce the carrying amount of the investment. The carrying value of the Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. When the Group's share of losses of an associate exceeds its interest in that associate, the carrying amount of that interest (including any long-term investments) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has obligations or has made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate and discontinues from the date when the investment ceases to be an associate, or when the investment is classified as held for sale. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there any is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(g) Foreign currencies

Foreign currency transactions

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are translated at exchange rates at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate). When a foreign operation is disposed of, the relevant amount in the Foreign Currency Translation Reserve is reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(h) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(i) Employee Benefits

i) Short term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

ii) Termination benefits:

A) **Defined contribution plans:** The Group contributes towards state governed provident fund scheme, employee state insurance scheme (ESIC) and labour welfare fund to all applicable employees and superannuation scheme for eligible employees. The Group has no further payment obligations once the contributions have been paid. Hence payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

B) **Defined benefit plan:** The employees' gratuity fund scheme represents the defined benefit plan. The cost of providing benefits is determined using projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of changes to the assets (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

i) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii) net interest expenses or income; and

iii) remeasurement

The Group presents the first two components of defined benefit costs in the consolidated statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service cost.

iii) Share-based payments:

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 60.

(a) Includes impact of market performance conditions (e.g. entity's share price)

(b) Excludes impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

(c) Excludes the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time)

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the "Share options outstanding account".

(j) Income Taxes

Income Tax expense represents the sum of the tax currently payable and deferred tax.

i) Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances

ii) Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognized for all the deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

iii) Presentation of current and deferred tax:

Current and deferred tax are recognized in the profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

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. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

(k) Revenue recognition

The group derives revenue primarily from sale of manufactured chemicals, bulk drugs. Enzymes, pharmaceutical formulations, environmental solutions products and rental income from investment property. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the group as part of the agreed contractual terms and excluding taxes or duties collected on behalf of the government

Sale of Goods/ Investment Property:

The Group recognises revenue when it transfers control of a product or service to a customer. The control of goods is transferred to the customer depending upon the incoterms or as agreed with customer or delivery basis. Control is considered to be transferred to the customer:

- when the customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery,
- the customer has full discretion over the manner of distribution and price to sell the goods,
- the customer has the primary responsibility when selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Revenue received in connection with sale of goods is deferred and recognized over the period in which it satisfies the performance obligation by transferring promised good or service to a customer.

Recognition of revenue from contractual projects

Revenue from contractual project is recognized over time, using an input method with reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs.

The Group recognizes revenue only when it can reasonably measure its progress in satisfying the performance obligation. Until such time, the Company recognizes revenue to the extent of cost incurred, provided the Group expects to recover the costs incurred towards satisfying the performance obligation.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately when such probability is determined.

Rental income from investment property

Lease income from operating leases where the Group is a lessor is recognised as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Rendering of services:

Revenue from services rendered is recognised pro-rata over the period of the contract as the underlying services are performed.

Infrastructure support services, consists of maintenance of common area in the investment property and supply of essentials. Revenue from such services are recognised in accordance with the terms of the agreement entered into with individual lessees.

Transfer of Development Rights:

Revenue is recognised at a point in time as per Ind AS 115 when control of the land is transferred and It is probable that the entity will collect the consideration to which it will be entitled in exchange. Given the inherent risks and uncertainties associated with real estate development, Group recognises income on such transfer once substantial work is completed and it becomes highly probable that the agreed consideration in the form of constructed area will be received.

Revenue from sale of under-construction flats:

The Group applies five step model as per Ind AS 115 'Revenue from contracts with customers' to recognise revenue from such contracts with customers. For Revenue is recognised at the point in time w.r.t. sale of real estate units as and when the control passes on to the customer which coincides with handing over of the possession to the customer.

Interest and dividend:

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Interest on income tax refund is recognised on receipt of refund order.

Dividend income is recognized when the Group's right to receive payment is established which is generally when shareholders approve the dividend.

Export Incentives:

Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and net benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit under the Duty Drawback, Mercantile Export Incentive Scheme and other schemes as per the Import and Export policy in respect of exports made under the said schemes is included as 'Export Incentives' under the head "Other Operating Revenue" in the consolidated statement of profit and loss and is accounted in the year of export.

Scrap Sales:

Sale of scrap is recognised at the time of satisfaction of performance obligation i.e. upon transfer of control of products to the customers which coincides with their delivery to customer.

Contract balances:

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade receivables

A receivable is recognised if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point (r) below.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

(l) Property, plant and equipment (PPE)

Measurement at recognition:

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is not depreciated. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised 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 the 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 property, plant and equipment and is recognised in profit or loss.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of property, plant and equipment are as follows:

Assets	Estimated useful life (in years)
Buildings	30-60
Lease hold improvements (included in buildings)	5-10
Plant and equipment	5-20
Office Equipment (included in plant and equipment)	5-6
Computers (included in plant and equipment)	3-6
Furniture and fixtures	6-10
Vehicles	8

(m) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured-initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 requirements for cost model.

Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by:

(a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property

(b) commencement of development with a view to sale, for a transfer from investment property to inventories

(c) end of owner-occupation, for a transfer from owner-occupied property to investment property;

(d) commencement of an operating lease to another party, for a transfer from inventories to investment property

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

The estimated useful lives of Investment property are as follows:

Assets	Estimated useful life (in years)
Building	60
Plant and equipment	15

(n) Intangible assets

(a) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from use or disposal. Any gain or loss arising from derecognition of an intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in consolidated statement of profit and loss when the assets is derecognised.

(b) Internally-generated intangible assets - Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An Internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if and only if, all the below stated conditions are fulfilled:

(i) the technical feasibility of completing the intangible asset so that it will be available for use or sale;

(ii) its intention to complete the asset and use or sell it;

(iii) its ability to use or sell the asset;

(iv) how the asset will generate probable future economic benefits;

(v) the availability of adequate resources to complete the development and to use or sell the asset; and

(vi) the ability to measure reliably the expenditure attributable to the intangible asset during development.

The amount initially recognised for internally-generated intangible assets is the sum of expenditure incurred from the date when the intangible assets first meets the recognition criteria listed above. Where no internally-generated intangible assets can be recognised, development expenditure is recognised in the consolidated statement of profit and loss in the period in which incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible as intangible assets that are acquired separately.

The estimated useful lives of intangible assets are as follows:

Assets	Estimated useful life (in years)
Computer software	3-6
Product know-how	3-5

(o) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for a reasonable and consistent allocation basis to be identified.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in the case of an individual asset, at the higher of the net selling price and the value in use; and

(ii) in the case of a cash generating unit (a Group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

[The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the Group suitably adjusted for risks specified to the estimated cash flows of the asset.]

For this purpose, a cash generating unit is ascertained as the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

If recoverable amount of an asset (or a cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the consolidated statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or a cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

(p) Impairment of goodwill

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Any impairment loss for goodwill is recognised directly in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(q) Inventories

Inventories consisting of raw materials and packing materials, work-in-progress, stock-in-trade and finished goods are measured at the lower of cost and net realisable value. The cost of all categories of inventories is based on the weighted average method. Cost of raw materials and packing materials and stock-in-trade comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

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

(r) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value excluding trade receivables which is recorded at transaction cost. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial asset on initial recognition. Transaction costs directly attributable to the acquisition of financial assets as at fair value through profit or loss are recognised immediately in profit or loss. All regular way purchases or sales of financial assets are recognised or derecognised on a trade date basis. Regular way purchases or sales of financial assets are financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Subsequent measurement

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

(1) Debt instruments at amortised cost

(2) Debt instruments at fair value through other comprehensive income (FVTOCI)

(3) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

(4) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income of the Statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit or loss.

(2) Debt instrument at FVTOCI

A 'debt instrument' is measured as at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the contractual terms of the instrument that give rise on specified dates to cash flows that are SPPI 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 movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

(4) Equity Instruments

All equity Instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument including foreign exchange gain or loss, excluding dividends, are recognised 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.

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 (i.e. removed from the Group's balance sheet) when:

1) The contractual rights to receive cash flows from the asset have expired, or

2) 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 recognise the transferred asset to the extent of the Group's continuing involvement; in that case the Group also recognises 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. 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 financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial assets, and guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit adjusted effective interest rate for purchase or originated credit-impaired financial assets). The Group estimates cash flow by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if the default occurs within the 12-months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12-months.

If the Group's measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risks has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increase in credit risk since initial recognition.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Financial liabilities and equity instruments

Classification as debts or equity:

Debts and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue cost.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in consolidated statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities:

Initial recognition and measurement:

All financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value of the financial liabilities on initial recognition. Transaction costs directly attributable to the issue of financial liabilities as at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts, issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit, or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit and loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the company that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Fair value is determined in the manner described in note 52.

Financial liabilities at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities:

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments:

The Company enters a variety of derivative financial instruments to manage its exposure to interest rate, foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting year. The resulting gain or loss is recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Statement of Profit and Loss depends on the nature of the hedge item.

(s) Leasing

The 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. Ind AS 116 does not change substantially how a lessor accounts for leases. Under Ind AS 116, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently. However, Ind AS 116 has changed and expanded the disclosures required, in particular with regard to how a lessor manages the risks arising from its residual interest in leased assets.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The Group as a lessee:

The Group's lease asset classes primarily consist of leases for Residential premises, Office Premises, Godown, Industrials land and Vehicle. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) 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. The right-of-use assets and lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

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. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

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.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise 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.

Also refer Note 45.

In respect of short-term leases and leases of low-value assets, the Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(t) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows when the effect of the time value of money is material.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent assets are not recognized in the consolidated financial statements of the Group. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the 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.

(u) Earnings per share

The Group presents basic and diluted earnings per share data for its equity shares.

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the financial year. Dilutive EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

(v) Cash and cash equivalents

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

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of cash credit / overdraft balances as they are considered an integral part of the Group's cash management.

(w) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments of the Group and accordingly is identified as the chief operating decision maker.

(x) Dividends

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(y) Use of estimates and judgements

The preparation of the Group's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

Fair value measurement of financial instruments:

When the fair values of financials assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

Useful lives of property, plant and equipment, investment property and intangible assets:

Property, plant and equipment, investment property and intangible assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time when the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Assets and obligations relating to employee benefits:

The employment benefit obligations depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

Tax expense: [refer note 2(j)and note 59]

The Parent Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, if any, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Parent Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists

Valuation of investment property [refer note 58]

Impairment of tangible and intangible assets other than goodwill [refer note 2(o)]

Impairment of Goodwill [refer note 2(p)]

Provisions: [refer note 2(t)]

Write down in value of inventories: (refer note 15)

(z) Recent accounting pronouncements

New and amended standards

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Ind AS 117 Insurance Contracts

The Ministry of corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 had no impact on the Group's consolidated financial statements as the Group has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendment to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The Group has not entered such transection hance no impact on the financial statement.

3 Property, plant and equipment

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold Improvements	Total
At cost or deemed cost as at April 01, 2023	**34.30**	**7,175.73**	**17,174.20**	**706.10**	**1,042.08**	**2,116.39**	**28,248.80**
Additions	-	2,902.16	2,159.49	0.67	17.08	-	5,079.40
Disposals	-	(6.68)	(53.01)	(2.48)	(36.99)	-	(99.16)
Balance as at March 31, 2024	**34.30**	**10,071.21**	**19,280.68**	**704.29**	**1,022.17**	**2,116.39**	**33,229.04**
Additions	-	29.85	393.01	0.50	46.80	375.16	845.32
Disposals	-	-	(44.07)	(7.47)	-	(1,900.27)	(1,951.81)
Balance as at March 31, 2025	**34.30**	**10,101.06**	**19,629.62**	**697.32**	**1,068.97**	**591.28**	**32,122.55**
Accumulated depreciation							
As at April 01, 2023	**-**	**1,441.78**	**5,295.37**	**406.51**	**293.46**	**326.73**	**7,763.85**
Depreciation expense	-	317.59	1,263.70	47.11	114.42	160.08	1,902.90
Disposals	-	(6.63)	(40.69)	(2.41)	(30.35)	-	(80.08)
Balance as at March 31, 2024	**-**	**1,752.74**	**6,518.38**	**451.21**	**377.53**	**486.81**	**9,586.67**
Depreciation expense	-	362.87	1,252.68	40.36	113.64	81.45	1,851.00
Disposals	-	-	(32.89)	(7.47)	-	(280.62)	(320.98)
Balance as at March 31, 2025	**-**	**2,115.61**	**7,738.17**	**484.10**	**491.17**	**287.64**	**11,116.69**
Carrying amount							
As at March 31, 2024	**34.30**	**8,318.47**	**12,762.30**	**253.08**	**644.64**	**1,629.58**	**23,642.37**
As at March 31, 2025	**34.30**	**7,985.45**	**11,891.45**	**213.22**	**577.80**	**303.64**	**21,005.86**

(Refer Notes 24 and 28- For details of assets pledged as security)

4 Capital work-in-progress

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Project in progress	1,590.73	161.57
Projects temporarily suspended	-	-
Total	**1,590.73**	**161.57**

Movement of Capital work-in-progress

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	161.57	4,190.25
Addition during the year	2,274.48	1,050.72
Capitalised during the year	(845.32)	(5,079.40)
Total	**1,590.73**	**161.57**

CWIP mainly comprises of Multi Level Car Parking being constructed and other upgradation projects.

4 Capital work-in-progress *(Cont'd)*

Ageing of Capital work-in-progress (₹ in Lakhs)

Capital Work-in-progress (CWIP)	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Balance as at March 31, 2025					
Project in progress	1,565.19	25.54	-	-	1,590.73
Projects temporarily suspended	-	-	-	-	-
Balance as at March 31, 2024					
Project in progress	70.30	-	91.27	-	161.57
Projects temporarily suspended	-	-	-	-	-

CWIP completion schedule for project overdue or has exceeded its cost: as at March 31, 2025 (₹ in Lakhs)

Project overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Reactor with Accessories for Saponification Process	25.54	-	-	-	25.54
Total	**25.54**	**-**	**-**	**-**	**25.54**

Projects cost consists of Accessories for Saponification process and other direct cost.

CWIP completion schedule for project overdue or has exceeded its cost: as at March 31, 2024 (₹ in Lakhs)

Project Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Saykha project (green field project)	91.27	-	-	-	91.27
Total	**91.27**	**-**	**-**	**-**	**91.27**

Projects cost consists of fees and other direct cost.

5 Right-of-use Assets

(₹ in Lakhs)

Particulars	Leasehold land	Buildings	Total
At cost			
As at April 01, 2023	**1,055.85**	**552.20**	**1,608.05**
Additions	-	502.18	502.18
Disposals	-	-	-
Balance as at March 31, 2024	**1,055.85**	**1,054.38**	**2,110.23**
Additions	-	-	-
Disposals*	(839.88)	-	(839.88)
Balance as at March 31, 2025	**215.97**	**1,054.38**	**1,270.35**
Accumulated depreciation			
As at April 01, 2023	**73.37**	**363.23**	**436.60**
Depreciation expenses	18.41	111.88	130.29
Disposals	-	-	-
Balance as at March 31, 2024	**91.78**	**475.11**	**566.89**
Depreciation expense	16.96	116.72	133.68
Disposals*	(49.55)	-	(49.55)
Balance as at March 31, 2025	**59.19**	**591.83**	**651.02**
Carrying amount			
As at March 31, 2024	**964.07**	**579.27**	**1,543.34**
As at March 31, 2025	**156.78**	**462.55**	**619.33**

(Refer Notes 24 and 28- For details of assets pledged as security)

(Refer Note 45 for lease)

* Disposal comprises of sale of Saykha land (Refer Note 70)

6A Investment property

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Plant and equipment	Total
At cost or deemed cost as at April 01, 2023	**20.79**	**2,818.92**	**868.85**	**3,708.56**
Additions	370.79	152.18	-	522.97
Disposal	(387.76)	(2,403.56)	(784.27)	(3,575.59)
Balance as at March 31, 2024	**3.82**	**567.54**	**84.58**	**655.94**
Additions	-	-	-	-
Disposal	(2.10)	(218.69)	(62.40)	(283.19)
Balance as at March 31, 2025	**1.72**	**348.85**	**22.18**	**372.75**
Accumulated depreciation				
As at April 01, 2023	**-**	**432.28**	**405.44**	**837.72**
Depreciation expense	-	15.15	2.93	18.08
Disposal	-	(365.26)	(375.28)	(740.54)
Balance as at March 31, 2024	**-**	**82.17**	**33.09**	**115.26**
Depreciation expense	-	12.27	3.99	16.26
Disposal	-	(24.10)	(53.38)	(77.48)
Balance as at March 31, 2025	**-**	**70.34**	**(16.30)**	**54.04**
Carrying amount				
As at March 31, 2024 *	**3.82**	**485.37**	**51.49**	**540.68**
As at March 31, 2025	**1.72**	**278.51**	**38.48**	**318.71**

*Notes 24 and 28 - For details of assets pledged as security

(Refer Note 58)

Title deeds of immovable property not held in the name of the company ;

Relevant line item in the Balance Sheet	Description of item of property	Gross Value of property * (₹ In Lakhs)	Title deed held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Investment property	Freehold land located at Village Takwe (Budruk), Tal – Maval District – Pune admeasuring 0.99 (11.95) Acres	**0.78** (3.44)	Mr. Krishna Datla "held in trust" on behalf of the Company	Executive Vice-Chairman	Various date from December 27, 1992 to July 04, 1995	The plot of land is an agricultural land lying in the industrial zone and is required to registered in individual names.
			Ms. Rajeshwari Datla "held in trust" on behalf of the Company	Non-Executive Director (relative of Executive Vice-Chairman)	Various date from December 27, 1992 to July 04, 1995	The plot of land is an agricultural land lying in the industrial zone and is required to registered in individual names.

* Bold figures represents current year figures.

6B Goodwill

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deemed cost as goodwill*	411.65	411.65
Goodwill on Consolidation*	-	780.69
Other adjustments	-	82.95
Impairment losses(Refer Note 69)	-	(863.64)
Total	**411.65**	**411.65**

* The amount of goodwill recognised is pursuant to shares acquisition by the company of its subsidiary in the earlier year.

