



# GODAVARI DRUGS LIMITED

Regd. Off.: 'Mayfair', S.P. Road, Secunderabad - 500 003. TS, India.

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E-mail : [info@godavaridrugs.com](mailto:info@godavaridrugs.com) | Website : [www.godavaridrugs.com](http://www.godavaridrugs.com)

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September 03<sup>rd</sup>, 2025

To  
Bombay Stock Exchange  
Corporate Relationship Department,  
1st Floor, New Trading Ring, Rotunda Building,  
P.J. Towers,  
Dalal Street, Fort, Mumbai – 400 001

BSE Code: 530317

Dear Sir/Madam,

**Sub: Annual Report of the Company for the financial year 2024-25 and Notice convening 37<sup>th</sup> Annual General Meeting (AGM)**

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of 37<sup>th</sup> Annual Report of the Company along with the Notice of 37<sup>th</sup> AGM for the Financial Year 2024-25, which is being sent through electronic mode to those Members whose email addresses are registered with Registrar and Transfer Agent.

The 37<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, 27<sup>th</sup> September, 2025 at 03.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

You are requested to take note of the same.

Thanking You,

Yours Faithfully  
For Godavari Drugs Limited

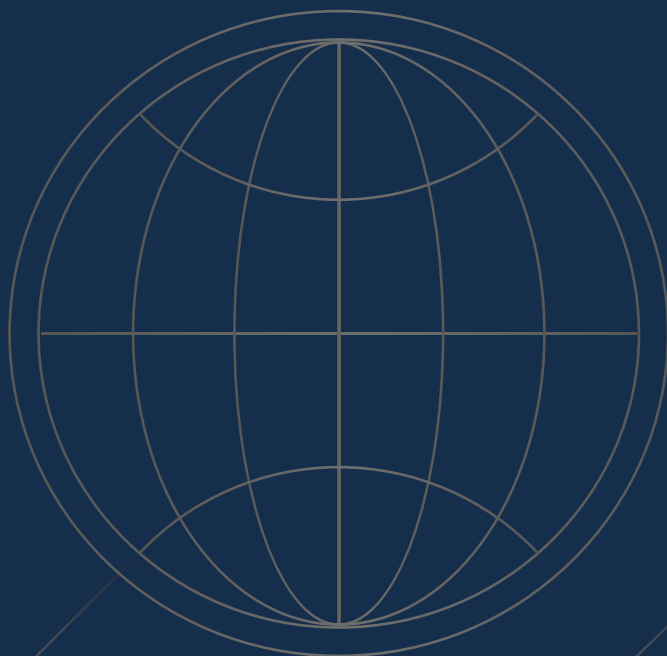
Venkatesh achanta  
Company Secretary & Compliance Officer



**GODAVARI DRUGS  
LIMITED**

**37** YEARS OF  
GODAVARI DRUGS

ANNUAL REPORT  
2024-25



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## Dear Stakeholders,

It gives me great pleasure to share with you the progress and future outlook of your company for the year gone by and the years ahead.

The financial year 2024–25 was marked by strategic investments, process innovations, and capacity enhancement at Godavari Drugs Limited. Despite an industry landscape shaped by regulatory changes, raw material volatility, and global uncertainties, your company has remained resilient and steadfast in its pursuit of sustainable growth.

During the year, revenue from operations stood at ₹11,335.01 lakhs. We achieved an EBITDA of ₹1,280.49 lakhs, representing a margin of 11.30%, and a Profit After Tax of ₹438.00 lakhs with an improved PAT margin of 3.86%. These results reflect our internal efficiencies, prudent cost management, and continuous process optimization.

On the business front, we sharpened our focus on high-potential therapeutic areas, including Anti-HIV, Nootropic drugs, Xanthines, and Anticonvulsants. Significant progress has been made in process innovations to develop cost-effective and globally compliant APIs and Intermediate. Our advanced kilo lab and pilot facilities, along with the adoption of flow chemistry, continuous processes and automated manufacturing practices, are strengthening our readiness for future growth.

A major milestone this year has been the expansion, where we are setting up a state-of-the-art API and intermediate manufacturing facility equipped with automation, designed for global regulatory standards. The same is likely to be commissioned towards the end of the current financial year.

In exports, we have expanded into new markets with differentiated products. Our backward integration initiatives are aimed at improving cost competitiveness, margins, and supply reliability amid global market volatility.