7 Other Intangible assets

(₹ in Lakhs)

Particulars	Computer software	Product know -how	Total
At cost or deemed cost as at April 01, 2023	**395.52**	**2,446.40**	**2,841.92**
Additions	2.49	115.17	117.66
Disposal	(4.92)	-	(4.92)
Balance as at March 31, 2024	**393.09**	**2,561.57**	**2,954.66**
Additions	2.00	-	2.00
Disposal	-	-	-
Balance as at March 31, 2025	**395.09**	**2,561.57**	**2,956.66**
Accumulated amortisation			
As at April 01, 2023	**350.20**	**1,476.49**	**1,826.69**
Amortisation expense	26.48	394.17	420.65
Other adjustments	(4.92)	(3.28)	(8.20)
Balance as at March 31, 2024	**371.76**	**1,867.38**	**2,239.14**
Amortisation expense	13.14	407.75	420.89
Other adjustments	-	(3.13)	(3.13)
Balance as at March 31, 2025	**384.90**	**2,272.00**	**2,656.90**
Carrying amount			
As at March 31, 2024	**21.33**	**694.19**	**715.52**
As at March 31, 2025	**10.19**	**289.57**	**299.76**

8 Intangible assets under development

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Project in progress	-	-
Projects temporarily suspended	-	-
Total	**-**	**-**

8 Intangible assets under development *(Cont'd)*

(₹ in Lakhs)

Movement of Intangible assets under development

Particulars	March 31, 2025	March 31, 2024
Opening Balance	-	311.96
(Written off)/Addition during the year	2.00	(194.30)
Capitalised during the year	(2.00)	(117.66)
Total	-	-

Ageing of Intangible assets under development : Balance as at March 31, 2025 (₹ in Lakhs)

Intangible assets under development	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Balance as at March 31, 2025					
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Balance as at March 31, 2024					
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

9A Investments in associate (Non-current) In equity instruments unquoted (fully paid up)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(At cost less impairment in value of investments, if any)		
Health and Wellness India Private Limited		
30,12,504 Equity shares of ₹ 10 each	475.00	475.00
Less: Impairment in the value of investments	(475.00)	(475.00)
Total	-	-
Aggreegate Carrying value of unquoted investments before impairment	**475.00**	**475.00**
Aggregate amount of impairment in value of investments	**475.00**	**475.00**
Notes:		
The financial information in respect of this associate is not material to the group.		
Proportion of Group's ownership interest in the associate [Refer note 47]		
Accumulated unrecognised share of losses of associate		
Health and Wellness India Private Limited	-	-
Unrecognised share of losses of associate for the year		
Health and Wellness India Private Limited	-	-
Accumulated recognised share of losses of associate		
Health and Wellness India Private Limited	598.53	598.53

9B Investments (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Investment in other entities - In equity instruments:		
(i) Unquoted Investments (all fully paid up)		
Investments in equity instruments at FVTOCI		
Shivalik Solid Waste Management Limited		
20,000 Equity shares of ₹ 10 each.	4.11	4.11
Zela Wellness Private Limited		
58,048 Equity shares of ₹ 10 each	126.52	126.52
Less: Impairment in the value of investments	(126.52)	(126.52)
Island Veerchemie Private Limited		
12 Equity Shares of ₹ 15,000 each	1.80	1.80
Total aggregate unquoted Investments (A)	**5.91**	**5.91**
(ii) Quoted Investments (all fully paid)		
Investments in equity instruments at FVTOCI		
Abbott India Limited		
139 Equity shares of ₹ 10 each	42.72	37.45
Total aggregate quoted investments (B)	**42.72**	**37.45**
Total Non-current investments (A+B)	**48.63**	**43.36**
Aggregate carrying value of unquoted investments before impairment	**132.43**	**132.43**
Aggregate amount of quoted investments and market value thereof	**42.72**	**37.45**
Aggregate amount of impairment in value of investments	**126.52**	**126.52**

10 Share application money

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Health and Wellness India Private Limited	309.86	309.86
Less: Impairment in the value of share application money	(309.86)	(309.86)
Total	-	-

11 Loans (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Loan to employees, - unsecured (considered good)	21.78	29.54
Inter corporate deposit - unsecured (considered doubtful) (Refer Note 49)	37.00	37.00
Less : Allowance for doubtful inter corporate deposit	(37.00)	(37.00)
Total	**21.78**	**29.54**

11 Loans (Non-current) *(Cont'd)*

(₹ in Lakhs)

As at March 31, 2025	All Parties	Promoters	Related Parties
Amount of loan or advance in the nature of loans			
– Repayable on demand (A) (Refer Note 21 and Note 19)	944.14	–	37.00
– Agreement does not specify any terms or period of repayment (B)	–	–	–
Total	**944.14***	**–**	**37.00***
Percentage of loans/advances in the nature of loans to the total loans (refer note [a])	87.67%		3.44%

* The amounts reported are at gross amounts, without considering provisions made.

(₹ in Lakhs)

As at March 31, 2024	All Parties	Promoters	Related Parties
Amount of loan or advance in the nature of loans			
– Repayable on demand (A) (Refer Note 21 and Note 19)	944.14	–	37.00
– Agreement does not specify any terms or period of repayment (B)	–	–	–
Total	**944.14***	**–**	**37.00***
Percentage of loans/advances in the nature of loans to the total loans (refer note [a])	65.56%		2.57%

* The amounts reported are at gross amounts, without considering provisions made.

Note [a] Total Amount Outstanding:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Amount Outsatnding at the year end		
Health and Wellness India Private Limited - (Associate)*	37.00	37.00
Inter Gest Germany GmbH - (Others)*	907.14	907.14
Loan to employees	32.80	40.98
D.K.Biopharma Private Limited - (Others) (Refer note 19)	100.00	455.00
Total (Gross)	**1,076.94**	**1,440.12**
*Provided	944.14	944.14
Maximum amount outstanding during the year		
Health and Wellness India Private Limited - (Associate)	37.00	37.00
Inter Gest Germany GmbH - (Others)	907.14	907.14
D.K.Biopharma Private Limited - (Others)	455.00	455.00

12 Other financial assets (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Security deposits - unsecured (considered good)	327.22	270.96
Bank deposits with remaining maturity of more than 12 months*	21.23	54.86
Interest accrued but not due from banks - unsecured (considered good)	3.04	5.29
Others **	151.43	68.21
Total	**502.92**	**399.32**
* Deposits held under lien by bank against guarantees and other commitments with :		
- Yes Bank Limited	-	0.57
- Union Bank of India	21.23	53.36

**Others includes - Group Gratuity and Superannuation balances.

13 Non-current tax assets (net)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance income-tax (net of provision for tax ₹ 1,380.39 Lakhs [as at March 31, 2024 ₹ 961.99 Lakhs])	186.80	815.00
Total	**186.80**	**815.00**

14 Other assets (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Capital advances		
Considered good (unsecured)	15.89	23.32
Considered doubtful (unsecured)	40.79	44.21
Less: Allowance for doubtful advances	(40.79)	(44.21)
	-	-
Deferred rent	8.18	11.49
Prepaid expenses	25.71	66.88
Balance with government authorities – considered good	3.75	3.75
Total	**53.53**	**105.44**

15 Inventories

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(At lower of cost and net realisable value)		
Raw materials and packing materials [includes stock in transit of ₹ 655.35 Lakhs (as at March 31, 2024 ₹ 330.22 Lakhs)]	3,366.35	2,997.74
Traded goods	392.78	374.80
Work-in-progress	4,034.64	3,358.82
Finished goods	3,343.08	1,043.01
Stores and spares	1,228.28	964.05
Total	**12,365.13**	**8,738.42**

15 Inventories *(Cont'd)*

Notes :

(i) Inventory write downs are accounted considering the nature of inventory, ageing, liquidation plan and net realisable value. Provision for write downs of inventories amounted to ₹ 2,072.45 lakhs as at March 31, 2025 and as at March 31, 2024 ₹ 2,229.02 lakhs. The changes in write downs are recognised as an income in the consolidated statement of profit and loss amounting to ₹ 156.57 Lakhs (expense as at March 31, 2024 ₹ 288.48 Lakhs).

(ii) Inventories have been hypothecated as security against certain bank borrowings, details relating to which has been described in note 24 and note 28.

(iii) During the year ended March 31, 2025 ₹ 31.02 lakhs (as at March 31, 2024 ₹ 731.98 lakhs) was recognised as an expense for inventories carried at net realisable value.

16 Trade receivables (unsecured)

(₹ in Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Non-current	Current	Non-current	Current
Undisputed Trade receivables – considered good	-	9,522.64	-	6,982.51
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	406.61	-	450.94
Disputed Trade Receivables – considered good	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
Disputed Trade Receivables – credit Impaired	-	-	-	-
	-	9,929.25	-	7,433.45
Less : Allowance for doubtful debts (Expected credit loss allowance)	-	(406.61)	-	(450.94)
Total	**-**	**9,522.64**	**-**	**6,982.51**

Trade receivables are carried at amortised cost.

Trade receivables are non-interest bearing and generally on terms of 60-90 Days.

No trade and other receivables are due from directors or other officer of the Company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which director is a partner, a director or member (Refer note 49)

For explanation on the credit risk management process (Refer note 56)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Movement in the expected credit loss allowance		
Balance at the beginning of the year	450.94	429.69
Addition during the year	-	21.25
Reversal during the year	(44.33)	-
Balance at the end of the year	**406.61**	**450.94**

16 Trade receivables (unsecured) *(Cont'd)*

Ageing of trade receivables : as at March 31, 2025

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payments						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,518.43	4,838.92	71.86	93.44	-	-	9,522.64
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	53.23	16.80	336.58	406.61
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**4,518.43**	**4,838.92**	**71.86**	**146.66**	**16.80**	**336.58**	**9,929.25**

There are no unbilled receivables as on Balance sheet date

Ageing of trade receivables : as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payments						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,514.34	2,306.73	86.86	8.45	61.90	4.23	6,982.51
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	10.64	33.35	406.95	450.94
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**4,514.34**	**2,306.73**	**86.86**	**19.09**	**95.25**	**411.18**	**7,433.45**

There are no unbilled receivables as on Balance sheet date

17 Cash and cash equivalents

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balances with banks		
In current accounts	2,802.73	2,174.00
Cash on hand	21.23	8.87
Total	**2,823.96**	**2,182.87**

18 Bank balances other than cash and cash equivalents

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balances with banks		
In Unpaid Dividend accounts	19.02	16.98
In escrow account	-	0.01
In deposit accounts with original maturity for more than 3 months but less than 12 months*	4,326.91	3,783.53
Total	**4,345.93**	**3,800.52**

*This includes deposits held under lien by bank against guarantees and other commitments amounting to ₹ 103.90 Lakhs (as at March 31, 2024: ₹ Nil Lakhs)

19 Loans (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Unsecured, considered good		
Inter corporate deposit		
D.K.Biopharma Private Limited *	100.00	455.00
Loans to employees	11.03	11.43
Total	**111.03**	**466.43**

* The inter-corporate deposits amounting to ₹ 100.00 Lakhs were granted to the entity at interest of 9% p.a. for the purpose of business.

20 Other financial assets (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest accrued but not due		
On fixed deposits from banks	37.76	44.19
On Inter corporate deposits	-	27.60
Receivable against transfer of leasehold land held at Saykha (refer note 70)	1,481.04	-
Others		
Unsecured, considered good	18.96	15.99
Total	**1,537.76**	**87.78**

21 Other current assets

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance for supply of goods and services		
Considered good	920.35	169.04
Considered doubtful	907.14	913.42
Less: Allowance for doubtful advances	(907.14)	(913.42)
	920.35	**169.04**
Deferred rent	18.33	28.41
Prepaid expenses	232.65	517.01
Travel advances to employees	0.73	12.70
Export incentive receivables		
Considered good	12.95	22.10
Balances with government authorities	744.35	852.60
Others	3.31	-
Total	**1,932.67**	**1,601.86**

Movement in the Allowance for doubtful advances

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Balance at the beginning of the year	913.42	913.42
Addition during the year	-	-
Reversal during the year	(6.28)	-
Balance at the end of the year	**907.14**	**913.42**

22 Equity share capital

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Authorised		
6,35,00,000 Equity shares of ₹ 5/- each (as at March 31, 2024- 6,35,00,000 Equity shares of ₹ 5/- each)	3,175.00	3,175.00
1,60,000 Unclassified shares of ₹ 5/- each (as at March 31, 2024 - 1,60,000 Unclassified shares of ₹ 5/- each)	8.00	8.00
	3,183.00	**3,183.00**
Issued, subscribed and fully paid-up		
2,94,30,987 Equity shares of ₹ 5/- each (as at March 31, 2024 - 2,94,30,987 Equity shares of ₹ 5/- each)	1,471.55	1,471.55
Less: 2,62,011 Equity shares held by FBL ESOP Trust (as at March 31, 2024 5,56,880 Equity shares held by FBL ESOP Trust) [Refer note (d) below]	(13.10)	(27.84)
	1,458.45	**1,443.71**

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	March 31, 2025		March 31, 2024	
	No of Equity Shares	₹ In Lakhs	No of Equity Shares	₹ In Lakhs
Equity Shares				
Opening Balance	28,874,107	1,443.71	28,857,303	1,442.87
Issue of shares pursuant to employee stock option exercise	294,869	14.74	16,804	0.84
Closing Balance	**29,168,976**	**1,458.45**	**28,874,107**	**1,443.71**

22 Equity share capital *(Cont'd)*

(b) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	March 31, 2025		March 31, 2024	
	No. of Equity Shares	% Holding	No. of Equity Shares	% Holding
Mr. Krishna Datla	10,606,043	36.04%	10,010,225	34.01%
Mr. Satish Varma	3,453,325	11.73%	3,453,325	11.73%
Mrs. Anupama Datla Desai	2,561,265	8.70%	2,561,265	8.70%
Mrs. Preeti Thakkar	2,240,376	7.61%	2,240,376	7.61%

(c) Rights, preferences and restrictions

The Group has issued only one class of equity shares having par value of ₹ 5/- per share (March 31, 2024; - ₹ 5/- per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays the dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to shareholders' approval in the ensuing Annual General Meeting, except in case of interim dividend.

During the year, the Board of directors have declared final dividend of 50% (₹ 2.50 per equity share of ₹ 5/- each) for the financial year 2024-25. (Refer note 57)

During the previous year, the Board of directors had declared final dividend of 25% (₹ 1.25 per equity share of ₹ 5/- each) for the financial year 2023-24 which has been paid during the year 2024-25. (Refer note 57)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(d) FBL ESOP Trust :

The Company had formulated Employee Stock Option Scheme namely Fermenta Biotech Limited - Employee Stock Option 2019 (ESOP 2019) in terms of the Scheme of amalgamation of erstwhile FBL with the Company. The equity shares are held by FBL ESOP Trust (Refer note 60).

Particulars	March 31, 2025	March 31, 2024
	No. of Equity Shares	No. of Equity Shares
Outstanding at the beginning of the year	556,880	573,684
Issue of shares pursuant to exercise of Employee Stock Option	(294,869)	(16,804)
Outstanding at the end of the year	**262,011**	**556,880**

(e) Details of Shares held by promoters at the end of the year

Name of promoters	March 31, 2025		March 31, 2024		% Change during the year
	No. of Equity Shares	% Holding	No. of Equity Shares	% Holding	
Mr. Krishna Datla	10,606,043	36.04%	10,010,225	34.01%	2.02%
Mr. Satish Varma	3,453,325	11.73%	3,453,325	11.73%	0.00%
Mrs. Anupama Datla Desai	2,561,265	8.70%	2,561,265	8.70%	0.00%
Mrs. Preeti Thakkar	2,240,376	7.61%	2,240,376	7.61%	0.00%

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

23 Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus								Items of other comprehensive income		Total
	Capital reserve	Capital reserve pursuant to amalgamation	Capital redemption reserve	Securities premium reserve	Unrealised gain/(loss) on dilution	General reserve	Share options outstanding account	Retained earnings	Foreign currency translation reserve	Equity instruments through OCI	
Balance as at April 01, 2023	**1,140.00**	**39.72**	**70.00**	**152.79**	**(4,242.26)**	**3,742.10**	**1,325.25**	**27,943.43**	**(114.91)**	**32.39**	**30,088.51**
Loss for the year	-	-	-	-	-	-	-	(2,305.98)	-	-	**(2,305.98)**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	12.28	(34.45)	6.75	**(15.42)**
Transfer to equity share capital on excerise of options	-	-	-	70.86	-	-	(70.86)	3.91	-	-	**3.91**
Premium on issue of equity share on stock option excerise	-	-	-	13.24	-	-	-	-	-	-	**13.24**
Payment of dividend (gross)	-	-	-	-	-	-	-	(360.93)	-	-	**(360.93)**
Recognition of share based payments	-	-	-	-	-	-	19.06	-	-	-	**19.06**
Balance as at March 31, 2024	**1,140.00**	**39.72**	**70.00**	**236.89**	**(4,242.26)**	**3,742.10**	**1,273.45**	**25,292.71**	**(149.36)**	**39.14**	**27,442.39**
Profit for the year	-	-	-	-	-	-	-	7,686.18	-	-	**7,686.18**
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	(79.73)	(116.11)	5.26	**(190.58)**
Transfer to equity share capital on excerise of options	-	-	-	1,243.47	-	-	(1,243.47)	-	-	-	**-**
Premium on issue of equity share on stock option excerise	-	-	-	231.96	-	-	-	-	-	-	**231.96**
Payment of dividend (gross)	-	-	-	-	-	-	-	(361.18)	-	-	**(361.18)**
Balance as at March 31, 2025	**1,140.00**	**39.72**	**70.00**	**1,712.32**	**(4,242.26)**	**3,742.10**	**29.98**	**32,537.98**	**(265.47)**	**44.40**	**34,808.77**

23 Other equity *(Cont'd)*

Description of nature and purpose of each reserve

Capital reserve: Capital reserve was created in the financial years 1995-96 and 1996-97 pursuant to sale of the Parent Company's brands for which non compete fees were received and treated as a capital receipt.

Capital reserve pursuant to amalgamation : This reserve created pursuant to amalgamation of 2 subsidiaries and holding company.

Capital redemption reserve: This reserve was created for redemption of preference shares of ₹ 70.00 lakhs in the financial year 2010-2011.

Unrealised gain/(loss) on dilution: This reserve represents unrealised gain/(loss) due to change in the shareholdings in a subsidiary.

General Reserve: Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Securities premium: The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013.

Share options outstanding account: The fair value of the equity settled share based payment transactions is recognised in share options outstanding account.

Retained earnings: Retained earnings are the profits/(loss) that the company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Equity instruments through other comprehensive income: This represents the cumulative gains / losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Foreign currency translation reserve: Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve. Exchange difference in the foreign currency translation reserve are reclassified to consolidated profit or loss on the disposal of the foreign operations.

24 Long-term borrowings

(₹ in Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Non-current	Current	Non-current	Current
Secured				
Term Loans				
From Banks				
For Kullu facility [Refer note below (a)]	1,280.72	698.57	1,931.51	681.71
For Dahej facility [Refer note below (b)]	-	275.86	270.23	559.50
For Dahej facility [Refer note below (c)]	-	-	-	91.61
For Vehicles [Refer note below (d)]	142.61	137.82	277.89	135.50
For WCTL [Refer note below (e)]	-	171.89	1,168.19	425.00
For Dahej facility [Refer note below (f)]	81.43	27.15	108.58	27.14
From others				
For business operations [Refer note below (g)]	-	-	497.20	318.82
Total	**1,504.76**	**1,311.29**	**4,253.60**	**2,239.28**
Amount disclosed under the head "Borrowings (Current)" (Refer note 28)	-	(1,311.29)	-	(2,239.28)
Total	**1,504.76**	**-**	**4,253.60**	**-**

24 Long-term borrowings *(Cont'd)*

Notes

a) Term loan is taken from HDFC Bank Limited for financing the capital expenditure for Premix Plant to be set up at Kullu with interest rate EURIBOR plus 3.0% (Average effective rate 6.25%), (previous year effective rate is 6.38%) repayable in 60 equal monthly instalments starting from Feb-2023. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks.

b) Term loan is taken from HDFC Bank Limited for financing the capital expenditure for Plant 4 at Dahej SEZ with interest rate EURIBOR plus 3.9% (effective rate 3.9%), (previous year effective rate is 3.9%) repayable in 16 equal quarterly instalments starting from July 2021. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks. Effective rate is 3.9% on account of Interest rate swap agreement entered by the company.

c) Term loan (Foreign Currency Term Loan and INR Term Loan) is taken from Union Bank of India for financing the capital expenditure for Cholesterol project at Dahej SEZ with interest rate EURIBOR plus 3.10% (previous year effective rate is 6.13%) for FCTL, MCLR + 2% (effective rate 10.90% to 11.6%) for Rupee Term Loan repayable in 48 equal monthly instalments starting from April 2020. The said loan has been repaid during the year.

d) Vehicle loans taken from HDFC Bank Limited against hypothecation of the vehicles purchased, repayable in 60 monthly instalments starting from Aug-2020, to Sep-2021 with average interest rates in the range of 7.65% to 8.45%, (previous year at 7.65% to 8.45%). The charge for first loan is yet to be created.

   Vehicle loans taken from the Bank of Baroda Limited against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jan-2021 to May-2021 with average interest rates in the range of 9.65% to 9.85%, (previous year at 9.65% to 9.85%).

   Vehicle loan is taken from the Union Bank of India against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jan-2022 to Oct-2022 with average interest rates in the range of 8.34% to 9.50% (previous year in the range of 9.17% to 10.09%).

   Vehicle loan is taken from the Yes Bank of India against hypothecation of the vehicle purchased, repayable in 60 monthly instalments starting from Jun-2023 with average interest rates 9.18% , (previous year in the range of 9.17%).

e) Working Capital Term Loan is taken from Union Bank of India for business purpose with effective interest rate 9.25% (previous year effective rate is 9.25%) repayable in 48 equal monthly instalments starting from Dec -23. The said loan is secured by first pari-passu charge on hypothecation of stocks, book debts and and by equitable mortgage with Yes Bank limited and HDFC Bank Limited of factory land and buildings at Dahej and Kullu and all moveable property, plant and equipments of the Company and second charge on the existing securities of the company except plant 4 at Dahej and Premix Plant at Kullu.

f) Term loan is taken from HDFC Bank Limited for financing the capital expenditure at Dahej SEZ with average interest rate 9.75% (Previous year effective rate is 9.42%) repayable in 28 equal quarterly instalments starting from Apr 2022. The said loan is secured by first pari-passu charge on the project , first pari pasu charge on property, plant and equipment at Dahej and Kullu except plant 3 at Dahej which is exclusively Mortgaged with Yes Bank Limited and Union Bank of India, and second pari passu charge on entire current assets along with other banks.

g) Previous year loan comprised of ₹ 497.20 lakhs against property/ loan by way of discounting of lease rental of Thane One Building consisting of 1st floor to 13th floor and equitable mortgage of the premises at Ceejay House. Further these loans have been guaranteed by the personal guarantee of the Executive Vice Chairman of the Company from Bajaj Finance Limited which has been repaid during the year.

25 Other financial liabilities (Non current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deposits from tenants	257.50	353.84
Total	**257.50**	**353.84**

26 Provisions (Non-current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provisions for employee benefits:		
Gratuity [Refer note 44(c)]	413.83	256.22
Compensated absences	366.76	279.24
Total	**780.59**	**535.46**

27 Other liabilities (Non current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deferred revenue*	16.22	1,846.74
Deposits from Developers [Refer note 66]	1,404.96	1,397.18
Total	**1,421.18**	**3,243.92**

*The deferred revenue pertains to the obligation to provide MLCP(Multi-Level Car Parking) as part of bundled floor space sales.

28 Borrowings (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Loans repayable on demand		
From banks (Secured)		
Cash credit and Bank overdraft	2,161.17	507.74
Packing credit	2,964.75	3,226.94
Short term Working capital loan	2,998.07	2,999.53
From banks (Secured)		
Current maturities of long-term debts (Refer note 24)	1,311.29	1,920.46
From others (Secured)		
For business operations (Refer note 24)	-	318.82
Total	**9,435.28**	**8,973.49**

Packing credit, cash credit Loan from Union Bank of India, are secured by first pari-passu charge on hypothecation of stocks, book debts and and by equitable mortgage with Yes Bank limited and HDFC Bank Limited of factory land and buildings at Dahej and Kullu and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. The average interest rate for packing credit in foreign currency is 7.16% to % 8.27% (EURO PCFC - EURIBOR+3.10%, USD PCFC - 6M LIBOR+3.10%) and average interest rate for cash credit is 11.87 %.

Packing credit and cash credit Loan from Yes Bank Limited is secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and HDFC Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. The average interest rate for packing credit in foreign currency is 6.50%. and average interest rate for cash credit is 1 YR MCLR+0.95 (from 10.40% to 11.50%).

Packing credit Loan from HDFC Bank Limited is secured by first pari-passu charge on current assets, exclusive charge on assets of plant 4 at Dahej and Premix Plant at Kullu, moveable property, plant and equipment of the Company and equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and Yes Bank Limited (excluding the plant and building financed through term loan from Union Bank of India and Yes Bank Limited).The average interest rate for packing credit in foreign currency is 6.50%.

28 Borrowings (Current) *(Cont'd)*

Short term working capital loan includes Working Capital Demand Loan from Yes Bank Limited secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and HDFC Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu. It also includes Working Capital Demand Loan from HDFC Bank Limited secured by first pari-passu charge on current assets of the Company and by equitable mortgage of factory land and buildings at Dahej and Kullu with Union Bank of India and Yes Bank Limited and all moveable property, plant and equipment of the Company except vehicles and Plant 4 at Dahej and Premix Plant at Kullu and short term loans taken from Union Bank of India are secured against the lien of fixed deposits. The average interest rate for short term working capital loan from Union Bank is in the range of 5.77% to 6.77% and Working Capital Demand Loan from Yes Bank is in range of 9.05% to 9.45% and Working Capital Demand Loan from HDFC Bank Limited is 9.05%

29 Trade payables (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Total outstanding dues of micro and small enterprises (Refer note 64)	387.87	237.63
Total outstanding dues of creditors other than micro and small enterprises	7,360.83	6,252.79
Disputed dues of micro and small enterprises	-	-
Disputed dues of creditors other than micro and small enterprises	-	-
Total	**7,748.70**	**6,490.42**

Ageing of trade payables: as at March 31, 2025

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for the following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Dues of MSME	-	-	387.55	0.32	-	-	387.87
Dues of creditors other than MSME	1,741.16	3,019.47	1,793.31	-	97.03	709.85	7,360.83
Disputed dues of MSME	-	-	-	-	-	-	-
Disputed dues of creditors other than MSME	-	-	-	-	-	-	-
Total	**1,741.16**	**3,019.47**	**2,180.86**	**0.32**	**97.03**	**709.85**	**7,748.70**

Ageing of trade payables: as at March 31, 2024

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for the following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Dues of MSME	-	-	220.61	16.91	0.11	-	237.63
Dues of creditors other than MSME	1,873.72	1,317.28	2,145.92	132.11	60.29	723.47	6,252.79
Disputed dues of MSME	-	-	-	-	-	-	-
Disputed dues of creditors other than MSME	-	-	-	-	-	-	-
Total	**1,873.72**	**1,317.28**	**2,366.53**	**149.02**	**60.40**	**723.47**	**6,490.42**

30 Other financial liabilities (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Deposits from tenants	0.70	0.70
Payable to the employees / directors	229.67	600.08
Liability for capital expenditure	111.04	55.36
Interest accrued but not due on borrowings	36.15	50.70
Derivatives not designated as hedge	41.61	42.51
Unclaimed dividend	19.02	16.98
Total	**438.19**	**766.33**

31 Other current liabilities (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance from customers	766.23	601.78
Statutory dues	160.90	108.36
Deferred revenue*	1,792.50	-
Deferred rent	6.71	18.31
Others	90.79	101.00
Total	**2,817.13**	**829.45**

*The deferred revenue pertains to the obligation to provide MLCP(Multi-Level Car Parking) as part of bundled floor space sales.

32 Provisions (Current)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provisions for employee benefit:		
Compensated absences	72.70	59.43
Other provisions		
Others*	16.96	47.00
Total	**89.66**	**106.43**

*Others includes expenses payable

33 Current tax liabilities (net)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for income tax (net of advance tax for tax ₹ 3,331.91 Lakhs [as at March 31, 2024 ₹ 2,081.38 Lakhs])	441.05	34.13
Total	**441.05**	**34.13**

34 Revenue from operations

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Revenue from contracts with customers	41,102.61	25,801.64
Rent income (Refer Note 58)	291.26	430.97
Amortised deferred rent (Refer Note 58)	56.81	24.65
Sale of services	309.65	268.89
Service income (infrastructure support services to tenants) (Refer Note 58)	491.18	432.28
Sale of Investment property (net) (Refer Note 58)	4,457.88	6,387.82
Other operating revenues		-
Export incentive	130.42	83.78
Scrap sales	23.06	19.60
Others	84.86	116.56
Total	**46,947.73**	**33,566.19**

(Refer Note 67 for additional details)

35 Other income

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest income on financial assets carried at amortised cost:		
Bank deposits	116.66	214.11
Other financial assets	158.70	143.20
	275.36	**357.31**
Dividend income on investment in equity instruments designated as at fair value through other comprehensive income	90.97	90.36
Net gain on fair value changes of derivatives at FVTPL	0.90	22.27
Insurance Claims *	178.50	5.37
Foreign exchange gain (net)	461.91	125.71
Liabilities / provisions no longer required written back		
From Trade receivables	24.77	25.63
From Others	147.94	540.92
	172.71	**566.55**
Miscellaneous income	1.50	13.26
Total	**1,181.85**	**1,180.83**

* Insurance claim received against loss of raw material and other assets.

36 Cost of materials consumed

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Inventories of raw materials / packing materials at the beginning of the year	2,997.74	4,913.85
Add: Purchases	12,257.33	5,824.21
Add: Foreign currency translation difference	1.81	(39.84)
Less : Inventories of raw materials / packing materials at the end of the year	3,366.35	2,997.74
Total	**11,890.53**	**7,700.48**

37 Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Inventories at the end of the year		
Work-in-progress	4,034.64	3,358.82
Stock-in-Trade	392.78	374.80
Finished goods	3,343.08	1,043.01
	7,770.50	**4,776.63**
Inventories at the beginning of the year		
Work-in-progress	3,358.82	3,416.81
Stock-in-Trade	374.80	475.68
Finished goods	1,043.01	3,433.45
	4,776.63	**7,325.94**
Foreign currency translation difference	122.22	(62.15)
Total	**(3,116.09)**	**2,611.46**

38 Employee benefits expense

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Salaries and wages	5,625.41	5,057.24
Contribution to provident and other funds [Refer note 44]	271.12	262.14
Gratuity expense [Refer note 44]	75.04	75.35
Share based payments to employees [Refer note 60]	-	19.06
Staff welfare expenses	538.86	441.00
Total	**6,510.43**	**5,854.79**

39 Finance costs

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Interest on		
Term loans (Refer Note 65)	338.16	530.78
Loans repayable on demand	681.66	751.26
Lease liabilities (Refer Note 45)	47.36	36.76
Liabilities carried at amortised cost (Unwinding of interest)	141.81	138.43
Others	109.91	137.06
Other borrowing costs	100.30	110.31
Total	**1419.20**	**1,704.60**

40 Depreciation and amortisation expense

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Depreciation of property, plant and equipment (Refer note 3)	1,851.00	1,902.90
Depreciation on right-of-use assets (Refer note 5)	133.68	130.29
Depreciation of investment property (Refer note 6A)	16.26	18.08
Amortisation of intangible assets (Refer note 7)	420.89	420.65
Total	**2,421.83**	**2,471.93**

41 Other expenses

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Stores and spare parts consumed	1,608.99	1,278.78
Processing charges	1,104.40	815.24
GST other than recovered on sales	196.74	46.91
Contract labour charges	679.66	629.61
Power and fuel	2,674.69	1,940.21
Repairs and maintenance		
Buildings	501.54	380.62
Plant and machinery	439.47	220.28
Others	1,654.38	1,729.81
Water charges	48.72	37.56
Advertising and sales promotion expenses	433.53	264.49
Freight and forwarding charges	1,126.80	814.09
Commission on sales	186.78	57.09
Rent (including lease rentals)	100.07	88.71
Insurance	354.93	312.63
Rates and taxes	341.33	310.17
Allowance for doubtful debts (net)	78.91	60.64
Trade receivable, loans and advances written off (net)	38.33	24.95
Travelling and conveyance	661.40	508.35
Professional and legal fees	989.35	1,228.04
Payment to auditors (Refer note 42)	98.66	90.19
Postage and telephone	47.90	48.95
Printing and stationery	56.20	68.74
Security Expenses	83.47	90.83
Staff recruitment expenses	52.05	39.60
Bank charges	70.13	37.94
Initial cost for operating leases	281.77	282.13
Analytical Charges	46.35	49.30
Loss on sale/write off, of property, plant and equipment (net)	496.02	32.55
Corporate social responsibility expenses	43.62	87.56
Directors sitting fees	41.40	46.50
Miscellaneous expenses	179.70	323.96
Total	**14,717.29**	**11,946.43**

42 Payment to auditors including subsidiary auditors excluding statutory levy

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
For audit	81.12	73.49
For limited review	15.00	15.00
For other services	1.00	0.90
Reimbursement of expenses	1.54	0.80
Total	**98.66**	**90.19**

43 Earnings per share (EPS)

The following table sets forth the computation of basic and diluted earnings per share :

Particulars	March 31, 2025	March 31, 2024
Profit / (Loss) before exceptional items for the year used for computation of basic and diluted earnings per share (₹ in Lakhs)	7,686.18	(1,563.34)
Profit / (Loss) after exceptional items for the year used for computation of basic and diluted earnings per share (₹ in Lakhs)	7,686.18	(2,305.98)
Weighted average number of equity shares used in calculating basic EPS [refer note 22(a)]	29,168,976	28,874,107
Effect of dilutive potential equity shares	5,018	312,038
Weighted average number of equity shares used in calculating diluted EPS	29,173,994	29,186,145
Earnings per equity share of ₹ 5 each before exceptional items		
Basic earnings per equity share [nominal value of share ₹ 5 each (March 31, 2024: ₹ 5)]	26.35	(5.42)
Diluted earnings per equity share [nominal value of share ₹ 5 each (March 31, 2024: ₹ 5)]	26.35	(5.42)*
Earnings per equity share of ₹ 5 each after exceptional items		
Basic earnings per equity share [nominal value of share ₹ 5 each (March 31, 2024 : ₹ 5)]	26.35	(7.99)
Diluted earnings per equity share [nominal value of share ₹ 5 each (March 31, 2024: ₹ 5)]	26.35	(7.99)*

* Potential equity share are anti dilutive

44 Employee benefits

The Group operates following employee benefit plans :

I) Defined contribution plans: Provident fund, Superannuation fund, Employee state insurance scheme (ESIC) and Labour welfare fund.

II) Defined benefit plan: Gratuity (funded)

III) Other long term benefit plan: Compensated absences (unfunded)

I) Defined contribution plan

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
The Group operates defined contribution retirement benefit plans for all qualifying employees of the Group. The contribution to defined contribution plan recognised as expenses in the Consolidated statement of profit and loss for the year is as under (Refer Note 38).		
Employer's contribution to provident fund	264.12	253.95
Employer's contribution to superannuation fund	-	0.06
Employer's contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	6.88	8.04
Employer's contribution to labour welfare fund	0.13	0.09

II) Defined benefit plan

The Group operates a defined benefit plan, viz., gratuity.

In respect of Gratuity, a defined benefit plan, contributions are made to LIC's Recognised Group Gratuity Fund Scheme. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination. Provision for Gratuity is based on actuarial valuation done by an independent actuary as at the year end. Each year, the Company reviews the level of funding in the gratuity fund.

(a) Movements in the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening defined benefit obligation	579.05	569.76
Interest cost	38.37	38.62
Current service cost	57.85	60.69
Benefits paid	(83.22)	(78.87)
Actuarial (Gain)/loss on obligations- due to change in financial assumptions	28.78	11.54
Actuarial (Gain)/loss on obligations- due to change in experience adjustment	85.51	(22.70)
Closing defined benefit obligation	**706.34**	**579.05**

44 Employee benefits *(Cont'd)*

(b) Movements in the fair value of the plan assets are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening fair value of plan assets	322.83	355.48
Employer's contributions	29.91	21.14
Interest income	21.18	23.96
Remeasurement gain / (loss) :		
Return on plan assets (excluding amounts included in net interest expense)	1.81	1.12
Benefit paid	(83.22)	(78.87)
Closing fair value of plan assets	**292.51**	**322.83**

(c) Reconciliation of fair value of plan assets and defined benefit obligation:

The amount included in the financial statements arising from the Group's obligation in respect of its defined benefit obligation plan is as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Fair value of plan assets	292.51	322.83
Present value of obligation	706.34	579.05
Amounts recognized in the Consolidated balance sheet surplus/(deficit)	**(413.83)**	**(256.22)**

(d) The amount recognised in Consolidated statement of profit and loss in respect of the defined benefit plan are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Current service cost	57.85	60.69
Net interest expense / (income)	17.19	14.66
Components of defined benefit costs recognised in Consolidated statement of profit and loss	**75.04**	**75.35**

(e) The amount recognised in other comprehensive income in respect of the defined benefit plan is as follows:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Remeasurement on the net defined benefits liability:		
Return on plan assets (excluding amounts included in net interest expense)	1.81	1.12
Actuarial gains/ (losses) arising from changes in financial assumptions	(28.78)	(11.54)
Actuarial gains / (losses) arising from changes in experience adjustments	(85.51)	22.70
Components of defined benefit recognised as income / (loss) in other comprehensive income	**(112.48)**	**12.28**

44 Employee benefits *(Cont'd)*

(f) The principal assumptions used for the purpose of the actuarial valuations were as follows:

Particulars	March 31, 2025	March 31, 2024
Discount rate (per annum)	6.70%	7.20%
Salary escalation rate (per annum)	5.00%	5.00%
Expected rate of return on plan assets (per annum)	7.05%	7.05%
Retirement age	58 Years	58 Years
Mortality rate during employment (per annum)	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)
Leaving Service (age groups)	21-30 years - 4%	21-30 years - 4%
	31-40 years - 3%	31-40 years - 3%
	41-50 years - 2%	41-50 years - 2%
	Above 50 years - 1%	Above 50 years - 1%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is considered as per declaration from Life Insurance Corporation of India (LIC) .

The expected contributions for defined benefit plan for the next financial year is ₹ 35 Lakhs (March 31, 2024: ₹ 35.00 Lakhs).

(g) Maturity analysis of projected benefit obligation

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Expected benefits for Year 1	92.67	92.28
Expected benefits for Year 2	73.88	38.54
Expected benefits for Year 3	83.64	61.67
Expected benefits for Year 4	46.16	74.23
Expected benefits for Year 5	25.61	40.33
Expected benefits for Year 6	44.16	20.83
Expected benefits for Year 7	34.98	34.90
Expected benefits for Year 8	35.48	26.59
Expected benefits for Year 9	31.33	29.01
Expected benefits for Year 10 and above	926.86	772.48

(h) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2025	March 31, 2024
Insurer managed funds	100%	100%

44 Employee benefits *(Cont'd)*

(i) Sensitivity analysis

Significant actuarial assumptions for determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at end of year, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Particulars	March 31, 2025 (Decrease)/increase in DBO*	March 31, 2024 (Decrease)/increase in DBO*
Discount rate (– 0.50%)	4.37%	4.20%
Discount rate (+ 0.50%)	(-4.07%)	(-3.92%)
Salary Escalation Rate (– 0.50%)	(-3.92%)	(-3.84%)
Salary Escalation Rate (+ 0.50%)	4.15%	4.09%

*'DBO: Defined benefit obligation

(j) Risks exposure:

The plan typically exposes the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields on government bonds denominated in Indian rupees. If the actual return on plan assets is below this rate, it will create a plan deficit. However, the risk is mitigated by investment in LIC managed fund.

Interest risk : A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the value of the plan's investment in LIC managed fund.

Longevity risk : The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : 'The inherent risk for the Company mainly are adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

III) Other long term benefit plan

Actuarial valuation for compensated absences is done as at the year end and provision is made as per Company rules with corresponding charge / (credit) to the Standalone statement of profit and loss amounting to ₹ 153.61 Lakhs [March 31, 2024: (₹ 116.56 Lakhs)] and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

Obligation in respect of defined benefit plan and other long term employee benefit plans are actuarially determined at the year end using the "Projected unit credit model". Gains and losses on changes in actuarial assumptions relating to defined benefit obligation are recognised in OCI where as gains and losses in respect of other long term employee benefit plans are recognised in the Standalone statement of profit and loss.

45 Leases

(A) Assets taken on lease

The Group has entered into agreements for taking on leave and license basis certain residential and office premises and also taken vehicles on lease basis. The Group also has lease arrangements for lands taken on lease at Dahej. In respect of the said lease, the additional information is as under:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Depreciation charge for right-of-use assets	133.68	130.29
Expenses relating to leases of low-value assets accounted for on straight line basis (included in Rent expenses in Note 41)	100.07	88.71
Finance cost	47.36	36.76

Maturity analysis of lease liabilities (on undiscounted basis)

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Less than one year	148.71	143.13
One to five years	498.79	609.37
More than five years	16.84	54.97
Weighted average incremental borrowing rate applied to lease liabilities recognised in the balance sheet (%)	8.75%	8.75%

Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
As at the beginning of the year	649.69	267.78
Interest payment Lease liabilities (Refer Note 39)	47.36	36.76
Addition(net)	-	479.08
Payments	(144.97)	(133.92)
As at the end of the year	**553.53**	**649.69**
Lease liabilities		
Current	109.16	95.81
Non-Current	444.37	553.88
Total Lease liabilities	**553.53**	**649.69**

General description of significant leasing agreements

(i) Refundable interest free deposits have been given under lease agreements.

(ii) Some of the agreements provide for early termination by either party with a specified notice period / renewal with conditions.

(B) Assets given on lease

The Group has also entered into operating lease agreements for its properties in Thane one with original lease periods expiring by February 2029. These agreements have a non-cancellable period at the beginning of the period for 6 month to 5 years and have rent escalation provisions of 5% every year and 12% immediately.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
a) Rent income recognised in the Consolidated statement of profit and loss	291.26	430.97
b) Future minimum lease income under the non-cancellable leases in the aggregate and for each of the following periods:		
i) Not later than one year	168.57	316.36
ii) Later than one year and not later than five years	367.94	946.98
iii) More than five years	-	-

46 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Parent Company. The Managing Director of the Parent Company, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM of the Parent Company. The Group has identified the following segments as reporting segments based on the information reviewed by CODM.

The business segments have been identified considering :

a) the nature of products and services

b) the differing risks and returns

c) the internal organisation and management structure, and

d) the internal financial reporting systems

The segment information presented is in accordance with the accounting policies adopted for preparing the consolidated financial statements of the Group. Segment revenues, expenses and results include inter-segment transfers.