Our commitment to sustainability and safety remains uncompromising. We continue to operate a Zero Liquid Discharge facility and advance green chemistry initiatives in line with international best practices. At the same time, we are investing in our people through training, leadership development, and engagement programs to foster innovation and accountability across the organisation.

Looking ahead, FY 2025–26 is expected to be a year of consolidation and growth. With the commercialization of new APIs and Intermediates, stronger export realization, and benefits from our ongoing expansion and integration efforts, we remain optimistic about delivering enhanced value to all stakeholders.

I extend my sincere gratitude to every member of the Godavari Drugs family for their dedication, to my colleagues on the Board for their valuable guidance, and to our shareholders for their unwavering trust and confidence. I would also like to thank our Bankers for their support as always. Together, we are well-positioned to capture emerging opportunities and build a stronger future for your company.

Warm regards,  
**Ghanshyam Jaju, Chairman**  
**Godavari Drugs Limited**

## Message from Chairman



## Company Information

## Board of Directors

### Mr. Ghanshyam Jaju *Chairman*

A commerce graduate with more than 40 years of experience in business. He was earlier engaged in the family business of cotton ginning pressing industries and Oil Mills. He is a promoter Director of the Company and his the Chairman since inception.

### Mr. Mukund Kakani *Managing Director*

A chemical engineer (B.Tech) from Osmania University and holds an experience of more than 40 years in the industry. He is one of the promoters and Managing Director of the Company since its inception. He is overall in charge of operations and development of the Company.

### Mr. Mohit Jaju *Whole Time Director/CFO*

He is an engineer (BE) by qualification with experience of more than 30 years and is overall responsible for all technical activities, marketing and business development, accounts & finance and compliances in the Company.

### Mr. Dinesh Udpa *Non executive Independent Director*

He holds Bachelor of Technology in Chemical Engineering from University College of Technology, Osmania University, Hyderabad and a Master of Engineering in Chemical Engineering from Indian Institute of Science, Bangalore. He has a decade of experience in the project, engineering, and company management. Extensive experience in basic engineering, detailed value engineering, procurement of equipment and materials, schedule, and cost control, doing due diligence, coordination with design engineers, vendors, and construction teams.

### Mr. Mahendra Bhalerao *Non executive Independent Director*

He is an independent director of the Company. He is an Engineer having a very vast experience in chemistry and engineering having executed many projects during his professional tenure. He is presently the Executive Director of Nichino India Pvt. Ltd. a group company of Nihon Nohyaku Corporation Japan, a multinational company engaged in discovering new innovative proprietary molecules for Pharmaceuticals and Agrochemicals.

### Mrs. Shilpa Bung *Non executive Independent Director*

She is a distinguished professional with a background in both Company Secretary (CS) and Law (LLB). As an Independent Director, she leverages her expertise in corporate governance, compliance, and legal matters to provide strategic oversight and guidance to organisations. Her role typically involves ensuring that the company adheres to legal and regulatory requirements, maintaining high standards of corporate governance, and contributing to the board's decision – making processes. Her dual qualifications in law and company secretarial practice equip her with a comprehensive understanding of both legal and corporate frameworks, making her a valuable asset to the boards she serves.





#### COMPANY SECRETARY

Mr. Venkatesh Achanta

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#### CORPORATE IDENTIFICATION NUMBER

L24230TG1987PLC008016

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#### REGISTERED OFFICE

1-8-303/34, Mayfair, S.P. Road,  
Secunderabad. T.S. - 500003.

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#### CORPORATE WEBSITE & E-MAIL

[www.godavaridrugs.com](http://www.godavaridrugs.com)  
[info@godavaridrugs.com](mailto:info@godavaridrugs.com)

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#### EQUITY SHARES LISTED ON

Bombay Stock Exchange (BSE)

#### DEPOSITORY

NSDL & CDSL

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#### STATUTORY AUDITORS

Ayyadevara & Co.,  
Chartered Accountants,  
Gagan Mahal Colony, Himayat Nagar,  
Hyderabad - 500029.

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#### SECRETARIAL AUDITORS

VSS & Associates,  
4-1-917, Lane Opposite to Scientific  
World, Radha Krishna, 1st Floor, Tilak  
Road, Abids, Hyderabad- 500 001.