A) The primary reporting of the Group has been performed on the basis of business segments, viz:

Chemicals/Bulk Drug- Manufacturing and selling of chemicals, primarily bulk drugs and enzymes.

Property - Renting and sale of properties

Segments have been identified and reported based on the nature of the services, the risk and returns, the organisation structure and the internal financial reporting systems.

(₹ in Lakhs)

Particulars	2024-2025 2023-2024 Bulk Drug/Chemicals	Property	Total
a. Revenue			
1 Segment revenue	**40,048.76**	**5,440.18**	**45,488.94**
	25,920.84	*7,374.15*	*33,294.99*
Unallocated revenue (net)			**2,640.64**
			1,452.03
2 **Total**			**48,129.58**
			34,747.02
b. Result			
1 Segment (loss) / profit before Tax and finance cost	**4,722.32**	**4,830.10**	**9,552.42**
	(5,081.40)	*6,523.94*	*1,442.54*
2 Finance costs			**1,419.20**
			1,704.60
3 Unallocable income/(expenditure) (net)			**187.56**

46 Segment information *(Cont'd)*

Particulars		2024-2025	
		2023-2024	
	Bulk Drug/Chemicals	Property	Total
			17.40
4 Profit / (loss) before Exceptional Items and tax			**8,320.78**
			(244.66)
5 Exceptional item			-
			(742.64)
6 Tax expense			
- current tax			**1,312.24**
			168.02
- deferred tax (income)/charge			**(631.74)**
			-
-Adjustment of tax related to earlier years			-
			1,245.55
7 Profit / (Loss) after tax			**7,640.28**
			(2,400.87)
c. Other information			
1. Segment assets	**49,747.88**	**1,306.54**	**51,054.42**
	44,201.98	*1,481.83*	*45,683.81*
2 Unallocated corporate assets			**10,393.11**
			9,099.27
3. Total assets			**61,447.53**
			54,783.08
4. Segment liabilities	**10,177.29**	**3,879.84**	**14,057.13**
	8,520.60	*4,208.26*	*12,728.86*
5. Unallocated corporate liabilities			**11,538.88**
			13,537.91
6. Total liabilities			**25,596.00**
			26,266.77
7. Cost incurred during the year to acquire			
- segment tangible and intangible assets	**2,213.32**	**-**	**2,213.32**
	1,397.73	*522.98*	*1,920.71*
- unallocated segment tangible and intangible assets			-
			-
8. Depreciation and amortization expense	**2,405.57**	**16.26**	**2,421.83**
	2,453.85	*18.08*	*2,471.93*

(Figures in italics are the corresponding figures in respect of the previous year.)

46 Segment information *(Cont'd)*

(B) Geographical information

Geographical information is reported on the basis of the geographical location of the customers. The management views the Indian market and export markets as distinct geographical markets.

Revenue by market – The following is the distribution of the Group's revenue by geographical market:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
India		
Bulk Drug/Chemicals	12,296.70	9,405.69
Property	5,440.18	7,374.15
Others	4,122.64	1,452.02
Europe - Bulk Drug/Chemicals	11,488.84	5,711.85
USA - Bulk Drug/Chemicals	7,255.95	3,728.82
Others countries - Bulk Drug/Chemicals	7,525.28	7,074.49
Total	**48,129.58**	**34,747.02**

The following is an analysis of the carrying amount of Non current assets excluding financials assets and deferred Tax Assets, analysed by geographical area in which the assets are located:

(₹ in Lakhs)

Particulars	Assets	
	March 31, 2025	March 31, 2024
India	24,414.53	27,762.30
Outside India	71.84	173.27
Total	**24,486.37**	**27,935.57**

The Group has not generated revenue aggregating more than 10% of the Group total revenue from any customer during the period (March 31, 2024 ₹ Nil).

47 List of entities included in the consolidated financial statements is as under

Particulars	Country of Incorporation	Proportion of ownership interest as at	
		March 31,2025	March 31, 2024
Subsidiaries			
Fermenta Biotech GmbH	Germany	100%	100%
Fermenta Biotech (UK) Limited	United Kingdom	100%	100%
Fermenta Biotech USA LLC	United States	100%	100%
Fermenta USA LLC	United States	52%	52%
G. I. Biotech Pvt. Ltd. (Refer note 1)	India	NA	Note 1
Associate			
Health and Wellness India Private Ltd	India	47%	47%

Note 1. The Company G. I. Biotech Private Limited has been struck off from the Registrar of companies (Mumbai) w.e.f. August, 04, 2023

48 Disclosure of additional information pertaining to the Parent Company, subsidiaries, associate as per Schedule III of Companies Act, 2013

Sr No	Particulars	Name of the Entity	March 31,2025								March 31, 2024							
			Net assets, i.e., total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)		Net assets, i.e., total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
			%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs
I	Parent Company	Fermenta Biotech Limited	106%	37,995.24	88%	6,761.17	39%	(74.46)	90%	6,686.71	110%	31,422.61	78%	(1,874.33)	-123%	19.03	77%	(1,855.30)
II	Subsidiary Companies																	
	a.India	Aegean Properties Limited	0%	-	0%	-	-	-	0%	-	0%	-	0%	-	-	-	0%	-
		G I Biotech Private Limited	0%	-	0%	-	-	-	0%	-	0%	-	0%	-	-	-	0%	-
	b.Foreign	Fermenta Biotech (UK) Limited	0%	34.86	0%	0.03	-	-	0%	0.03	0%	34.44	0%	(0.03)	-	-	0%	(0.03)
		Fermenta Biotech GmbH	-9%	(3,133.06)	18%	1,381.89	45%	(86.62)	17%	1,295.26	-16%	(4,428.32)	39%	(927.62)	237%	(36.51)	40%	(964.13)
		Fermenta Biotech USA LLC (Consolidated with its subsidiary)	-3%	(1,092.88)	-2%	(185.29)	15%	(29.48)	-3%	(214.78)	-3%	(878.11)	43%	(1,039.73)	-13%	2.06	43%	(1,037.67)
III	Non-controlling interests in all subsidiaries		-1%	(415.69)	-1%	(45.90)	-	-	-1%	(45.90)	-1%	(369.79)	4%	(94.89)	-	-	4%	(94.89)
IV																		
		Total Eliminations / Consolidation Adjustments	6%	2,047.38	-4%	(317.54)	-	-	-4%	(317.54)	8%	2,365.29	-60%	1,440.84	-	-	-60%	1,440.84
		Total	**100%**	**35,851.54**	**100%**	**7,640.26**	**100%**	**(190.57)**	**100%**	**7,449.69**	**100%**	**28,516.31**	**100%**	**(2,400.87)**	**100%**	**(15.42)**	**100%**	**(2,416.29)**

*Investments accounted as per the equity method

49 Related parties disclosures as per Ind AS 24

A) Names of the related parties where there are transactions and description of relationships

a) Key Management Personnel

Name of Directors and Key Management Personnel	Designation
Mr. Krishna Datla	Executive Vice-Chairman
Mr. Satish Varma	Executive Director
Mr. Sanjay Buch *(upto March 31, 2024)	Non-Executive Director and Chairman
Mrs. Rajeshwari Datla (also relative of the Executive Vice-Chairman)	Non-Executive Director
Mrs. Anupama Datla Desai	Executive Director
Dr. Gopakumar Nair # (upto May 16, 2024)	Non-Executive Director
Mr. Vinayak Hajare *(upto March 31, 2024)	Non-Executive Director
Mr. Sanjay Buch *(upto March 31, 2024)	Non-Executive Director and Chairman
Mr. Pradeep Chandan	Non-Executive Director and Chairman
Mr. Vinayak Hajare *(upto March 31, 2024)	Non-Executive Director
Mrs.Rajashri Ojha	Non-Executive Director
Mr. Pramod Kasat	Non-Executive Director
Mr. Ramanand Mundkur ** (w.e.f. November 14, 2024)	Non-Executive Director
Mr. Prashant Nagre	Managing Director
Mr. Sumesh Gandhi	Chief Financial Officer
Mr. Srikant N Sharma***(upto July 23, 2024)	Company Secretary
Mr. Varadvinayak Khambete (w.e.f. July 24, 2024)	Company Secretary

*Mr. Sanjay Buch ceased to be Non - Executive Independent Director and Chairman, and Mr. Vinayak Hajare ceased to be Non-Executive Independent Director from April 01, 2024, due to retirement.

**Mr. Ramanand Mundkur appointed as Independent Director w.e.f. November 14, 2024.

***Mr.Srikant N Sharma ceased to be Company Secretary from July 24, 2024, due to retirement.

Dr. Gopakumar Nair ceased to be Non-Executive Independend Director w.e.f. May 17, 2024, due to retirement.

b) Associate

Health and Wellness India Private Limited

c) Enterprises under significant influence of key management personnel or their relatives:

Magnolia FNB Private Limited (under the process of strike off)
Dupen Laboratories Private Limited
Lacto Cosmetics (Vapi) Private limited
Silk Road Communications Private Limited.

49 Related parties disclosures as per Ind AS 24 *(Cont'd)*

B) Related party transactions:

(₹ in Lakhs)

Sr. No.	Particulars	Key management personnel*	Enterprise significantly influenced by KMP or their relatives	Joint ventures / associates
1	**Remuneration to Directors and Key Management Personnel***			
	Mr. Krishna Datla	**254.99**	-	-
		(204.89)	(-)	(-)
	Mr. Satish Varma	**178.66**	-	
		(149.17)	(-)	(-)
	Ms. Anupama Datla Desai	**129.92**	-	-
		(105.75)	(-)	(-)
	Mr. Prashant Nagre #	**706.89**	-	-
		(158.44)	(-)	(-)
	Mr. Sumesh Gandhi #	**155.10**	-	-
		(87.27)	(-)	(-)
	Mr. Varadvinayak Khambete #	**23.93**	-	-
		(-)	(-)	(-)
	Mr. Srikant N Sharma #	**38.78**	-	-
		(60.70)	(-)	(-)
2	**Directors sitting fees**			
	Mr. Sanjay Buch	-	-	-
		(8.60)	(-)	(-)
	Mr. Gopakumar Nair	**1.10**	-	-
		(8.30)	(-)	(-)
	Mrs. Rajeshwari Datla	**9.30**	-	-
		(8.00)	(-)	(-)
	Mr. Vinayak Hajare	-	-	-
		(8.60)	(-)	(-)
	Mrs. Rajashri Ojha	**8.80**	-	-
		(6.00)	(-)	(-)
	Mr. Pramod Kasat	**10.20**		
		(6.00)	(-)	(-)
	Mr. Pradeep Chandan	**9.50**	-	-
		(1.00)	(-)	(-)
	Mr. Ramanand Mundkur	**2.50**	-	-
		(-)	(-)	(-)
3	**Sale of products**			
	Dupen Laboratories Private Limited	-	**44.06**	-
		(-)	(43.76)	(-)
4	**Rent income**			
	Magnolia FNB Private Limited	-	-	-
		(-)	(0.18)	(-)
	Silk Road Communications Private Limited	-	**1.13**	-
		(-)	(1.35)	(-)
5	**Loans given**			
	Mr. Srikant N Sharma	-	-	-
		(10.00)	(-)	(-)

(Figures in brackets are the corresponding figures in respect of the previous year).

* Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

49 Related parties disclosures as per Ind AS 24 *(Cont'd)*

 # The remuneration to the key managerial personnel include ESOP Perquisites: (₹ in Lakhs)

Particulars	Amount
Mr. Prashant Nagre	511.87
Mr. Sumesh Gandhi	45.94
Mr. Varadvinayak Khambete	3.15
Mr. Srikant N Sharma	8.57

C) Balance outstanding as at the end of the year : (₹ in Lakhs)

Sr. No.	Particulars	March 31, 2025	March 31, 2024
a.	**Trade receivables**		
	Enterprises under significant influence of key management personnel or their relatives		
	Silk Road Communications Private Limited	-	0.40
b.	**Allowance for doubtful debts/advances**		
	Associate		
	Health and Wellness India Private Limited	37.00	37.00
c.	**Provision for diminution in value of investments**		
	Associate		
	Health and Wellness India Private Limited (including share application money)	784.86	784.86
d.	**Inter corporate deposits**		
	Associate		
	Health and Wellness India Private Limited	37.00	37.00
e.	**Loan given**		
	Key management personnel		
	Mr. Srikant N Sharma	-	6.94

D) Options to Key management personnel position :

Particulars	As at March 31, 2025				
	No. of Option Grant	No. of Option Vested	No. of Option Cancelled / Forfeited*	No of Option Exercise in the year ended March 31, 2025	Total No. of Option Outstanding
Mr. Prashant Nagre	217,410	217,410	-	217,410	-
Mr. Sumesh Gandhi	40,161	16,065	24,096	16,065	-
Mr. Srikant Sharma	30,117	12,047	18,070	12,047	-

* The effect of total no. of option cancelled / forfeited on estimation accounted in the earlier years.

50 Research and development expenditure

Research and development expenditure of ₹ 1,202.08 Lakhs (March 31, 2024: ₹ 1,334.11 Lakhs) (excluding interest and depreciation) has been charged to the Consolidated statement of profit and loss. The capital expenditure in the current year on research and development amounts to ₹ 11.52 Lakhs (March 31, 2024: ₹ 5.92 Lakhs).

51 Director Sitting Fees

During the year ended March 31, 2025, directors sitting fees to Non-Excecutive Directors aggregating ₹ 41.40 Lakhs has been charged to the Consolidated statement of profit and loss. (March 31, 2024 ₹ 46.50 Lakhs)

52 Categories of the financial instruments

(₹ in Lakhs)

Particulars	March 31, 2025				
	Ammortised Cost	FVTPL	FVTOCI	Total Carrying value	Total Fair value
Financial Assets					
(i) Investments	5.91	-	42.72	48.63	48.63
(ii) Trade receivables	9,522.64	-	-	9,522.64	9,522.64
(iii) Loans	132.81	-	-	132.81	132.81
(iv) Cash and cash equivalents	2,823.96	-	-	2,823.96	2,823.96
(v) Bank balances other than (iv) above	4,345.93	-	-	4,345.93	4,345.93
(vi) Other financial assets	2,040.68	-	-	2,040.68	2,040.68
Total	**18,871.93**	**-**	**42.72**	**18,914.65**	**18,914.65**
Financial Liabilities					
(i) Borrowings	10,940.04	-	-	10,940.04	10,940.04
(ii) Lease liabilities	553.53	-	-	553.53	553.53
(iii) Trade payables	7,748.70	-	-	7,748.70	7,748.70
(iv) Other financial liabilities	654.08	-	-	654.08	654.08
(v) Derivatives not designated as hedge	-	41.61	-	41.61	41.61
Total	**19,896.35**	**41.61**	**-**	**19,937.96**	**19,937.96**

Particulars	March 31, 2024				
	Ammortised Cost	FVTPL	FVTOCI	Total Carrying value	Total Fair value
Financial Assets					
(i) Investments	5.91	-	37.45	43.36	43.36
(ii) Trade receivables	6,982.51	-	-	6,982.51	6,982.51
(iii) Loans	495.97	-	-	495.97	495.97
(iv) Cash and cash equivalents	2,182.87	-	-	2,182.87	2,182.87
(v) Bank balances other than (iv) above	3,800.52	-	-	3,800.52	3,800.52
(vi) Investments- Corporate fixed deposit	-	-	-	-	-
(vii) Other financial assets	487.10	-	-	487.10	487.10
Total	**13,954.88**	**-**	**37.45**	**13,992.33**	**13,992.33**
Financial Liabilities					
(i) Borrowings	13,227.09	-	-	13,227.09	13,227.09
(ii) Lease liabilities	649.69	-	-	649.69	649.69
(iii) Trade payables	6,490.42	-	-	6,490.42	6,490.42
(iv) Other financial liabilities	1,077.66	-	-	1,077.66	1,077.66
(v) Derivatives not designated as hedge		42.51		42.51	42.51
Total	**21,444.86**	**42.51**	**-**	**21,487.37**	**21,487.37**

53 Reconciliation of Level 3 fair value measurements

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening balance	5.91	5.91
Total gains or (losses)		
Recognised in standalone statement of profit and loss.	-	-
Closing balance	**5.91**	**5.91**

54 Fair value

Fair value of financial assets and financial liabilities that are not measured at fair value but fair value disclosures are required :

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Non Current		Current	
Financial assets				
(i) Trade receivables	9,522.64	6,982.51	9,522.64	6,982.51
(ii) Cash and cash equivalents	2,823.96	2,182.87	2,823.96	2,182.87
(iii) Bank balances other than (ii) above	4,345.93	3,800.52	4,345.93	3,800.52
(iv) Investments- Corporate fixed deposit	-	-	-	-
(v) Loans	132.81	495.97	132.81	495.97
(vi) Others financial assets	2,040.68	487.10	2,040.68	487.10
Total assets	**18,866.02**	**13,948.97**	**18,866.02**	**13,948.97**
Financial liabilities				
(i) Borrowings	10,940.04	13,227.09	10,940.04	13,227.09
(ii) Lease liabilities	553.53	649.69	553.53	649.69
(iii) Trade payables	7,748.70	6,490.42	7,748.70	6,490.42
(iv) Other financial liabilities	654.08	1,077.66	654.08	1,077.66
(v) Derivatives not designated as hedge	41.61	42.51	41.61	42.51
Total liabilities	**19,937.96**	**21,487.37**	**19,937.96**	**21,487.37**

The financial assets above do not include investments in equity instruments measured at fair value through OCI.

The Management largely due to short term maturity consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

55 Fair value hierarchy

Particulars	March 31, 2025		March 31, 2024	
	Fair Value (₹ in Lakhs)	Fair value hierarchy	Fair Value (₹ in Lakhs)	Fair value hierarchy
Financial assets measured at fair value through Other comprehensive income				
Investments in equity shares-quoted	42.72	Level 1	37.45	Level 1
Investments in equity shares-unquoted	5.91	Level 3	5.91	Level 3
Financial Liabilities measured at fair value through profit or loss				
Derivatives not designated as hedge	41.61	Level 2	42.51	Level 2

56 Financial risk management objectives and policies

The Group is exposed to credit risk, liquidity risk and market risk. The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

a) Market risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates, commodity prices and equity price risk). Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term borrowings. The Group is exposed to market risks related to foreign exchange rate risk, commodity rate risk, interest rate risk and other price risks, such as equity price risks. Thus, the Group's exposure to market risk is a function of borrowing activities, revenue generating and operating activities in foreign currencies.

i) Equity price risk

The Group's unlisted equity securities are susceptible to market price risk arising form uncertainties about future values of the investments in securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Group's Board of Directors review and approve, all investments in the equity investments.

As at March 31, 2025 and March 31, 2024, the group had exposure to equity securities measured at fair value. The changes in fair values of the equity investments were strongly positively co-related with changes in market index.

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term and short term borrowings obligations with floating interest rates.

The Group manages it's interest rate risk by having a balanced portfolio of long term and short term borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the borrowings. With all other variables held constant, the Group's profit before tax will be affected as below due to change in interest rate:

(₹ in Lakhs)

Year ended	(+)Increase/ (-) decrease in basis points	Effect on profit (decrease) / increase #
March 31, 2025	+0.50	(57.18)
	-0.50	57.18
March 31, 2024	+0.50	(85.48)
	-0.50	85.48

Loss before tax will have an equal but opposite impact.

56 Financial risk management objectives and policies *(Cont'd)*

iii) Commodity rate risk

Exposure to market risk with respect to commodity prices primarily arises from the Group's purchases and sales of active pharmaceutical ingredients, including the raw material components for such active pharmaceutical ingredients. The prices of the Group's raw materials generally are stable. Cost of raw materials forms the largest portion of the Group's cost of revenues. A large portion of the Group's sales are subject to commodity rate risk having a volatile pricing. The group monitors overall demand supply position and pricing movement to decide marketing strategies to overcome risk of changing prices of the products.

iv) Foreign currency risk

The Group's foreign exchange risk arises from its foreign currency revenues and expenses and foreign currency borrowings. As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Groups's revenues and expenses measured in Indian rupees may decrease or increase and vice-versa. The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Group largely uses the natural hedge to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognised assets and liabilities.