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#### BANKERS

Yes Bank Limited  
ICICI Bank Limited

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#### REGISTRAR & TRANSFER AGENTS

CIL Securities Ltd.,  
214, Raghava Ratna Towers,  
Chirag Ali Lane, Abids, Hyderabad,  
Telangana, 500001.

## Our Mission

We envision becoming one of the most respected and impactful pharmaceutical companies in India, recognized for our commitment to quality, affordability, and accessibility in healthcare.

We strive to drive progress by continuously innovating, embracing sustainable technologies, and adopting environmentally responsible practices.

Through science, integrity, and passion, we aim to contribute meaningfully to global healthcare by developing solutions that make a difference in people's lives.

## Our Vision

- At Godavari Drugs Limited, our mission is to create value through unparalleled customer experience, continuous innovation, and operational excellence.

We are dedicated to becoming a trusted leader in the manufacturing of Active Pharmaceutical Ingredients (APIs) and Intermediates, upholding the highest standards of quality, safety, and technical service.

Our goal is to provide reliable, high-quality, and cost-efficient products with exceptional turnaround times, while nurturing long-term, collaborative relationships with our customers and partners across the globe.

## Core Values

- Integrity: We conduct business with transparency, ethics, and accountability.
- Quality: Our commitment to uncompromised product and process quality underpins every decision we make.
- Innovation: We foster a culture of scientific curiosity, continuous improvement, and progressive thinking.
- Sustainability: We aim to operate in a manner that protects the environment and ensures long-term societal benefit.
- Excellence: We strive for excellence in everything we do – from R&D to delivery.





# Welcome to our Company

Godavari Drugs Limited is in the business of Manufacturing of API's, intermediates and fine chemicals, capable of catering to the quality standards and requirements, of the global life science industry.

Established for more than three decades, the company apart from its own products, also explores continual opportunities for loan licence manufacturing with reputed multinational companies.

We combine our intrinsic strengths in chemistry with capabilities of process development, right from laboratory scale to pilot scale in our pilot plant and finally manufacturing at the commercial scale in our manufacturing facilities, which are in line with cGMP requirements. A combination of our chemistry knowledge, with our extremely sound engineering strengths, along with good analytical backup enables us to develop, scale, up and manufacture products right from laboratory to commercial scale.

In more than three decades, we have grown to be an established, strong player with a focus on manufacturing and marketing our own products and exploring Loan licenses and Contract Manufacturing tie-ups with reputed multinational companies for API and drug intermediates.

We combine our intrinsic strengths and capabilities in chemistry and engineering to take up a product and process development right from laboratory scale to pilot to the final manufacturing at the commercial scale in our manufacturing facilities.

## **Culture**

We strive to achieve an engaging work culture that is perpetual in transforming diverse experiences into knowledge into best-in-class products and processes. We encourage innovative out-of-the-box thought processes and innate curiosity to question and drive excellence among our employees.

## **Loan License Manufacturing**

With decades of experience, we have gathered expertise in Contract Research and Loan License Manufacturing of API and Intermediates, to match our Partner's expectations. We offer state-of-the-art R&D, Pilot plant scale-up, and commercial manufacturing facilities in line with cGMO

## **Alliancing and Partnership**

We believe in building partnerships based on hassle-free experience, technical competency, delightful customer experience and trust. We focused to understand and deliver our Partner's requirements punctually to the best-in-class standards and thus forge a mutually beneficial long-lasting relationship.

## **Narcotic Drugs**

Given our diverse experience and knowledge gathered over time, we have the capability of manufacturing Narcotic Drugs. We also offer Loan License/ Contract manufacturing of Narcotic Products to Partners who have such requirements.



# Our Products

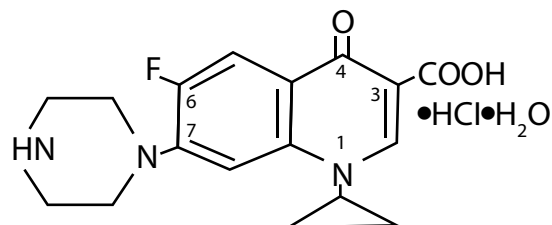
Existing and Under Development

## CIPROFLOXACIN HYDROCHLORIDE

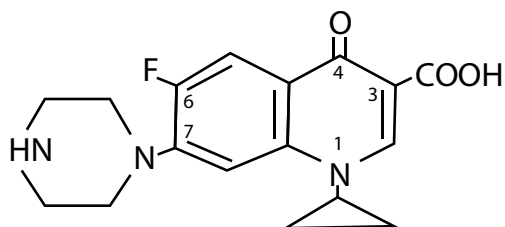
**Chemical Name:** 1-Cyclopropyl-6-fluoro-1,4-dihydro-4-oxo-7-(1 piperazinyl)-3-quinolinecarboxylic acid, Monohydrochloride monohydrate

**CAS No. For Registry:** 86393-32-0

**Therapeutic Category:** For Human consumption as Quinoline antibacterial



## CIPROFLOXACIN



**Chemical Name:** 1-Cyclopropyl-6-fluoro-1,4-

dihydro-4-oxo-7-(1 piperazinyl)-3-quinolinecarboxylic acid

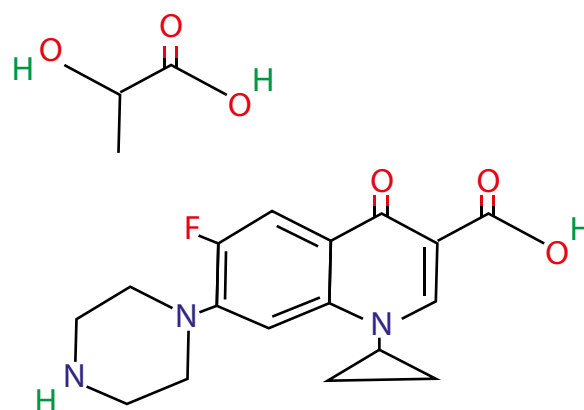
**CAS No. For Registry:** 85721-33-1

**Therapeutic Category:** For Human consumption as Quinoline antibacterial

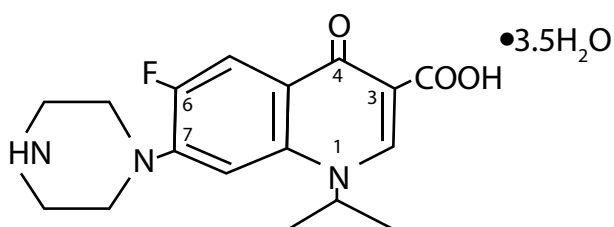
## CIPROFLOXACIN LACTATE

**Chemical Name:** 1-cyclopropyl-6-fluoro-4-oxo-7-piperazin-1-ylquinoline-3-carboxylic acid; 2-hydroxypropanoic acid monohydrate

**Therapeutic Category:** For Human consumption as Quinoline antibacterial



## CIPROFLOXACIN BETAINE



**Chemical Name:** 1-cyclopropyl-6-fluoro-1, 4-dihydro-4-oxo-7-(1-piperazinyl)-3-quinolinecarboxylic acid hydrate

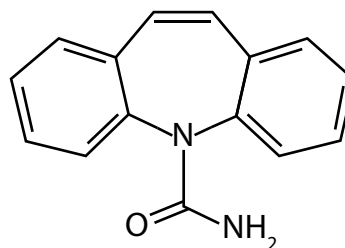
**Therapeutic Category:** For Human consumption as Quinoline antibacterial

## CARBAMAZEPINE

**Chemical Name:** benzo[b][1]benzazepine-11-carboxamide

**CAS No. For Registry:** 298-46-4

**Therapeutic Category:** Anticonvulsant



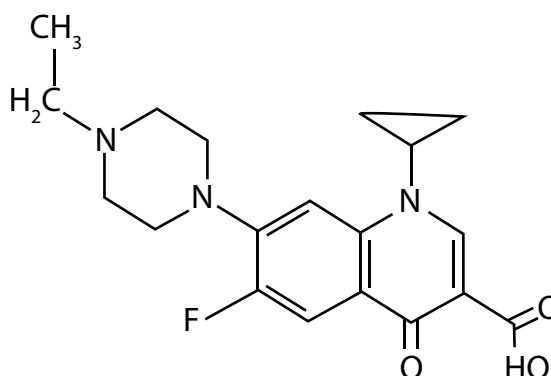
## ENROFLOXACIN

**Chemical Name:**

1-cyclopropyl-7-(4-ethylpiperazin-1-yl)-6-fluoro-4-oxoquinoline-3-carboxylic acid