The year end foreign currency exposures that have not been hedged (before giving effects of natural hedge) by derivative instrument or otherwise are given below:

A) Significant foreign currency risk exposure relating to trade receivables, other financial assets and cash and cash equivalents:

Particulars	Currency	March 31, 2025		March 31, 2024	
		Amount in foreign currency (in Lakhs)	₹ in Lakhs	Amount in foreign currency (in Lakhs)	₹ in Lakhs
Financial assets					
Cash and cash equivalents (including EEFC)	AED	0.06	1.34	0.05	1.07
	BDT	0.09	0.00	0.09	0.00
	CAD	0.01	0.74	0.00	0.17
	CHF	0.00	0.32	0.00	0.31
	CZK	0.00	0.01	0.00	0.01
	EUR	0.12	11.23	0.03	2.27
	GBP	0.00	0.33	-	-
	JPY	0.19	0.00	0.19	0.00
	NOK	0.00	0.00	-	-
	NZD	0.02	0.94	0.01	0.57
	OMR	0.00	0.78	0.00	0.76
	RUB	0.01	0.01	0.01	0.01
	SGD	0.03	1.62	0.02	1.15
	TRY	0.01	0.02	0.01	0.03

56 Financial risk management objectives and policies *(Cont'd)*

Particulars	Currency	March 31, 2025 Amount in foreign currency (in Lakhs)	March 31, 2025 ₹ in Lakhs	March 31, 2024 Amount in foreign currency (in Lakhs)	March 31, 2024 ₹ in Lakhs
	USD	0.32	27.32	0.25	20.61
	THB	0.48	1.20	-	-
	SAR	0.13	2.87	-	-
	HKD	0.13	1.46	-	-
Business advances	EUR	8.69	800.23	10.43	936.83
	GBP	-	-	0.01	0.76
	USD	6.02	514.22	2.41	200.96
	AED	-	-	0.00	0.04
Trade receivables and other financial assets	USD	32.22	2,753.61	21.80	1,817.95
	GBP	0.00	0.25	0.00	0.24
	EURO	30.38	2,797.32	26.11	2,348.02

B) Significant foreign currency risk exposure relating to borrowings and trade payables :

Particulars	March 31, 2025 Foreign Currency	March 31, 2025 Amount in foreign currency (in Lakhs)	March 31, 2025 ₹ in Lakhs	March 31, 2024 Foreign Currency	March 31, 2024 Amount in foreign currency (in Lakhs)	March 31, 2024 ₹ in Lakhs
Financial liabilities						
Trade payables	EURO	86.52	7,967.68	EURO	15.61	1,403.62
	USD	3.20	273.77	USD	3.23	269.66
	CAD	0.01	0.32	CAD	-	-
	GBP	0.10	10.74	GBP	0.07	7.86
Borrowings (PCFC)	EURO	21.34	1,965.06	EURO	31.91	2,867.49
	USD	11.70	999.69	USD	4.31	359.45
External Commercial borrowing (ECB)	EURO	-	-	EURO	-	-
Foreign Currency Term Loan (FCTL)	EURO	21.49	1,979.29	EURO	29.08	2,613.22

56 Financial risk management objectives and policies *(Cont'd)*

C) Foreign currency sensitivity

For the years ended March 31, 2025 and March 31, 2024, every 5% strengthening in the exchange rate between the Indian rupee and the respective currencies for the above mentioned financial assets / liabilities would increase the Group's profit and increase the Company's total equity by approximately (net) ₹ 314.04 Lakhs and ₹ 131.29 Lakhs, respectively. A 5% weakening of the Indian rupee and the respective currencies would lead to equal but opposite effect. In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

D) Derivative contracts

The Parent is exposed to exchange rate risk that arises from its foreign exchange revenues and expenses, primarily in US Dollars and Euros and foreign currency debts in US dollars and Euros. The Group uses cross currency interest rate swap (known as, "derivatives") to mitigate its risk of changes in foreign currency exchange rates. The counterparty for these contracts is generally a bank.

The following table gives details in respect of the notional amount of outstanding foreign exchange derivative contract:

Particulars	Currency	Foreign Currency in Lakhs	Buy/ Sell	Cross Currency	March 31, 2025 (₹ in Lakhs)	March 31, 2024 (₹ in Lakhs)
Derivatives not designated as hedges	-	-	-	-	-	-
Currency hedges						
Currency hedges EUR	EUR	37.65	Sell	INR	14.76	-
Currency hedges USD	USD	13.30	Sell	INR	3.27	1.06
Cross currency interest rate swap	EUR	-	Buy	INR	23.59	41.46

b) Credit risk

Credit risk is the risk of financial loss to the Group, if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers, loans and other financial assets. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counter party to which the Group grants credit terms in the normal course of business.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

i) Trade receivables

The Group has used expected credit loss (ECL) model for assessing the impairment loss. For this purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers. The Group evaluates the concentration of risk with respect to trade receivables which is low, as its customers are widely spread with small outstanding amounts (For detailed movement in provision for trade receivables - Refer note 16).

Trade receivables (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Not due	4,518.43	4,514.34
Less than 6 months	4,838.92	2,306.73
6 months-1 year	71.86	86.86
1-2 years	146.66	19.09
2-3 years	16.80	95.25
Beyond 3 years	336.58	411.18
	9,929.25	**7,433.45**

56 Financial risk management objectives and policies *(Cont'd)*

ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. Credit risk in case of Intercorporate deposit given is managed by the Group's in accordance with the Group's policy. ICD only be given out of surplus funds, are made only with the approval of the Group's Board of Directors and are reviewed by the Group's Board on an annual basis.

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations as they fall due. The Group's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid mutual funds to meet the Group's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in Lakhs)

March 31, 2025	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	10,940.04	9,435.28	1,504.76	-
Other financial liabilities (including derivatives not designated as hedge)	695.69	438.19	257.50	-
Lease liabilities	553.53	109.16	444.37	-
Trade payables	7,748.70	7,748.70	-	-
Total	**19,937.96**	**17,731.33**	**2,206.63**	**-**

(₹ in Lakhs)

March 31, 2024	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	13,227.09	8,973.49	4,253.60	-
Other financial liabilities	1,120.17	766.33	353.84	-
Lease liabilities	649.69	95.81	553.88	-
Trade payables	6,490.42	6,490.42	-	-
Total	**21,487.37**	**16,326.05**	**5,161.32**	**-**

The Group had unutilised credit limit of borrowing facilities as at March 31, 2025: ₹ 1,774.77 lakhs and as at March 31, 2024 ₹ 3,171.70 lakhs from banks.

57 Capital management

The Group capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Group monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the Consolidated financial statements. The Group's objective for capital management is to maintain an optimum overall financial structure.

(i) The gearing ratio at the end of the year was as follows: (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Debts (Term loans and loans repayable on demand including current maturities of long term borrowings)	10,940.04	13,227.09
Less: Cash and cash equivalents (Refer note 17)	2,823.96	2,182.87
Net debt	**8,116.08**	**11,044.22**
Total equity	**35,851.53**	**28,516.31**
Net debt to equity ratio (%)	**23%**	**39%**

(ii) Dividend on equity shares paid during the year (₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Dividend on equity shares		
"Dividend for the year ended March 31, 2024 of ₹ 1.25 per share on 2,88,94,061 equity shares of ₹ 5.00/- each, fully paid up (net of 5,36,926 equity shares of ₹ 5.00/- each which were held by ESOP Trust) [Refer note 22(a)]	361.18	
(Dividend for the year ended March 31, 2023 of ₹ 1.25 per share on 2,88,74,107 equity shares of ₹ 5.00/- each, fully paid up (net of 5,56,880 equity shares of ₹ 5.00/- each which were held by ESOP Trust)"		360.93

Dividends not recognised at the end of the reporting period

The Board of Directors of the Group at its meeting held on May 28, 2025 have recommended dividend of ₹ 2.50 per share. The proposed dividend is subject to the approval of shareholders in the ensuring annual general meeting and hence not recognised as a liability.

58 Investment properties

The Group investment property consist of Thane One Building and freehold land located at Majiwade Thane and at Takawe. Out of the 16 floors, ground floor have been considered as Investment Property by the Management and the remaining floors from 1st to 13th floor has been sold. Others has been utilised for the purpose of business.

<u>Criteria used for classification of property as investment property</u>

The Group has considered the following for classification of property as investment property:

(i) Investment property comprises building and other assets required to provide ancillary services to the occupants of the investment property.

(ii) The properties that are not occupied by the Group for use in production or supply of goods or services or for administrative purposes, or for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation are classified as investment property.

58 Investment properties *(Cont'd)*

The Group has a building which is primarily meant for renting is classified as an investment property, except for the part of that building which is used for administrative purposes, and hence classified as owner-occupied property. The Group has apportioned the cost of the property between investment property and owner-occupied property in the ratio of area used, respectively, as a percentage of total area.

During the previous year the Group had sold part of its investment in property consisting of floors sale in Thane one IT/ITES building and freehold land located at village Takawe further in current year the Group has sold part of its Investment in Property consisting of commercial property in Ceejay House, Worli, Mumbai and part of freehold land located at Village Takawe. Total income recorded on such sale of Investment Property for for the year ended March 31, 2025, is ₹ 4,457.88 lakhs and for the year ended March 31, 2024, is ₹ 6,387.82 lakhs has been recognized as income under the head revenue from operations pertaining to property segment.

Estimation of fair value

The fair value of the Investment Property has been determined in the financial period March 31, 2025 as ₹ 1,225.32 Lakhs (March 31, 2024 as ₹ 6,724.72 Lakhs). The fair value has been determined based on the lastest sale agreement.

Amount recognised in Consolidated statement of profit and loss

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Income from investment properties		
Rent and Service Income	982.30	986.33
Sale of properties	4,457.88	6,387.82
Less: Direct operating expenses (including repairs and maintenance) generating income from investment properties	593.82	832.13
Income arising from investment properties	**4,846.36**	**6,542.02**
Less: Depreciation	(16.26)	(18.08)
Income arising from investment properties after depreciation	**4,830.10**	**6,523.94**

Refer note 45B for operating lease arrangements and total future minimum lease rentals receivable.

Refer note 6A for the existence of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

Refer note 66 for deposit received against the signed Binding Term Sheet and grant of development rights to Mextech for construction of residential-cum-comercial buildings in the balance portion of Thane land.

59 Income tax

A Tax expense recognised in the Consolidated statement of profit and loss and other comprehensive income consists of:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Tax expenses:		
Current tax	1,312.24	168.02
Adjusment of Tax related to earlier years	-	1,245.55
Deferred tax charge/(credit)	(631.74)	-
Income tax expense recognised in the Consolidated statement of profit and loss	**680.50**	**1,413.57**
Tax expense/(income) recognised in other comprehensive income	(32.75)	-
Total Tax expense	**647.75**	**1,413.57**

59 Income tax *(Cont'd)*

B A reconciliation of income tax expense to the amount computed by applying the statutory income tax rate to the profit before income tax is summarised below:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Profit / (Loss) before tax	8,320.78	(987.30)
Average Statutory Income tax rate as applicable to group companies (%)	27.750%	27.750%
Income tax expense calculated at enacted income tax rate	2,309.02	(273.98)
Effect of tax on:		
DTA not recognised on losses	(1584.59)	(139.81)
MAT credit not recognised	-	(168.02)
Impact of income charged at tax rate other than PGBP tax rate	6.88	-
Expenses disallowed under Income Tax Act	(20.49)	(44.99)
Others	(30.32)	(89.19)
	(1,628.52)	**(442.00)**
Total income tax expense	**680.50**	**168.02**
Adjusment of Tax related to earlier years **	**-**	**1,245.55**
Tax expense recognised in profit or loss	**680.50**	**1,413.57**
Tax expense/(income) recognised in other comprehensive income	**(32.75)**	**-**
Total tax expense	**647.75**	**1,413.57**

** During the previous year ended March 31, 2024, the Group had received intimation / final assessment order for the financial years 2016-17 to 2021-22 basis which an additional provision of tax was required on account of certain disallowances. Accordingly total MAT credit recognised of ₹ 1,129.83 lakhs and Tax receivable recognised of ₹ 115.72 lakhs was written off during the previous year ended March 31, 2024 relating to such earlier years of which ₹ 637.28 lakhs recorded in year ended March 31, 2024.

C The major components of deferred tax (liabilities)/assets arising on account of temporary differences are as follows:

(₹ in Lakhs)

Particulars	March 31, 2025			
	As at March 31, 2024	Statement of profit and loss	Other comprehensive income	As at March 31, 2025
(I) Components of deferred tax assets (net)				
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(4,261.15)	(42.60)	-	(4,303.75)
Lease Liability	(160.40)	15.79		(144.61)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	249.21	125.50	32.75	407.46
Allowance for doubtful debts and advances	531.53	-	-	531.53

59 Income tax *(Cont'd)*

(₹ in Lakhs)

Particulars	March 31, 2025			
	As at March 31, 2024	Statement of profit and loss	Other comprehensive income	As at March 31, 2025
Allowance for impairment in the value of non current investment and share application money	150.33	-		150.33
Lease assets	160.40	(15.79)		144.61
MAT Credit entitlement	4,089.03	(2,517.81)	-	1,571.22
Transfer of development rights (refer note 59D)	-	3,232.74		3,232.74
Unabsorbed depreciation/carried forward losses	1,453.27	(130.63)	-	1322.64
Others	(12.31)	(39.39)	-	(47.75)
Deferred tax credit		**627.80**	**32.75**	
Net deferred tax assets	**2,199.91**			**2,864.41**

(₹ in Lakhs)

Particulars	March 31, 2024			
	As at April 01, 2023	Statement of profit and loss	Other comprehensive income	As at March 31, 2024
(I) Components of deferred tax assets (net)				
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(3,669.00)	(592.15)	-	(4,261.15)
Lease Liability	(139.50)	(20.90)	-	(160.40)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	158.38	90.83	-	249.21
Allowance for doubtful debts and advances	500.14	31.39	-	531.53
Allowance for impairment in the value of non current investment and share application money	150.33	-	-	150.33
Lease assets	139.50	20.90		160.40
MAT Credit entitlement	5,218.86	(1,129.83)	-	4,089.03
Unabsorbed depreciation/carried forward losses	983.45	469.82	-	1,453.27
Others	(16.36)	0.10	-	(12.31)
Deferred tax credit / (charge)		**(1,129.83)**	**-**	**6,621.47**
Net deferred tax assets *	**3,325.80**			**2,199.91**

* Deferred tax assets are recognised to the extent of deferred tax liabilities available since Group creates deferred tax assets only to the extent that it is probable that taxable profit will be available against which the deductible temporary difference could be utilised.

59 Income tax *(Cont'd)*

D The Group has evaluated the tax implications of the Development Agreement and Supplementary Development Agreement entered into with Mextech Property Developers LLP, as detailed in Note 66 of the standalone financial statements. The Group has assessed that the transfer of physical possession of the land during the current financial year satisfies the conditions for "transfer" under Section 2(47) of the Income-tax Act, 1961. Accordingly, the capital gains arising from the transfer of development rights in the land are considered taxable in the current financial year. In recognition of the resulting temporary difference between accounting and taxable income, the Group has recognised a deferred tax asset of ₹ 3,232.74 lakhs in the books of account for the year ended March 31, 2025.

60 Share-based payments

Employee share option plan of the Company

1.1 Details of the employee share option plan of the Parent Company

This ESOP 2019 scheme had been framed pursuant to the Scheme of Amalgamation between the erstwhile Fermenta Biotech Limited ("Transferor Company") with the DIL Limited ("Transferee Company") and their respective shareholders. The Transferor Company prior to the Scheme of Amalgamation had implemented the 'Fermenta Biotech Limited - Employee Stock Option Plan 2019' and were granted employee stock options to its eligible employees. Further, the number of transferee options issued shall equal to the product of number of transferor options outstanding on effectiveness of Scheme multiplied by the Share exchange ratio (0.398) and each transferee option shall have an exercise price per equity share equal to transferor option exercise price per equity shares divided by the share exchange ratio (0.398) and fractions rounded off to the next higher whole number. The terms and conditions of ESOP 2019 Scheme of DIL Limited are not less favourable than those of ESOP Scheme of erstwhile Fermenta Biotech Limited. Under the ESOP 2019 Scheme, stock options have been issued to the eligible employees of erstwhile Fermenta Biotech Limited.

In accordance with the terms of the plan, as approved by the erstwhile shareholders of Fermenta Biotech Limited at an extra general meeting, executives and senior employees with the Company were granted options to purchase equity shares.

Each employee share option converts into one equity share of the Parent Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The number of options granted is calculated in accordance with the performance-based formula and is subject to approval by the remuneration committee. The formula rewards executives and senior employees to the extent of the Parent Company and the individual's achievement judged against both qualitative and quantitative criteria.

The following share-based payment arrangements were in existence during the current year:

Options series	Number	Grant date	Expiry date	Exercise price	Fair value at grant date
Plan 1 (60% of options granted under ESOP 2019)	101,614	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2025, 12.08.2025 and 28.02.2025	83.67	421.71 and 298.16
Plan 1 (20% of options granted under ESOP 2019)	49,526	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2026, 12.08.2026 and 28.02.2026	83.67	421.71 and 298.16
Plan 1 (20% of options granted under ESOP 2019)	28,270	25.02.2019, 12.08.2019 and 01.09.2020	25.02.2027, 12.08.2027 and 28.02.2027	83.67	421.71 and 298.16
Plan 2 (100% of options granted under ESOP 2019)	217,410	25.02.2019	25.02.2025	83.67	418.22

60 Share-based payments *(Cont'd)*

Options granted under ESOP 2019 shall vest not before 1 (one) year and not later than maximum Vesting Period of 5 (five) years from the date of grant of such Options. Subject to the minimum vesting period of one year, the Nomination and Remuneration Committee of the Board at its discretion approve for acceleration of Vesting of any or all unvested Options of the Option Grantee.

The above number of options, fair value at grant dates and exercise price were adjusted in accordance with the Share exchange ratio (0.398:1) as per the scheme of amalgamation.

The number of options are after giving effect of the amalgamation and bonus shares issued during the previous year.

1.2 Fair value of share options granted

The weighted average fair value of the share options granted during the financial year is Nil (Previous year NIL). Options were priced using Black-Scholes option pricing model. Where relevant, the expected life used in the model has been calculated based on a weighted average of vests. Expected volatility is based on the historical share price information of similar listed entities.

Inputs into the model	Option series			
	Plan 1 (60% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 2 (100% of options granted under ESOP 2019)
Grant date share price	298.16 and 298.16	298.16 and 298.16	298.16 and 298.16	418.22
Exercise price	83.67	83.67	83.67	83.67
Expected volatility	69.28% and 65.33%	68.83% and 61.84%	68.08% and 60.02%	69.28%
Option life	4.51 years and 4 years	5.51 years and 5 years	6.51 years and 6 years	4.51 years
Dividend yield	0% and 0.57%	0% and 0.57%	0% and 0.57%	0.00%
Risk-free interest rate	7.14% and 5.22%	7.25% and 5.53%	7.35% and 5.78%	7.14%

1.3 Movements in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

Particulars	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at beginning of year	307,278	83.67	324,082	83.67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Bonus options issued during the year	-	-	-	-
Exercised during the year	294,868	-	16,804	-
Expired during the year	5,194	-	-	-
Balance at end of year	**7,216**	**-**	**307,278**	**-**

The number of options, were adjusted for the Forfeited /cancellation of option for fulfilment of year end assessment of ESOP vesting conditions.

1.4 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average exercise price of ₹ 83.67 (as at March 31, 2024: ₹ 83.67), and a weighted average remaining contractual life of 0.96 year.

61 Ratios

Ratio	Numerator (₹ in Lakhs)	Denominator (₹ in Lakhs)	March 31, 2025	March 31, 2024	% Variance	Reason for variance
Current Ratio	33,523.42 (24,175.38)	21,187.60 (17,326.07)	1.58	1.40	12.86	*
Debt-Equity Ratio	10,940.04 (13,227.09)	36,267.22 (28,886.10)	0.30	0.46	(34.78)	Improvement due to early repayment of debts and increase in profit
Debt Service Coverage Ratio	11,977.33 (1,065.57)	2,730.49 (3,943.88)	4.39	0.27	1,525.93	Due to increase in profitability and reduction of debts
Return on Equity Ratio	7,640.28 (3,143.51)	32,576.66 (30,208.74)	0.23	(0.10)	(330.00)	Due to increase in profitability
Inventory turnover Ratio	46,947.73 (33,566.19)	10,551.78 (10,876.20)	4.45	3.09	44.01	Due to managing inventory more efficiently
Trade Receivables turnover Ratio	46,947.73 (33,566.19)	8,252.58 (5,573.73)	5.69	6.02	(5.48)	*
Trade payables turnover Ratio	19,866.79 (8,526.20)	7,119.56 (5,534.96)	2.79	1.54	81.17	Due to efficient payment of creditors
Net capital turnover Ratio	46,947.73 (33,566.19)	12,335.82 (6,849.31)	3.81	4.90	(22.24)	Due to improvement of net working capital
Net profit Ratio	7,640.28 (2,400.87)	46,947.73 (33,566.19)	0.16	(0.07)	(328.57)	Due to improvement in profitability
Return on Capital employed	9,739.98 1,459.94	46,080.16 (40,616.23)	0.21	0.04	425.00	Due to improvement in profitability

* Ratio variance below threshold limit defined as per Schedule III.