**CAS No. For Registry:** 93106-60-6

**Therapeutic Category:** For Veterinary consumption as Quinoline antibacterial

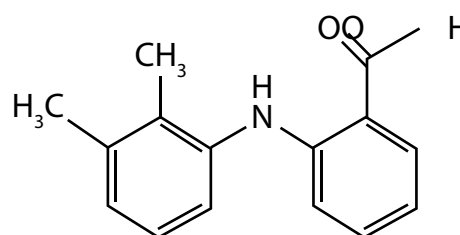


## MEFENAMIC ACID

**Chemical Name:** 2-(2,3-dimethylanilino)benzoic acid

**CAS No. For Registry:** 61-68-7

**Therapeutic Category:** Non steroidal antiinflammatory

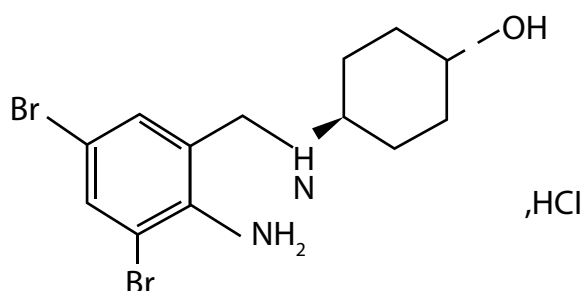


## AMBROXOL HYDROCHLORIDE

**Chemical Name:** 4-(2 Amino-3,5-dibromobenzylamino)-cyclohexanol

**CAS No. For Registry:** 18683-91-5

**Therapeutic Category:** Treatment of Respiratory Disease





# Research & Development Labs and Pilot Plant Facilities

The R & D department has a dynamic team of scientists. There are well - equipped laboratories with all the facilities for R & D work fully backed up by analytical support.

There is also a smart Pilot Plant with all the required equipment and utilities for scaleup of processes from lab scale to Kilogram scale before commercialization. The pilot plant also capable of being used as a production facility for low volume and high value products.

## Chemical Research

- Cost-effective synthesis
- Non-infringing processes
- Green Chemistry

## Analytical Research

- Method development
- Method Validation
- Impurity profiling

## Pilot Plant Facilities

- Vapour phase high-temperature catalytic bed reactors
- Hydrogenators
- Glass-lined reactors
- Stainless steel reactors
- All supporting equipment for filtrations, storage and measuring tanks, etc.,





# Manufacturing Facility

Our Manufacturing facilities are located in Maharashtra Industrial Development Corporation estate at Nanded, Maharashtra, India. The facility has multiple production blocks for APIs and drug intermediates in line with cGMP requirements. The production facilities are backed by separate dedicated quality control laboratories for raw materials and in-process analysis, finished products analysis, instrumentation, and stability studies. There are an adequate number of clean rooms designed as per the required class for the handling of various APIs being manufactured at the facility.

The manufacturing facilities are backed up by adequate utilities and other supportive infrastructure including a full-fledged effluent treatment plant within the premises making us a Zero Liquid Discharge facility.

## Countries of Presence

Bangladesh	Burundi	Congo	Ecuador
Egypt	Ethiopia	Ghana	Iraq
Israel	Lebanon	Liberia	Macedonia
Nepal	Nigeria	Pakistan	Paraguay
Sudan	Turkey	UAE	Vietnam
Indonesia	Thailand	Jordan	

# Environment, Health & Safety

We at Godavari Drugs Limited, ensure that all the manufacturing activities are carried out considering appropriate environmental, health, and safety risk aspects and impacts.

We have a Zero Liquid Discharge facility for the treatment and reuse of all our liquid effluents.

We are committed to the health and safety of our employees. We ensure all health and safety protocols are followed which enables environment and health protection and prevention of accidents.

All the employees and the entire management have an obligation to ensure appropriate environmental, health, safety, and other aspects are considered and followed in all the manufacturing and related activities. By following this, we enable the safety and well-being of all the people within the premises of the company and the society at large.



## EHS Objectives

To identify and update systems for the safety, health, and environmental hazards & risks associated with our manufacturing activities and products.

To minimize waste generation, promote recycling, and towards green chemistry.

To reduce energy consumption.

To reduce harmful solids, liquids, and gaseous emissions.

To create safety awareness among our vendors and customers.

To the best extent possible, to work with suppliers who themselves have sound safety, health, and environmental policies.

To implement and continually improve an Integrated Environmental, Health, and Safety Management compliant culture in all activities.

# Management Discussion and Analysis Report

For the Financial Year Ended 31st March 2025  
[Godavari Drugs Limited]

## I. Industry Structure and Developments

The global pharmaceutical industry in 2025 has been marked by innovation, regulatory transitions, and changing economic dynamics. The sector has shown resilience post-pandemic and is transitioning into a phase dominated by digital transformation, data-driven R&D, and personalized medicine.

In India, the pharmaceutical industry has seen a promising future, driven by the government's PLI schemes and the push for self-reliance under the Atmanirbhar Bharat initiative. Global dependency on Indian APIs remains high due to cost efficiency and compliance with stringent quality standards and various Geo political situation.

### Key industry trends in 2024–25:

- **Strong Demand for Generics and APIs:** India continues to be a global hub for generic manufacturing.
- **Adoption of Flow Chemistry:** Improves process safety and scalability and reduces cost of manufacturing.
- **Investment in CDMO Models:** Pharma companies are increasingly partnering with contract manufacturers to scale operations.
- **Digital and AI Tools:** Used in drug discovery, pharmacovigilance, and quality assurance.
- **Increased Regulatory Surveillance:** Regulatory bodies have intensified inspections and compliance requirements.

The market remains dominated by **small molecule drugs**, contributing over 50% of global pharma sales, due to ease of manufacturing and cost-effectiveness. However, biologics, biosimilars, and complex generics are gaining ground, especially in regulated markets like the US, EU, and Japan.

## II. Opportunities and Business Strategy

### Key Therapeutic Segments and Pipeline Development

Godavari Drugs Limited is leveraging its technical strengths to focus on high-growth therapeutic categories:

1. **Anti-HIV Segment:** Process innovation for cost-effective intermediates going into API's that can meet global HIV treatment demand.
2. **Nootropic Products:** Research on molecules enhancing cognitive performance – an emerging global trend.
3. **Xanthines:** Exploring molecules for anti-inflammatory and bronchodilator applications.
4. **Anticonvulsants:** Expansion of product portfolio beyond Carbamazepine to cater to neurological disorders.

### R&D and Technology Initiatives

- A **state-of-the-art kilo lab and pilot plant** has been commissioned, supporting development and scale-up.
- Adoption of **flow chemistry** and **continuous manufacturing** techniques to improve yields, reduce batch variability and enhance safety.
- Investment in **intermediate manufacturing infrastructure**, with a focus on efficiency, compliance, and cost leadership.

### Manufacturing and Market Expansion

- Ongoing expansion is to increase manufacturing capacity and handle future product launches.
- The new facility will incorporate:
  - ▶ Automation
  - ▶ Advanced instrumentation for safety and precision
  - ▶ Regulatory-compliant plant design
  - ▶ The company is continuously working and is taking significant steps towards tapping into Various Export Markets.



### III. Risks

Despite strategic progress, every company operates in an environment of certain inherent risks.

- Geo political situation can impact raw material imports and exports.
- Fluctuations in foreign currency rates can have impacts.
- Global economic downturns can reduce optional healthcare spending.

#### Mitigation Measures

- Forex risk managed through hedging policies and natural hedge planning.
- Ensuring regulatory preparedness through internal QA audits.
- Supply chain risk minimized through multi-vendor sourcing and strategic inventory buffers.

### IV. Financial Highlights (₹ in Lakhs)

Particulars	FY 2024–25
Revenue from Operations	11,335.01
Other Income	97.72
<b>Total Income</b>	<b>11,432.73</b>
Cost of Materials Consumed	8,523.96
Changes in inventories of finished goods, stock in trade and work-in-progress	(358.20)
Employee Benefit Expenses	502.81
Finance Cost	473.20
Depreciation and Amortisation	244.76
Other Expenses	1483.66
<b>Profit Before Tax</b>	<b>562.54</b>
Tax Expense	124.54
<b>Profit After Tax (PAT)</b>	<b>438.00</b>
Paid-up Share Capital	753.05
Reserves (excluding revaluation reserve)	3,581.56
Earnings Per Share (EPS) – Basic & Diluted	₹5.82

### V. Outlook for FY 2025–26

The company is cautiously optimistic about growth in FY 2025–26, driven by:

- Commercialization of new APIs and intermediates
- Better realization from export markets
- Benefits from backward integration and cost optimization
- Environmental compliance and sustainability projects.

### VI. Risk and Outlook

We are actively addressing global risks through a proactive approach that combines strong risk management practices, continued investment in technology and compliance, and the development of agile supply chains.