Current Ratio :	Current Assets/ Current Liabilities
Debt – Equity Ratio :	Total Debt/Shareholder's Equity
Debt Service Coverage Ratio :	Earnings available for debt service/Debt Service Earning for Debt Service = Net Profit/(loss) after taxes and before exceptional items + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. Debt service = Interest & Lease Payments + Principal Repayments
Return on Equity (ROE) :	Net Profits/(loss) after taxes before exceptional items – Preference Dividend (if any)/ Average Shareholder's Equity
Inventory Turnover Ratio :	Cost of goods sold OR sales/ Average Inventory Average inventory is (Opening + Closing balance)/ 2
Trade receivables turnover Ratio :	Net Credit Sales/ Avg. Accounts Receivable Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bills receivables Average trade debtors = (Opening + Closing balance)/ 2

61 Ratios *(Cont'd)*

Trade payables turnover Ratio :	Net Credit Purchases/ Average Trade Payables
Net capital turnover Ratio :	Net Sales / Working Capital Net sales shall be calculated as total sales minus sales returns. Working Capital shall be calculated as Current assets minus Current liabilities.
Net profit Ratio :	Net Profit/ Net Sales Net profit shall be after tax and before exceptional items. Net sales shall be calculated as total sales minus sales returns.
Return on capital employed (ROCE) :	Earning before interest and taxes/Capital Employed Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

62 Commitments

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	385.59	57.17
(b) Lease commitments	132.96	127.38

63 Contingent liabilities

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Claims against the Group not acknowledged as debts*		
Tax matters		
Service tax department raised demand of ₹ 22.50 Lakhs consisting of Service Tax of ₹ 7.50 Lakhs and penalty of ₹ 15.00 Lakhs in connection with services rendered post demerger of the pharmaceutical division. Commissioner of Service Tax Mumbai and CESTAT has upheld the order of Joint Commissioner of Service Tax. The Group Company has preferred an appeal to Bombay High Court.	22.50	22.50
The Deputy Commissioner of sales tax has confirmed the order of the Assistant Commissioner of sales tax Vapi, Gujarat for year 1992-93 and 1993-94 for demand of interest and penalty due to shortfall in tax payment on account of computation of purchase tax setoff. Company has preferred an appeal to sales tax tribunal Ahmedabad, Gujarat and obtained stay against the order/demand of the Assistant Commissioner pending final disposal.	4.63	4.63
Office of the Assistant Commissioner, Central Goods & Services Tax Division – Mandi, Himachal Pradesh, issued a demand for IGST refund, interest, and penalty for the years 2018–2020 due to the alleged incorrect refund of IGST to EOUs/AAHs. The company has submitted its reply, and the matter is currently pending final disposal or outcome by the Office of the Assistant Commissioner.	135.65	-

Note: Future cash outflows in respect of the above are determinable only on receipt of judgements/decisions pending with various authorities/forums and/or final outcome of the matters.

*Excludes interest.

64 Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprise Development Act, 2006

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
(a) i) Principal amount remaining unpaid to any supplier at the end of the accounting year	387.87	237.63
ii) Interest due on above	-	-
The Total of (i) and (ii)	387.87	237.63
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	19.33	10.12
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.91	12.56
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available and subimitted by the vendors with the Group. This has been relied upon by the auditors.

65 Capitalisation of borrowing costs

During the year ended March 31, 2025, the Group capitalised the following borrowing costs attributable to qualifying assets to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, finance costs disclosed under note 39 are net of amounts capitalised by the Group Company.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Finance costs (Including forex revaluation)	-	108.74
Total	**-**	**108.74**

66 The Group entered into a Development Agreement dated July 26, 2022, with Mextech Property Developers LLP ("Mextech" or "the Developer"), granting development rights for construction of residential-cum-commercial buildings on the balance portion of its land in Thane, classified as investment property. As per the development agreement, in lieu of development rights transferred, Group is entitled to 1,20,000 sq ft carpet area in the new residential building. In the current year, the Group executed a Supplementary Development Agreement (SDA) on June 10, 2024, and subsequently handed over physical possession of the project land to Mextech on June 16, 2024. The group has received ₹ 1,500 lakhs as refundable deposit from Mextech.

The Group has evaluated the arrangement in accordance with "Ind AS 115 – Revenue from Contracts with Customers". Based on this assessment, it is of the view that control over the land has substantively transferred to Mextech upon handover of possession. However, considering the uncertainties inherent in real estate development projects and the fact that no substantial construction work had been completed as at March 31, 2025, the Group has concluded that the criteria for revenue recognition under Ind AS 115 are not yet met. Accordingly, revenue has not been recognised in the current financial year. Revenue will be recognised once substantial development milestones are achieved, and it becomes highly probable that the associated consideration in form of area in the newly constructed residential building will be received.

66 *(Cont'd)*

In addition, the Group has sold 9 flats in the under-construction residential building and received advances amounting to ₹ 355.89 lakhs against these sales. The Group has evaluated these transactions under Ind AS 115 and determined that revenue will be recognised at a point in time upon transfer of control to the customer. This typically coincides with the handing over of possession of the respective flats to the customers.

67 Revenue from Contracts with Customer

1. Disaggregated Revenue Information

Set out below is the dissaggration of the Group's revenue from contracts with customers

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Type of goods or services		
Sale of products	41,102.61	25,801.64
Sale of services	309.65	268.89
Rent and service income from investment properties	839.25	887.90
Sale of investment properties	4,457.88	6,387.82
Other operating income	238.34	219.94
Total revenue from contract with customers	**46,947.73**	**33,566.19**
India	20,677.66	17,051.03
Outside India	26,270.07	16,515.15
Total revenue from contract with customers	**46,947.73**	**33,566.19**
Timing of revenue recognition		
Goods transferred at a point in time	41,102.61	25,801.64
Services transferred over time (included in other operating income)	5,845.12	7,764.55
Total revenue from contract with customers	**46,947.73**	**33,566.19**

2. Contract balances

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Trade receivables	9,522.64	6,982.51
Contract assets	884.30	314.99
Contract liabilities	108.43	30.01
Deferred revenue	1808.72	1,846.74

68 The group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of account (refer note 24 and 28).

69 Exceptional Item

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Goodwill	-	(742.64)
Total	**-**	**(742.64)**

During the previous year, considering the prolonged subdued global demands, the Group had revisited its projected future cash flows from its subsidiary Fermenta USA LLC. Accordingly an impairment of ₹ 742.64 lakhs was recorded against Goodwill created at the time of acqusition of such subsidiary, which has been disclosed as an exceptional item in the year ended March 31, 2024.

70 During to the year ended March 31, 2025, the company has entered into a deed of assignment to transfer of leasehold land held at Saykha, GIDC Gujrat for transfer value of ₹ 1,870 Lakhs out of which ₹ 1,481.04 lakhs is ouststanding as on March 31, 2025.

71 The President has given his assent to the Code on Social Security, 2020 ("Code") in September 2020. On November 13, 2020 the Ministry of Labour and Employment released draft rules for the Code. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact once the subject rules are notified and will give appropriate impact to its financial statements in the period in which the Code becomes effective.

72 Events after the reporting period

The Group has evaluated subsequent events from the date through May 28, 2025, the date at which the financial statements were available to be issued and determined that there are no material items to disclose.

73 The Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for certain changes made, if any, using privileged/ administrative access rights. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Group as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

74 Relationship with Struck off companies

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in Lakhs)		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2025	As at March 31, 2024	
Jaansi Sampark Consultancy	Trade Payables	Nil	5.28	None
Janak Laboratories Ltd.	Trade Receivables	Nil	3.41	None
Bombay Rayon Fashions Ltd.	Trade Receivables	Nil	0.23	None

75 Other Statutory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended 31st March,2025.

76 The Consolidated financial statements are approved for issue by the Board of Directors of the Parent Company at its meeting held on May 28, 2025.

As per our report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Poonam Todarwal
Partner
Membership No. 136454

Thane, May 28, 2025

For and on behalf of the Board of Directors of
Fermenta Biotech Limited

Krishna Datla
Executive Vice-Chairman
DIN 00003247

Prashant Nagre
Managing Director
DIN 09165447

Sumesh Gandhi
Chief Financial Officer

Varadvinayak Khambete
Company Secretary
ICSI Membership No.A33861

Thane, May 28, 2025

Notes

FERMENTA BIOTECH LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 · **Email:** info@fermentabiotech.com · **Website:** www.fermentabiotech.com

NOTICE

Notice is hereby given that the **Seventy-third Annual General Meeting ("AGM")** of the Members of Fermenta Biotech Limited **("FBL"/"Company")** will be held on **Tuesday, August 12, 2025 at 03:00 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, Reports of the Board of Directors, and the Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of the Auditors thereon.

2. To declare dividend of ₹ 2.50 (Rupees Two and Paise Fifty only) per equity share of ₹ 5 each (50%) for the financial year ended March 31, 2025.

3. To appoint a director in place of Ms. Anupama Datla Desai (DIN – 00217027), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special** Resolution:

   To re-appoint Mr. Satish Varma (DIN: 00003255) as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2025.

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 ('Act'), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of Nomination and Remuneration committee and the Board of Directors (hereinafter referred to as the 'Board'), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Satish Varma (DIN: 00003255) as a Whole–Time Director and Key Managerial Personnel of the Company, designated as Executive Director of the Company ('Executive Director') for a period of 3 (three) years commencing from September 27, 2025 to September 26, 2028 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 28, 2025 entered into between the Company and the Executive Director ('Agreement'), the salient details of which, *inter alia*, are set out in the Explanatory statement; and the period of Executive Director's office shall be liable for determination by retirement of directors by rotation.

   RESOLVED FURTHER THAT the terms of the above-mentioned Agreement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Executive Director in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

   RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to Executive Director by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution".

5. To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special** Resolution:

To re-appoint Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 ('Act'), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of Nomination and Remuneration committee and the Board of Directors (hereinafter referred to as the 'Board'), consent of the members of the Company be and is hereby accorded to re-appoint Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director and Key Managerial Person of the Company ('Executive Director') for a period of 3 (three) years commencing from September 27, 2025 to September 26, 2028 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 28, 2025 entered into between the Company and the Executive Director ('Agreement'), the salient details of which, *inter alia*, set out in the Explanatory statement; and the period of Executive Director's office shall be liable for determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the terms of the above-mentioned Agreement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Executive Director in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to Executive Director by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

6. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

To approve 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025'.

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to the introduction of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme") and implementation through an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"), the salient features of which are furnished in the Explanatory Statement annexed to this Notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 5,00,000 (Five Lakhs) employee stock options ("Options") to the eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than 5,00,000 (Five Lakhs) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Shares"), to be sourced from the secondary acquisition by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution."

7. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

To consider and approve grant of Options to the employees of the subsidiary company of the Company under 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025'.

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("Options") under 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme") to eligible employees of subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2025, within the ceiling of total number of Options and equity shares, as specified in ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme."

8. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

   To approve secondary acquisition of shares through Trust route for the implementation of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025'.

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members be and is hereby accorded to acquire not exceeding 5,00,000 (Five Lakhs) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Shares"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme"), through an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"), in due compliance with the provisions of the SBEB Regulations and other applicable laws.

   RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

   RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

   RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

9. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

   To approve provision of money by the Company for purchase of its own shares by the Trust under 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025'.

   "RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"), by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Shares"), by way of secondary acquisition, for implementation of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme").

   RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on tenure of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

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

To appoint Secretarial Auditor and fix the remuneration.

"**RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereto), Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years i.e. from April 1, 2025 upto March 31, 2030 ("Term"), to undertake secretarial audit as required under the Act and Listing Regulations, on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

11. To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

Ratification of remuneration of Cost Auditor of the Company.

"**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), the members of the Company hereby ratify the payment of remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration Number – 00240), ['Cost Auditor'] to conduct the cost audit in respect of applicable product(s) manufactured by the Company, for the financial year ending on March 31, 2026".

12. To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

Approval for Material Related Party Transactions.

"**RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc), Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), various applicable circulars issued by Securities and Exchange Board of India ('SEBI') including SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions, and the Company's Related Party Transactions Policy and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), between the Company and Fermenta USA LLC, a step-down subsidiary of the Company ('FUSA'), for an aggregate value not exceeding ₹ 100 crores (Rupees Hundred Crores only), details of which are more descriptively set out in the explanatory statement to this resolution, on an arm's length basis and in the ordinary course of business, on such terms and conditions as may be agreed upon between the Company (including the Board of Directors, its committees or any person authorised by the Board) and FUSA from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including finalizing and executing necessary documents, for and on behalf of the Company, and settling all such issues, questions, difficulties or doubts whatsoever that may arise, and to take all such decisions and powers herein conferred to, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee, director(s) or chief financial officer or company secretary or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

13. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

Commission to Non-Executive Directors.

"RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 including rules made thereunder ('Act'), Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), Articles of Association of the Company, and in terms of the recommendation of the Nomination and Remuneration Committee and the Board of Directors in the consent of members be and is hereby accorded to pay and distribute among Non-Executive Directors (including Independent Directors) of the Company such commission in such manner and proportion, as set out in the explanatory statement, upto aggregate of 1% (one per cent) of the net profits, calculated in accordance with Section 197, 198 and/or Schedule V and other applicable provisions of the Act for the financial year 2024-25.

RESOLVED FURTHER THAT the above profit-related commission shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane

Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act').

Item No. 4

Mr. Satish Varma was appointed as a Whole-time Director of the Company (Key Managerial Personnel), designated as Executive Director for a term of three years effective from September 27, 2022, at the Annual General Meeting held on August 12, 2022. Accordingly, his tenure as Executive Director of the Company would end on September 26, 2025.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 28, 2025, re-appointed Mr. Satish Varma as Executive Director on the Board of Directors of the Company for a period of 3 (three) years from September 27, 2025 to September 26, 2028, subject to approval by the members at the ensuing general meeting.

The Executive Director shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 read with Section 2(51) of the Companies Act, 2013 ('Act').

The salient details of the agreement entered into between the Company and Mr. Satish Varma on May 28, 2025 ('Agreement') are as under:

I. **Basic Salary:** Rs. 13,00,000 per month, in the scale of Rs. 13,00,000 per month to Rs. 18,00,000 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee of the Company.

II. In addition to the aforesaid Salary per month, he shall also be entitled to the following perquisites:

   a) Furnished accommodation or house rent @ 30% of Salary per month.

   b) Reimbursement of gas, electricity and water for residence.

   c) Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of one month's basic Salary per month;

   d) Leave travel concession for self and his family subject to ceiling of one month's basic Salary per month;

   e) Club fees: Fees of clubs, subject to a maximum of two clubs;

   f) The Company shall provide two cars with drivers and telephone(s) at residence. Provisions of car(s) and telephone(s) at residence for use on Company's business will not be considered as perquisites;

   g) Children Education Allowance as per rules of the Company;

   h) Personal Accident Insurance Premium as per rules of the Company;

   i) Reimbursement of entertainment and all other expenses actually incurred in the course of legitimate business of the Company;

   j) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Executive Director.

III. **Commission:**

Subject to the provisions of Section 197 of the Act and other applicable statutory provisions, the Executive Director shall be paid commission at such percentage of the net profits of the Company or such quantum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

IV. **Loss of office:**

Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.

V. Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:

a) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.

b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.

c) Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Mr. Satish Varma as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an Annexure 1 to this Notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 28, 2025 executed between the Company and Executive Director for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except Mr. Satish Varma, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above appointment.

The Board of Directors of the Company recommends resolution 4 of this Notice for approval of the members of the Company, as a **Special Resolution**.

Item No. 5

Ms. Anupama Datla Desai was appointed as a Whole-time Director of the Company (Key Managerial Personnel), designated as Executive Director for a term of three years effective from September 27, 2022, at the Annual General Meeting held on August 12, 2022. Accordingly, his tenure as Executive Director of the Company would end on September 26, 2025.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 28, 2025, re-appointed Ms. Anupama Datla Desai as Executive Director on the Board of Directors of the Company for a period of 3 (three) years from September 27, 2025 to September 26, 2028, subject to approval by the members at the ensuing general meeting.

The Executive Director shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 read with Section 2(51) of the Companies Act, 2013 ('Act').

The salient details of the agreement entered into between the Company and Ms. Anupama Datla Desai on May 28, 2025 ('Agreement') are as under:

I. **Basic Salary:** ₹ 10,00,000 per month, in the scale of ₹ 10,00,000 per month to ₹ 15,00,000 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee of the Company.

II. In addition to the aforesaid Salary per month, she shall also be entitled to the following perquisites:

a) Furnished accommodation or house rent @ 30% of Salary per month;

b) Reimbursement of gas, electricity and water for residence.

c) Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of one month's basic Salary per month;

d) Leave travel concession for self and her family subject to ceiling of one month's basic Salary per month.

e) Club fees: Fees of clubs, subject to a maximum of two clubs;

f) The Company shall provide a car with driver and telephone at residence. Provisions of car and telephone at residence for use on Company's business will not be considered as perquisites;

g) Children Education Allowance as per rules of the Company;

h) Personal Accident Insurance Premium as per rules of the Company;

i) Reimbursement of entertainment and all other expenses actually incurred in the course of legitimate business of the Company;

j) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Executive Director.

III. Commission:

Subject to the provisions of Section 197 of the Act and other applicable statutory provisions, the Executive Director shall be paid commission at such percentage of the net profits of the Company or such quantum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

IV. Loss of office:

Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.

V. Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:

a) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.

b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.

c) Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Ms. Anupama Datla Desai as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an Annexure 1 to this Notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 28, 2025 executed between the Company and Executive Director for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except the following, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above appointment:

Interested Director/KMPs/relative	Nature of Interest/Concern	Shareholding in Company (%)
Ms. Annupama Datla Desai	Appointee	8.70
Mr. Krishna Datla	Brother of Appointee	36.04
Ms. Preeti Thakkar	Sister of Appointee	7.61
Ms. Rajeshwari Datla	Mother of Appointee	-

The Board of Directors of the Company recommends resolution 5 of this Notice for approval of the members of the Company, as a **Special Resolution**.

Item Nos. 6, 7 and 8

The Members are requested to note that, the equity compensation schemes are effective tools to reward the talents working with the Company or its subsidiary(ies), as they help align employee interests with long-term shareholder value while creating an ownership culture that supports talent retention, motivation, and attraction for the Company's growing business.

At this juncture, the Company has transited to the next phase of leveraging market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities or holding critical roles as required in the businesses.

In view of above, it is thought expedient to implement an employee stock option scheme wherein employee stock options ("Options") will be granted to the eligible employees, and the equity shares of face value of ₹ 5/- (Rupees Five Only) each of the Company ("Shares") required for the implementation of the proposed scheme, shall be sourced from secondary acquisition. The proposed scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, there will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust.

Further, as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEB Regulations"), where the scheme involves secondary acquisition, it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company ("Board") have approved the draft of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme"), subject to the approval of Members, in their respective meetings held on May 28, 2025 and also approved a trust deed of an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"). Accordingly, the ESOP 2025 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2025 are given as under:

a. Brief Description of the scheme:

Keeping the view of aforesaid objectives, the ESOP 2025 contemplates grant of Options to the eligible employees of the Company and/ or its subsidiary, exclusively working in India or outside India, as determined in terms of the ESOP 2025 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b. Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 5,00,000 (Five Lakhs). Each Option when exercised would be converted into one equity share of face value of ₹ 5/- (Rupees Five Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the scheme:

Subject to determination or selection by the Committee, following classes of employees are eligible being:

i. an employee as designated by the Company, who is exclusively working in India or outside India; or

ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or

iii. an employee as defined in sub-clauses (i) or (ii), of a subsidiary company in India or outside India;

but does not include

i. an employee who is a Promoter or belongs to the Promoter Group;

ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

iii. an Independent Director.

The Committee while granting the Options to any eligible employee(s) of any subsidiary company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d. **Requirements of Vesting and period of Vesting:**

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 5 (Five) years from the date of grant.

The vesting of Options shall be contingent upon employee's continued employment with the Company or its subsidiary, as the case may be. In addition, the Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter to be given to the Option grantee at the time of grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible employee who has been granted benefits under ESOP 2025 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or a holding company or an associate company of the Company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

e. **Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than maximum vesting period of 5 (Five) years from the date of each grant.

f. **Exercise price or pricing formula:**

The exercise price per Option shall be determined by the Committee. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

g. **Exercise period and the process of exercise:**

The exercise period for vested Options shall be a maximum of 3 (Three) years commencing from the date of each vesting or such other shorter period as may be prescribed by the Committee at the time of grant. In case of death or permanent incapacity, the Committee may, at its discretion, allow such additional period for exercise which shall not be more than 12 months from the original prescribed exercise period.

The vested Options shall be exercisable by eligible employee(s) by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee(s). The Options shall lapse if not exercised within the specified exercise period.

h. **Appraisal process for determining the eligibility of employees under the scheme:**

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i. **Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options under the Scheme that may be granted to each employee per Grant and in aggregate (taking into account all grants) vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 2,94,300 (Two Lakh Ninety Four Thousand and Three Hundred only) Options at the time of grant.

j. **Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

k. **Route of the scheme implementation:**

The Scheme shall be implemented and administered by the Trust of the Company.

l. **Source of acquisition of shares under the scheme:**

The Scheme contemplates acquisition of Shares not exceeding 5,00,000 (Five Lakhs) from the secondary acquisition through the Trust.

m. **Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

In addition to the loan to be given by the Company, there is surplus fund lying in the Trust's account after discharge of all outstanding liabilities, including repayment of loans availed from the Company from time to time. These surplus funds may, therefore, be utilized for acquiring shares under the proposed Scheme, in accordance with applicable laws and for the benefit of the employees.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

n. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

The maximum number of Shares that may be acquired by way of secondary acquisition under ESOP 2025 shall not exceed 5,00,000 (Five Lakhs) equity shares which shall be well within the statutory limit as prescribed under the SBEB Regulations.

o. **Accounting and Disclosure Policies:**

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. **Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. **Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Boards' Report.

r. **Period of lock-in:**

The Shares issued/ transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.

s. **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:**

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of draft Scheme of ESOP 2025 shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, is interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2025.

In this background, the Company seeks your approval by way of a **Special Resolution** pursuant to:

i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2025 through Trust route, in resolution 6; and

ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its subsidiary company, working in India or outside India, in resolution 7; and

iii. Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition of 5,00,000 (Five Lakhs) equity shares by Trust under the Scheme, in resolution 8.

Item No. 9

The Members are requested to note that, the Company intends to implement equity compensation scheme namely 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme") for which approval is sought from the members in separate resolutions as stated in the AGM Notice. This proposed Scheme shall be administered through an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"). The proposed Scheme contemplates acquisition of equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Shares") of the Company from secondary acquisition through the Trust.

The Members to further note that, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on tenure of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

In addition to the loan to be given by the company, there is surplus fund lying in the Trust's account after discharge of all outstanding liabilities, including repayment of loans availed from the Company from time to time. These surplus funds may, therefore, be utilized for acquiring shares under the proposed Scheme, in accordance with applicable laws and for the benefit of the employees.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

i. an employee as designated by the company, who is exclusively working in India or outside India; or

ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or

iii. an employee as defined in sub-clauses (i) or (ii), of a subsidiary company in India or outside India.

but does not include

i. an employee who is a Promoter or belongs to the Promoter Group;

ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;

iii. an Independent Director.

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that Trust / designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the Trust / trustee.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name **'Fermenta Biotech Limited ESOP Trust' ("Trust")** having its principal office at A-1501, Thane One, DIL Complex, Ghodbunder Road, Thane, West, 400610.

Details of the Trustee:

S. No	Name	Address	Occupation	Nationality
1	Mr. Suryanarayana Alluri	C/502, Sea Crown, Charkop, Om Sankalp Chs. Ltd., Near Charkop Police Station, Sector – 8, Kandivali (West), Mumbai - 400067	Service	Indian
2	Mr. Vedprakash Gupta	501/3, Dahlia, Vasant Valley, Gandhare, Kalyan (W)- 421301	Service	Indian
3	Ms. Dhanya Ajit	IV / 602, Sarvodaya Ashish, Cholegaon, Thakurli (E), Dombivili, Thane Dist. Pin - 421201	Service	Indian

None of Trustees has any relationship with the promoters, directors, or key managerial personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a **Special Resolution** as set forth in resolution 9 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

Item No. 10

Pursuant to the Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 28, 2025 have approved, appointment of Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, Peer Reviewed Company Secretary in Practice, as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years effective from April 1, 2025 till March 31, 2030, subject to approval of Members of the Company.

Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, has over three decades of experience in the field of secretarial practice including secretarial audit, corporate laws & taxation, securities law, corporate governance, and secretarial compliance. Over the years, Secretarial Auditor has provided services to various companies and clients from diverse industries. V. N. Deodhar & Co. is peer reviewed in terms of the guidelines issued by the ICSI.

Over past several years, V. N. Deodhar & Co. has demonstrated expertise and proficiency in handling secretarial audits of the Company till date.

V. N. Deodhar & Co., has consented to the said appointment and confirmed that the appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India and that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with relevant SEBI Circular.

The Remuneration to be paid to the Secretarial Auditor shall be ₹ 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the above; provided that the Audit Committee is authorized to approve any change in the aforesaid remuneration for the financial years subsequent to March 31, 2026.

The Audit Committee and the Board of Directors have approved and recommended the aforesaid proposal for approval of Members taking into account the Secretarial Auditor's knowledge, expertise and industry experience, and the proposed fee is after taking into consideration the same along with the time and efforts required to be put in by the Secretarial auditor, which is in line with the industry standards. The payment for services in the nature of certifications and other professional work as allowed by applicable law will be in addition to the Secretarial audit fee and shall be determined by the Board (which term includes Audit Committee or the person authorized by the Board).

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

The Board of Directors of the Company recommends resolution 10 of this Notice for approval of the members of the Company, as a **Ordinary Resolution.**

Item No.11

Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (as amended from time to time) provides that the remuneration of the Cost Auditor as recommended by the Audit Committee shall be considered and approved by the Board of Directors of the Company, and thereafter ratified by the members of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Joshi Apte & Associates, Cost Accountants [Firm Registration Number–00240], as Cost Auditors of the Company and their remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy-Five Thousand only) for the financial year 2025-26 plus taxes as applicable. All out of pocket expenses in relation to the said Cost Audit shall be reimbursed to the Cost Auditor as per actuals. The Board of Directors recommends resolution 11 of this Notice for approval of the members of the Company, as an **Ordinary Resolution**.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way interested or concerned in this resolution.

Item No. 12

The Members are informed that:

The Company has a wholly-owned subsidiary named Fermenta Biotech USA LLC incorporated in state of Delaware in United States of America ("FBU"). FBU holds 52% membership interest in Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. Accordingly, FUSA is a step-down subsidiary of the Company, a 'Related Party' as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). FUSA is, *inter alia*, in the domain of human and animal nutrition. The Company sells its products to FUSA for sale and distribution in the foreign markets.

Pursuant to the provisions of Regulation 23(4) and other applicable regulations of Listing Regulations, all material Related Party Transactions and subsequent material modifications as defined by the audit committee require prior approval of the members through resolution, and no related party shall vote to approve such resolution. For this purpose, a transaction with a related party shall be considered 'Material' if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Material RPT").

It is in the business interest of the Company to have members' approval in place for entering into Material RPT with FUSA. Therefore, it is proposed by the Audit Committee to seek members' approval for entering into Material RPT with FUSA for sale of Company's Products to FUSA, upto an amount of ₹ 100 crore in one or more transactions. The said limits/threshold of ₹ 100 crore shall be subject to provisions regarding material modifications as per Company's Related Party Transactions Policy and accordingly, the audit committee of the Company is authorised to approve any modification or variation (including upward variation) in the limits of ₹ 100 crore upto the extent of less than 20% of it. Any modification or variation of 20% or more in the limits/threshold of ₹ 100 crore shall require approval of the members as per the statutory provisions.

The members' approval granted under this resolution shall be valid upto the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval as per Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions ('Industry Standards') read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("Master Circular").

All members of the Audit Committee of the Company have granted approval for entering into the said Material RPT with FUSA. Summary of information provided by the management to the Audit Committee as per Master Circular is set out below.

Sr.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Sale of Company's products.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. FUSA is Company's step-down subsidiary. Company's wholly-owned subsidiary viz. Fermenta Biotech USA LLC holds 52% of membership interest in FUSA.
3	Tenure of the proposed transaction (particular tenure shall be specified);	Valid upto the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval.
4	Value of the proposed transaction	Upto ₹ 100 crore (subject to authority to Audit Committee for modification (including upward variation) as stated above.)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	Value of the proposed transaction is around 21% of the Company's annual consolidated turnover for FY 2024-25.
	(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Value of the proposed transaction is around 200% of FUSA's annual turnover on a standalone basis for FY 2024-25.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure. (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
7	Justification as to why the RPT is in the interest of the listed entity	FUSA will help the Company with greater operational capabilities to enhance Company's footprint in the USA market and other markets and to develop larger customer base. Among other benefits, the sale of Company's products through FUSA helps the Company to cater foreign markets, especially North American and Latin American markets, by supplying the products in competitive timelines i.e. reduction in the transport time. The transactions with FUSA are directly linked to the Company's sales and profits and therefore are crucial for the Company's business.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation is not applicable.
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Consolidated turnover of FUSA is not applicable. Value of the proposed transaction is around 200% of FUSA's annual turnover on a standalone basis for FY 2024-25.
10	Any other information that may be relevant	Nil

The information required to be placed before the shareholders as per Industry Standards are annexed as Annexure 2.

Mr. Prashant Nagre, Managing Director, Mr. Satish Varma, Executive Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA. Except to the extent of their managership in FUSA and shareholding and key managerial position in the Company, none of the Directors and Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve this resolution. The Board of Directors recommends resolution 12 of this Notice for approval of the Members as **Ordinary Resolution**.

Item No. 13

The members are informed that subject to the provisions of Section 197, 198 of the Act read with Schedule V of the Act and Regulation 17(6) of the Listing Regulations, Non-Executive Directors ('NEDs') of the Company can be paid remuneration including profit related commission (even if it is in excess of the aggregate limits prescribed by Section 197 of the Act) with the requisite approval of the members of the Company. Accordingly, the Nomination and Remuneration Committee and the Board of directors, at their respective meetings held on May 28, 2025, have recommended for members' approval the commission aggregating upto 1% (one per cent) of the net profits, calculated in accordance with Section 197, 198 and/or Schedule V and other applicable provisions of the Act, for the financial year 2024-25, notwithstanding that the said commission may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act.

As on date of this Notice, there are 5 (five) NEDs on the Company's Board of Directors including 4 (four) independent directors. The Commission to them is proposed in view of the contribution made by NEDs to the Company in their respective areas of competency and expertise and in value adding and advancing the decisions of the Board by aligning with the overall objectives and vision of the Company.

The members are requested to accord their approval to pay the aforesaid Commission to those NEDs (including Independent Directors) of the Company who were directors of the Company as on March 31, 2025. The Board of Directors recommends recommends resolution 12 of this Notice for approval of the Members of the Company as a **Special Resolution**.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Except NEDs in their capacity as directors and to the extent of their shareholding and commission payable to them vide this resolution (if approved), none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the resolution.

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane

Brief profile of directors being as required under sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard.

Name of the Director	**Mr. Satish Varma** DIN: 00003255 Executive Director	**Ms. Anupama Datla Desai** DIN: 00217027 Executive Director
Age	55 years	46 years
Date of first appointment on the Board	July 01, 2003	September 27, 2019
Qualifications	Computer Science	Post-Graduate in Biotechnology from Mumbai University and Science Graduate from Boston College, USA.
Experience and Area of specialization	Mr. Satish Varma began his career at FBL group in 1995 and has since gained over 30 years of extensive and diverse operational, management and legal experience across the full scope of the Company. He was instrumental in the Solvay demerger in 2000 as well as Crocin brand sale in 1996; events that have shaped the current strategic platform of the Company. Highly enterprising and analytical, he led various projects at FBL. He took direct operational responsibility of the Vitamin D3 business in 1998 and has led to its growth.	Ms. Anupama Datla Desai commenced work in 2006 by joining FBL group and since then, her knowledge and in-depth experience which she gained over the years, have contributed in various business areas including R&D, quality control and implementation of safety policies and procedures across the organization. She is the author of various patent applications filled by the Company. She is in charge of introducing and implementing new technology platforms into the Company and also spearheads the new business development, customer interaction and marketing in India and overseas.
Number of meetings of the Board of the Company attended during FY 2024- 25	7	7
Directorship held in other companies	● Fermenta Biotech (UK) Limited	● Dupen Laboratories Private Limited;
	● Fermenta USA LLC	● Lacto Cosmetics (Vapi) Pvt. Ltd.
	● Fermenta Biotech USA LLC	
Chairmanships/ Memberships of Committee of other Company's Boards	Nil. (No resignation from any listed entity in past 3 years)	Nil. (No resignation from any listed entity in past 3 years)
Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn	As stated in the explanatory statement to the Notice	As stated in the explanatory statement to the Notice
Shareholding of Director (FV of ₹ 5/- each) (as on March 31, 2025)	34,53,325	25,61,265
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	As stated in the explanatory statement to the Notice.

Information as required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013 and other relevant information in relation to appointment/re-appointment and remuneration of directors:

1. **General Information:**

    (1) Nature of industry: Pharmaceutical.

    (2) Date or expected date of commencement of commercial production: The company got engaged in commercial production shortly after its original incorporation.

    (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

    (4) Financial performance based on given indicators:

(Rs. In Lakhs)

Financial Parameters	Financial Year ended on		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Total Income	**44,220.95**	31,524.46	33,737.66
Total Expenses	**36,778.91**	31,085.22	33,576.46
Profit/(Loss) for the year	**6,761.54**	(1,874.33)	(5,700.32)

    (5) Foreign investments or collaborations, if any.: The Company has subsidiaries in Germany, the United States of America and the United Kingdom, the details of which are provided in Annexure 1 to the Board's Report.

2. **Information about the appointee:**

    (1) Background details: Brief profile of directors is provided in the previous table.

    (2) Past remuneration: As provided in the Annexure 3 to the Board's report.

    (3) Recognition or awards:

Under the leadership of directors, the Company has received the following recognitions/ awards among others:

- Excellence in Research & Development Award for VITADEE™ Green at Fi India 2024.
- Outstanding Supply Chain Performing Team- Fermenta Biotech Limited at 10th Edition of Pharma Supply Chain Leadership Awards.
- The Pride of Maharashtra – Best Innovation of the year 2025 in manufacturing sector for VITADEE™ GREEN at 14th Edition of Pride of India Maharashtra Awards.

    (4) Job profile and his suitability: As provided in the brief profile of the directors set out in the previous table and the explanatory statement to the Notice.

    (5) Remuneration proposed: As provided in the explanatory statement to the Notice.

    (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering their expertise and overall experience for last several years in the Company's operations and expansions, it is difficult to compare such remuneration profile with others.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: There is no pecuniary relationship directly or indirectly with the Company except the remuneration and details mentioned in the related party transactions in the financial statements. Relationship with other directors and key managerial personnel are as stated in the explanatory statement to the notice.

(8) Details of shares held by the director are provided in the above table.

3. Other information

(1) Reasons of loss or inadequate profits: External factors like geopolitical instabilities, competition, inflationary pressures leading to decline in the consumption of supplements including vitamins may affect the revenues and its profitability, and the manner of calculation of eligible profits for managerial remuneration as specified in Section 198 of the Companies Act, 2013 may result in inadequacy of profits, and would necessitate the payment of remuneration in excess of the limits specified in Section 197 of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement: The Company has, inter alia, adopted the following measures to further improve the profitability: Enhanced customer offerings; Augmenting the existing ingredient basket with value-added products like Vitamin K1 and plant-source vitamin D3; Strengthening its sourcing, production, and sales and marketing functions; Technology upgradation by way of investing in state-of-the-art machinery to meet stringent quality requirements of customers; and Cost control in all areas and focus on significant improvements in operating costs.

(3) Expected increase in productivity and profits in measurable terms: Although the Company faced challenging situation over last few years mainly because of the geopolitical instabilities and inflationary pressures, FY 2024-25 was a year of financial rebound. The Company registered a net profit of Rs. 67.62 crores in FY 2024-25 against the loss of Rs. 18.74 crores in FY 2023-24. While past performance does not guarantee future results, barring external shocks and unexpected events and risks over which the Company has no control, the Company expects to achieve the growth levels in productivity and profits when such productivity and profits are measured against the levels witnessed in the prior profitable years. Further, the Company expects an increase in the demand for its products. New projects/products should also help the Company earn revenues.

(4) The directors being appointed do not draw any remuneration or commission in any other capacity other than being executive directors or from any other company. The Company has Nomination and Remuneration Policy in place for directors and other employees covered under the same. The Company has remuneration policy for all classes of employees commensurate with their respective qualification, experience, nature of work, position and other relevant criteria.

Annexure 2

Information pursuant to Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions ('RPT')

A. Details of the related party and transactions with the related party

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A1	**Basic details of the related party**		
1.	Name of the related party	Fermenta USA LLC	Approved
2.	Country of incorporation of the related party	The United States of America	Approved
3.	Nature of business of the related party	Human and animal nutrition	Approved
A2	**Relationship and ownership of the related party**		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. FUSA is company's step-down subsidiary. Company's wholly-owned subsidiary, Fermenta Biotech USA LLC, holds 52% of membership interest in FUSA.	Approved
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	As above	Approved
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL	Approved
A3	**Financial performance of the related party**		
7.	Standalone turnover of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ 5,035.73 Lakhs	
	FY 2023-2024	₹ 2,745.67 Lakhs	
	FY 2022-2023	₹ 3,554.92 Lakhs	
8.	Standalone net worth of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ (1,070.70) Lakhs	
	FY 2023-2024	₹ (908.87) Lakhs	
	FY 2022-2023	₹ 54.89 Lakhs	

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
9.	Standalone net profits of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ (116.49) Lakhs	
	FY 2023-2024	₹ (983.45) Lakhs	
	FY 2022-2023	₹ (506.88) Lakhs	
A4	**Details of previous transactions with the related party**		
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. **Note:** Details need to be disclosed separately for listed entity and its subsidiary.	-	Approved
	FY 2024-2025 **S. No.** | **Nature of Transactions** | **Amount (in ₹)** | Sale of Products | 28,89,90,252.83 **FY 2023-2024** **S. No.** | **Nature of Transactions** | **Amount (in ₹)** | Sale of Products | 6,36,49,438.70 **FY 2022-2023** **S. No.** | **Nature of Transactions** | **Amount (in ₹)** | Sale of Products | 13,47,34,571.20	-	Approved
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	₹ 7,92,65,455.4 since April 1, 2025 till the date of approval of the Audit Committee i.e. May 28, 2025.	Approved
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	Approved
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil	Approved
A5	**Amount of the proposed transactions (All types of transactions taken together)**		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Upto ₹ 100 crores.	Approved
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes.	Approved

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21%	Approved
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.	Approved
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	200%	Approved

B. Details for specific transactions

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B1	**Basic details of the proposed transaction** (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods.	Approved
2.	Details of the proposed transaction	Sale of Company's products to FUSA for sale and distribution in the foreign markets.	Approved
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Valid up to the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval.	Approved
4.	Indicative date / timeline for undertaking the transaction	As and when required during the tenure.	Approved
5.	Whether omnibus approval is being sought?	Yes.	Approved
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Upto ₹ 100 crores.	Approved

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
7.	Whether the RPTs proposed to be entered into are: i not prejudicial to the interest of public shareholders, and ii going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards).	Approved
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	FUSA will help the Company with greater operational capabilities to enhance Company's footprint in the USA market and other markets and to develop larger customer base. Among other benefits, the sale of Company's products through FUSA helps the Company to cater foreign markets, especially North American and Latin American markets, by supplying the products in competitive timelines i.e. reduction in the transport time. The transactions with FUSA are directly linked to the Company's sales and profits and therefore are crucial for the Company's business.	Approved
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	Mr. Prashant Nagre, Managing Director, Mr. Satish Varma, Executive Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA.	Approved
a.	Name of the director / KMP	As per above	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL	

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	NIL	Approved
a)	Name of the director / KMP/ partner	NIL	
b)	Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	NIL	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NIL	No such report has been considered considering the nature of transaction.
12.	Other information relevant for decision making.	NIL	
B2	**Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction -**		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	N.A.	-
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	N.A.	-
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	N.A.	-
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	N.A.	-
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	N.A.	-
B3	**Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary – Not Applicable**		
B4	**Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary – Not Applicable**		

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B5	**Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary – Not Applicable**		
B6	**Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary – Not Applicable**		
B7	**Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate – Not Applicable**		
B8	**Additional details for transactions relating to payment of royalty – Not Applicable**		

The Audit Committee has confirmed that relevant disclosures for decision-making were placed before the Committee, and the Committee has determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders. The Audit Committee at its meeting held on May 28, 2025 had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Company as required under Para 3(2)(b) of these Standards. The Audit Committee has confirmed that the transaction involves sale of Company's products to the related party for further sale and distribution and the nature of this transaction is such that it does not require bids to be invited. Referring to the justification provided above, the terms of aforesaid RPT are beneficial to the shareholders.