## VII. Internal Control Systems

Our company has established a comprehensive internal control framework designed to align with the specific nature of our operations. This framework ensures the regular identification and assessment of risks that may affect the achievement of our objectives. We remain committed to maintaining the highest ethical standards and integrity across all levels of the organization.

To support this, we have implemented well-defined policies and procedures to ensure the effective execution of directives. Relevant information is systematically identified, captured, and communicated in a timely manner. Our internal controls are subject to ongoing monitoring through consistent management oversight and supervisory reviews.

We are pleased to share that there are no cases of fraud have been identified involving management or employees in critical positions within our internal control over financial reporting. Our steadfast commitment to robust internal controls reflects our dedication to transparency, accountability, and sound corporate governance. We remain focused on continuously enhancing this framework to safeguard stakeholder interests and preserve the integrity of our financial reporting processes.

## VII. Human Resources

Godavari Drugs Limited acknowledges that **its people are its core strength**. The company's HR framework is designed to:

- **Attract and retain** technically skilled and innovative professionals
- Provide **continuous learning opportunities**
- Promote a **culture of innovation, accountability, and collaboration**

Key HR initiatives in 2024–25:

- Competency mapping and training interventions
- Leadership grooming programs for mid-level management
- Employee engagement activities and performance-linked rewards

As of 31st March 2025, the company maintained a healthy employee retention rate, reflecting its efforts in building a motivated workforce.

## Conclusion

FY 2024–25 was a year of **strategic investment, process innovation, and infrastructure enhancement** for Godavari Drugs Limited. Despite macroeconomic pressures, the company upheld its commitment to quality, compliance, and sustainability.

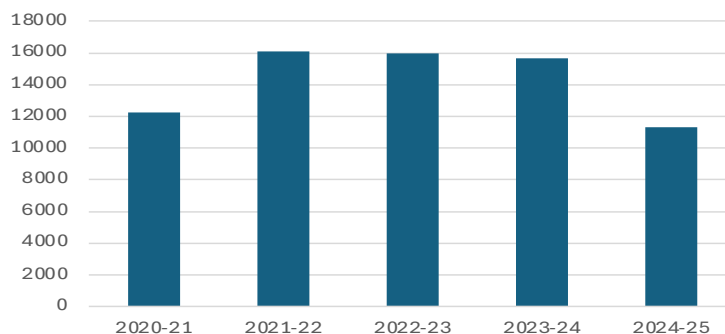
With a clear vision and robust foundations, the company is poised to leverage emerging opportunities and deliver sustainable value to all stakeholders in the years ahead.

# Tracking Our Finances

## Revenue from operations

2020-21	12267.02
2021-22	16110.62
2022-23	15962.48
2023-24	15671.19
2024-25	11335.01

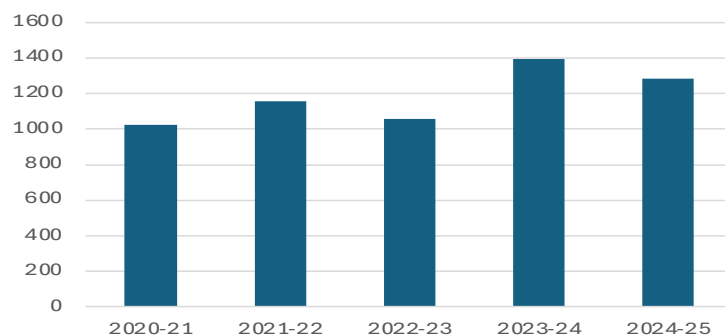
## REVENUE FROM OPERATIONS (IN INR LAKHS)



## EBIDTA

2020-21	1023.71
2021-22	1156.63
2022-23	1057.61
2023-24	1392.18
2024-25	1280.49

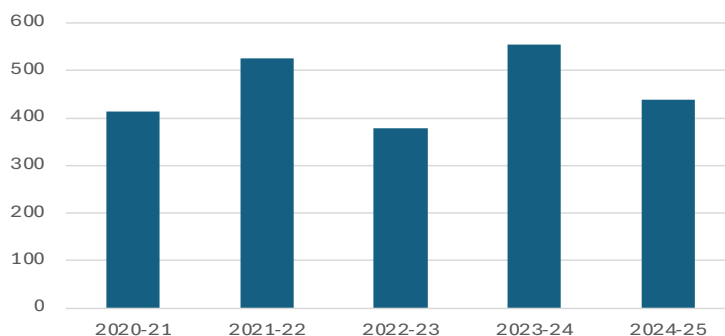
## EBITDA (IN INR LAKHS)