Notes:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 03/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 followed by Circular Nos. 10/2022, 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and 'SEBI' Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard (hereinafter referred to as "**SEBI Circular**"), holding of Annual General Meeting ("**AGM**") is permitted through Video Conferencing or Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of the Members at a common venue. Hence, the 73rd AGM of the Company is being held through VC/OAVM only and Members can attend and participate in the same through VC/OAVM. In accordance with the Secretarial Standard-2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

2. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act read with MCA Circulars and any other applicable law.

3. The Board of Directors considered and decided to include the Special Businesses specified above. The relevant Explanatory Statement pursuant to Section 102 of the Act with respect to the special business items set out in the AGM Notice ("**Notice**") is annexed and the relevant Explanatory Statement shall form part of the resolution concerned. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.

4. The profile of directors recommended for re-appointment at the AGM, as required by Listing Regulations and SS-2, is furnished herewith along with the Notice. The necessary statutory consent(s) and declaration(s) have been received by the Company from directors'.

5. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with pursuant to MCA Circulars and SEBI Circulars. Therefore, the facility to appoint a proxy to attend and/or cast vote for a member is not available for this AGM. The proxy form, attendance slip and route map are not annexed to this Notice.

6. Pursuant to the provisions of Section 112 and 113 of the Act read with the MCA Circulars, corporate/entity members are entitled to attend and participate in the AGM through VC/OAVM and cast their votes through electronic voting ("**e-Voting**"). Corporate/entity members are required to send a certified copy of its board resolution or governing body resolution or duly executed authority letter / power of attorney (collectively referred as "**Authorization letter**") in .pdf or .jpg format, authorizing its representative to attend

the AGM through VC/OAVM on its behalf and to vote through remote e-Voting or e-Voting. The said Authorization letter shall be sent to the Scrutinizer appointed by the Board of Directors of the Company viz. Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, by email from their registered email address to vndeodhar@gmail.com with copies marked to the Company at ls@fermentabiotech.com.

7. **Dividend related information:**

A. Updation of members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar & Transfer Agents viz. MUFG Intime India Private Limited ("**R&T Agent**"/"**MIIPL**") to record additional details of members, including their PAN details, email address, bank details for payment of dividend for the said updation. Members who have not shared the said information are requested to furnish the above details to the Company / its R&T Agent i.e. in case of shares held in physical mode or to their Depository Participant(s) ("**DP**") in case of shares held in Dematerialisation ("**Demat**") mode.

B. Members are hereby informed that pursuant to Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules), dividend which is remaining unpaid / unclaimed by Members for a period of seven consecutive years and corresponding shares shall be transferred to Investor Education and Protection Fund ("**IEPF**"). During FY 2024-25, unclaimed final equity dividend for the financial year 2016-17 (₹ 81,770) been transferred to IEPF. Correspondingly, 15,595 shares have also been transferred to IEPF.

The details of shares (including FY 2016-17) already transferred to IEPF are available on Company's website at https://fermentabiotech.com/transfer-of-shares-to-iepf.php. Members whose dividend(s) and/ or shares have been transferred to IEPF can now claim their dividend(s) and/or shares from the IEPF Authority by following the 'Procedure to claim Refund' as detailed on the website of IEPF Authority at https://www.iepf.gov.in/IEPF/refund.html

The details of Members whose dividends are lying unpaid/ unclaimed with the Company as on March 31, 2025, are available on the Company's website at https://fermentabiotech.com/dividends-bonus-split-buyback.php. The due dates for transfer of unclaimed/unpaid dividends of the financial year 2017-18 and thereafter are as available at https://fermentabiotech.com/dividends- bonus-split-buyback.php.

All shares in respect of which equity dividend for FY 2017-18 has remained unpaid or unclaimed for seven consecutive years or more shall be transferred by the Company to IEPF by November 03, 2025 along with the unpaid or unclaimed dividend thereon from final equity dividend for financial year 2017-18 onwards. The Company sends individual intimation letters to concerned Members along with advertisement in the newspapers seeking action from the concerned Members. The details of such Members along with their unpaid/unclaimed dividends and corresponding shares due for transfer to IEPF by November 03, 2025 will be made available on the website of the Company i.e. https:// fermentabiotech.com/dividends-bonus-split-buyback.php. Members are requested to claim their unencashed final dividend for the financial year 2016-17 and dividends declared thereafter, if any, by writing a letter to the Company or R&T Agent on or before Tuesday, September 30, 2025.

A. **Deduction of tax at source on Final Dividend payout:**

Dividend of ₹ 2.50 per equity share of ₹ 5 each, if approved, will be paid to those members / beneficial owners whose names appear in the Register of Members as on Record Date Wednesday, August 06, 2025 by electronic transfer to those members who have furnished bank account details to the Company / R&T Agent. Members who have not registered their Electronic Clearing Service (ECS) are requested to register the same with R&T Agent at the earliest. The said Dividend, if approved at the AGM, will be paid to the members on or before Friday, August 22, 2025. As per SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 the physical security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible for any payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("**KYC**"). All Members are requested to update their required details. In the event the Company is unable to pay the dividend to any member directly in their registered bank accounts through ECS or any other electronic means, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the demand draft to such member(s), as soon as possible.

In accordance with the provisions of the Income Tax Act, 1961 (for the purpose of this note, hereinafter referred to as 'the Act') as amended by and read with the provisions of the Finance Act, 2020, with effect from April 01, 2020, dividend declared and paid by the Company is taxable in the hands of the members. The Company shall, therefore, be required to deduct tax at source ("TDS") from dividend paid to the members at the applicable rates.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act.

Please note that since the dividend shall be approved in the forthcoming AGM, it will be taxable to the shareholder in FY 2025-26. Thus, all the details and declarations furnished should pertain to FY 2025-26.

The TDS provisions for various categories of members along with required documents are provided below:

(i) For Resident Members:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Any resident shareholder	10%	Please update the PAN, if not already done, with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited (in case of shares held in physical mode). Deduction of taxes shall not be applicable in the following cases – ● If dividend income to a resident Individual shareholder during FY 2025-26 does not exceed ₹ 10,000/-, ● If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Submission of Form 15G/ Form 15H	Nil	Eligible Shareholder shall provide Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - provided that all the prescribed eligibility conditions are met.
Order under Section 197 of the Act	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	Nil	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and self-attested copy of registration certificate.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income	Nil	A self-declaration that dividend receivable by them is exempt from tax under Section 196 or other relevant provisions of the Income-tax Act, 1961; and Self-attested copies of documents in support of the claim.
New Pension System Trust	Nil	Documentary evidence that the Trust is established in India and is the beneficial owner of the share/ shares held in the Company; and its income is exempt under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882; and it is submitting self-attested copy of the PAN card and self-attested copy of the registration certificate, as applicable.

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Mutual Funds	Nil	Documentary evidence that the person is covered under Section 196 of the Act and a self- declaration that they are governed by the provisions of Section 10(23D) of the Act along with self-attested copy of registration certificate and self-attested copy of PAN.
Alternative Investment fund	Nil	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 and a declaration that its income is exempt under Section 10(23FBA) of the Act, and they are established as Category I or Category II AIF under the SEBI regulations. Self-attested copy of registration certificate and self-attested copy of PAN should be provided.
Other resident shareholder without PAN/ Invalid PAN/ Inoperative PAN	20%	-

Please Note that:

a) A valid Permanent Account Number **("PAN")** will be mandatorily required. If, as statutorily required, any PAN is found to have not been linked with Aadhar number, then such PAN will be deemed invalid, and TDS would be deducted at higher rates under Section 206AA of the Act. We request you to inform us well in advance, if you have not linked your Aadhar with PAN as provided in Section 139AA (2) read with Rule 114AAA. The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing incorrect information about the applicability of Section 206AA in your case.

b) Where the PAN is either not available or is invalid, tax shall be deducted at the rate prescribed as per Section 206AA of the Act or 20%, whichever is higher.

c) Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

(ii) For Non-Resident Members:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Non-resident members	20% (plus applicable surcharge and cess)	Non-resident members may opt for tax rate under the Tax Treaty. The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the company:
		(i) Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities.
		(ii) Self-attested copy of Tax Residency Certificate ("TRC") covering the financial year 2025-26 and obtained from the tax authorities of the country of which the shareholder is resident.
		(iii) Self-declaration in Form 10F (refer format), if all the details required in this form are not mentioned in the TRC.
		(iv) Self-declaration (refer format) by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (non-resident having Permanent Establishment in India would need to comply with provisions of Section 206AB of the Act).
		(v) In the case of Foreign Institutional Investors and Foreign Portfolio Investors, self- attested copy of SEBI registration certificate.
		(vi) In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
		TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided or if any document is not in order. The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.
Non-resident members Submitting Order under Section 195(3) /197 of the Act	20% (plus applicable surcharge and cess) Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Tax resident of any notified jurisdictional area	30% (plus applicable surcharge and cess)	Where any shareholder is a tax resident of any Country or territory notified as a notified jurisdictional area under Section 94A(1) of the Act, tax will be deducted at source at the rate of 30% or at the rate specified in the relevant provision of the Act or at the rates in force, whichever is higher, from the dividend payable to such shareholder in accordance with Section 94A(5) of the Act.

Note:

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend up to ₹ 5,000 or in case Form 15G / Form 15H (as applicable) along with self- attested copy of the PAN card is submitted.
- 10% for other resident members in case copy of PAN card are provided/available.
- 20% for resident members if copy of PAN card is not provided / not available.
- Tax will be assessed on the basis of documents submitted by the non-resident members.
- 20% plus applicable surcharge and cess for non-resident members in case the relevant documents are not submitted.
- Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules.

In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, shareholders will be able to claim refund of the excess tax deducted by filing your income tax return. No claim shall lie against the Company for such taxes deducted.

(iii) For all Members:

Forms 15G/15H/10F for tax exemption can be downloaded from the website of MUFG intime India Private Limited ("**MIIPL**"). The URL for the same is https://www.linkintime.co.in/client- downloads.html - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F."

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html On this page the user shall be prompted to select / share the following information to register their request:

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document).

(iv) Other instructions:

Please note that duly completed and signed documents need to be submitted on or before Friday, August 01, 2025 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after Friday, August 01, 2025 (5:00 p.m. IST).

The Company will arrange to email a soft copy of TDS certificate to member's registered email ID, post completion of all dividend related activities.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from them, option is available to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall, however, lie against the Company for such deduction of TDS.

All communications/queries in this respect should be addressed to MIIPL at its email address rnt.helpdesk@in.mpms.mufg.com. Alternatively, you may contact the Company at ls@fermentabiotech.com.

Members shall also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://incometaxindiaefiling.gov.in.

Further, members who have not registered their email address are requested to write to MIIPL or to the company to register the same.

Members are further requested to complete necessary formalities with regard to their Bank accounts attached to their Dematerialization accounts for enabling the Company to make timely credit of dividend to their respective bank account.

Disclaimer: (a) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by a member, a member will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in such tax proceedings. (b) This Communication is not exhaustive and does not purport to be a complete/correct analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite detailed information and action to be taken by them.

Members are requested to intimate changes, if any, including their name, postal address, e-mail address, telephone/ mobile numbers, PAN, specimen signature, nomination, power of attorney registration, Bank Mandate details, IFS code and other services: (i) to their Depository Participant ("**DP**") in case the shares are held in electronic form and (ii) to MIIPL in case the shares are held in physical form, in the prescribed form i.e. ISR-1- Request for registering PAN, KYC details or changes / updation thereof; (ii) ISR-2- Confirmation of signature of a member by the Banker; (iii) ISR-3- Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies; (iv) ISR-4- Request for issue of Duplicate Certificate and other Service Requests (for shares held in physical form)

Members of the company who are holding shares in physical form are requested to comply with the applicable SEBI circulars vis-à-vis about their folios which are incomplete.

8. Documents for inspection:

a) 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, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM at https://fermentabiotech.com/annual-report.php.

b) All documents referred to in the Notice and the statement pursuant to Section 102 of the Act shall also be available electronically for inspection without any fee by members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ls@fermentabiotech.com.

9. Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

Members holding shares in physical form

a) Regulation 40 of Listing Regulations mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at https://fermentabiotech.com/investor-service-requests.php and on the website of R&T Agent at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant. In view of the above and in order to eliminate associated risks, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the RTA Agent for assistance in this regard.

b) Members holding shares in physical form are requested to furnish Form **ISR-1** (Request for registering PAN, KYC details or changes / updation thereof), Form **ISR-2** (Confirmation of signature of a member by the Banker), Form **ISR-3** (Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies), Form **ISR-4** (Request for issue of Duplicate Certificate and other Service Requests).

c) Members can avail the nomination facility by filing Form **SH-13** (in duplicate) prescribed under Section 72 of the Act and Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or with its R&T Agent (in case of physical shares) and to member's Depository Participant (in case of demat shares). The member can cancel or make variation in the Nomination by filing form **SH-14**.

d) The above forms are available at the R&T Agent's website or will be made available on request in writing to the R&T Agent or to the Company. Forms shall be submitted to R&T Agent viz. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com or upload on their web portal www.in.mpms.mufg.com.

10. In view of the MCA Circulars, the 73rd Annual Report of the Company along with the Notice of the AGM, e-Voting, remote e-Voting procedure is being sent only by e-mail, to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) / R&T Agent for communication purposes.

To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent at the earliest.

11. The Annual Report 2024-25 including the Notice calling this AGM shall be sent to those members who will be holding shares as on Tuesday, July 15, 2025 as per the Register of Members and Register of Beneficial Owners of the Company. The persons who are members of the Company as on **Wednesday, August 06, 2025** ("**Cut-Off Date**") as per the register of members / register of beneficial owners shall be eligible to attend and/or do e-Voting. In case a person becomes a member of the Company after Tuesday, July 15, 2025 and is a member as on the Cut-Off Date, such person may download the above from https://fermentabiotech.com/annual-report.php or request the Company at ls@fermentabiotech.com for obtaining a copy. For remote e-Voting or attending the AGM through InstaMeet, such a member may obtain sequence number/ event number by sending an email to MIIPL at rnt.helpdesk@in.mpms.mufg.com or requesting to the Company at ls@fermentabiotech.com, by mentioning his/her Folio No./ DP ID and Client ID.

12. Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company Secretary at the Registered Office of the Company at least one week before the date of the 73rd AGM, to make the information available at the AGM.

13. Electronic Voting:

i. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company is pleased to provide the facility of remote e-Voting or e-Voting, through MIIPL i.e. MUFG Intime India Private Limited to exercise votes on the items of business given in this Notice, to members holding shares as on Cut-Off Date i.e. Wednesday, August 06, 2025 fixed for determining the members who shall be eligible to attend the AGM, to ascertain voting rights of such members entitled to participate in the remote e-Voting process or voting at the AGM electronically i.e. e-Voting, and to receive the dividend, if approved, as set out in the AGM Notice. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purposes only.

ii. The remote e-Voting period commences on Saturday, August 9, 2025 (9:00 am IST) and ends on Monday, August 11, 2025 (5:00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on Cut-Off Date may cast their vote through remote e-Voting facility. The remote e-Voting module shall be disabled at 5:00 pm IST on August 11, 2025 by MIIPL for voting. Once the vote on a resolution is cast by the member, the same shall not be allowed to change subsequently. A member may participate in the AGM even after exercising his/her right to vote through remote e-Voting, however, his/her voting at the AGM shall not be considered. Alternatively, a member may cast his/her vote through the e-Voting facility provided by the Company during the AGM. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

iii. In case the members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available a https:// instavote.linkintime.co.in, under Help Section or send an email to enotices@in.mpms.mufg.com or contact on: Tel: 022 – 4918 6000.

iv. Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-Voting, remote e-Voting process and ballot forms as referred to notes to this AGM notice in a fair and transparent manner.

v. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and the e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

vi. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at https:// fermentabiotech.com/stock-exchange-intimation.php and on the website of MIIPL at https://instavote.linkintime.co.in/ not later than 2 (two) working days of passing of resolutions at the 73rd AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

vii. Subject to casting of requisite number of assenting votes, the resolutions proposed in the Notice of AGM shall be deemed to be passed on the date of the AGM, i.e. Tuesday, August 12, 2025.

viii. Following instructions regarding voting, attendance, etc. are set out below. Members are requested to follow the latest applicable instructions of MIIPL.

(a) Instructions for members for remote e-Voting.

(b) Instructions for members attending the AGM through VC/OAVM.

(c) Instructions for members to register themselves to speak during the AGM through InstaMeet; and

(d) Instructions for members to vote during the AGM through InstaMeet.

14. Instructions for members/shareholders for remote e-Voting:

i. Pursuant to SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated, November 11, 2024, individual members holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

ii. Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. In case the email Id is not registered, such members can vote through InstaMeet.

iii. Login method for Individual members holding securities in demat mode/ physical mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) 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.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: https://instavote.linkintime.co.in

   Shareholders who have not registered for INSTAVOTE facility:

2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'D' above

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice

  (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

4. Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Investor Mapping"** tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Votes Entry"** tab under the Menu section.

c) Enter the **"Event No."** for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter **"16-digit Demat Account No."** for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select **"View"** icon for **"Company's Name / Event number".**

d) E-voting page will appear.

e) Download sample vote file from **"Download Sample Vote File"** tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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
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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

If shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

15. Process and manner for Members attending the AGM through VC/OAVM (InstaMeet):

1. Members are being provided with a facility to attend the AGM through VC/OAVM through LIIPL by following the below mentioned process. Members may access the same at https://instameet.in.mpms.mufg.com .
2. Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available to the members on first-come-first-served basis.
3. Participation to the members through VC/OAVM shall be made available to members on first-come-first served basis in accordance with MCA Circulars, and it will be closed on expiry of 30 (Thirty) minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the AGM without restrictions of first-come-first-served basis.
4. Members will be provided with InstaMeet facility wherein members shall register their details and attend the AGM as under:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login".**

b) Select the "Company" and 'Event Date' and register with your following details:

i. Demat Account No. or Folio No:

- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders holding shares in physical form – shall provide Folio Number.

ii. **PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

iii. **Mobile No:** Enter your Mobile No.

iv. **Email ID:** Enter your email Id as recorded with your DP/ Company.

c) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

16. Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

Note: Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

17. Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the AGM through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

18. In addition to facility of remote e-Voting or e-Voting provided to the members at AGM and for their wider participation the Company is providing a facility to vote by way of Ballot Form. Members who do not have access to remote e-Voting facility may download the Ballot Form available at Company's website at https://fermentabiotech.com/annual-report.php and send duly completed Ballot Form to reach the Scrutiniser, Mr. V. N. Deodhar, Proprietor of V.N. Deodhar & Co., Practising Company Secretaries, at the Registered Office of the Company not later than Monday, August 11, 2025 (5.00 p.m. IST). Ballot Form received after the said date shall be treated as invalid. A Member may participate in the AGM even after exercising his/her right to vote through Ballot Form. A Member can opt for only one mode of voting i.e. either (a) electronically (either remote e-Voting or e-Voting at AGM) or (b) by Ballot Form. If a Member cast votes by both i.e., Ballot Form as well as electronically, then voting done electronically shall prevail and Ballot Form shall be treated as invalid. The Scrutiniser shall have the right to scrutinise the Ballot Form and decide its validity. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital.

19. The Annual Report 2024-25 including the AGM notice is being uploaded on the following websites: (i) https://fermentabiotech.com/annual-report.php (ii) www.bseindia.com and (iii) https://instavote.linkintime.co.in/.

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane

Notes

This page is intentionaly blank

fbl
fermenta

Fermenta Biotech Limited

A-1501 Thane One DIL Complex
Ghodbunder Road Majiwada
Thane (W) 400610 India
Tel +91 22 67980888
www.fermentabiotech.com