## PAT

2020-21	412.81
2021-22	524.53
2022-23	378.58
2023-24	554.89
2024-25	438.00

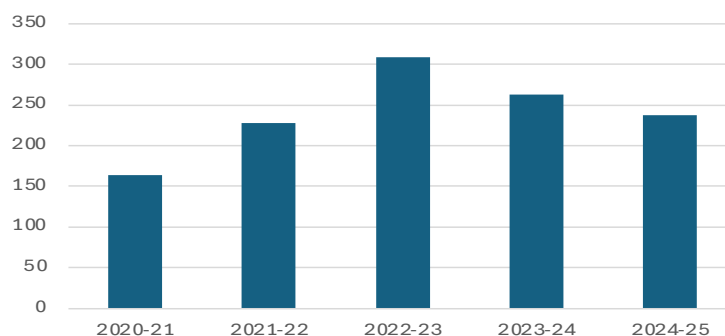
## PAT (IN INR LAKHS)



## Cash and cash equivalent

2020-21	163.83
2021-22	227.64
2022-23	308.46
2023-24	262.29
2024-25	237.33

## CASH AND CASH EQUIVALENTS (IN INR LAKHS)

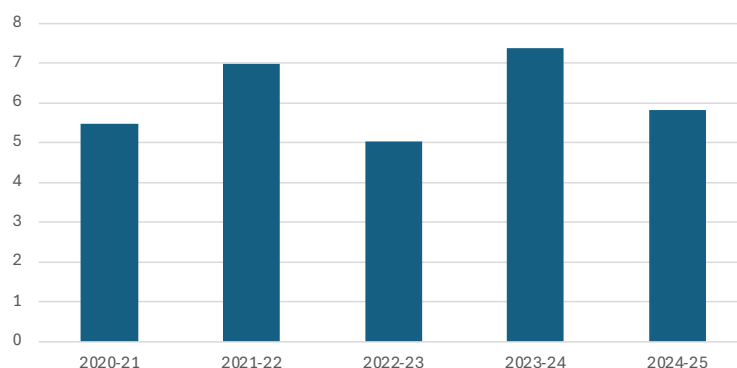




## EPS

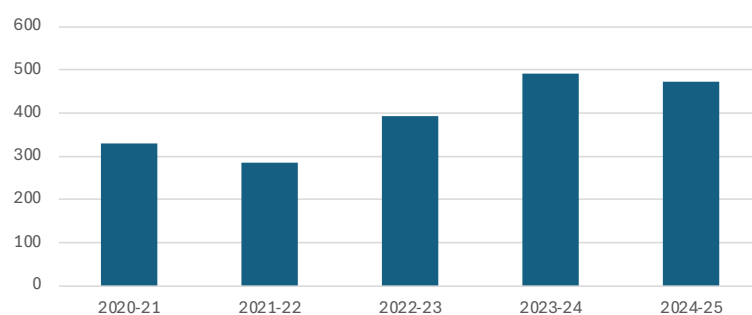
2020-21	5.48
2021-22	6.97
2022-23	5.03
2023-24	7.37
2024-25	5.82

## EPS



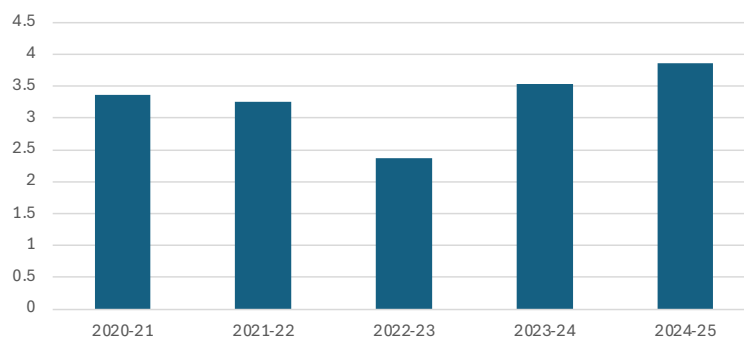
## Finance Cost

2020-21	330.8
2021-22	284.93
2022-23	392.73
2023-24	491.50
2024-25	473.20

FINANCE COST  
(IN INR LAKHS)

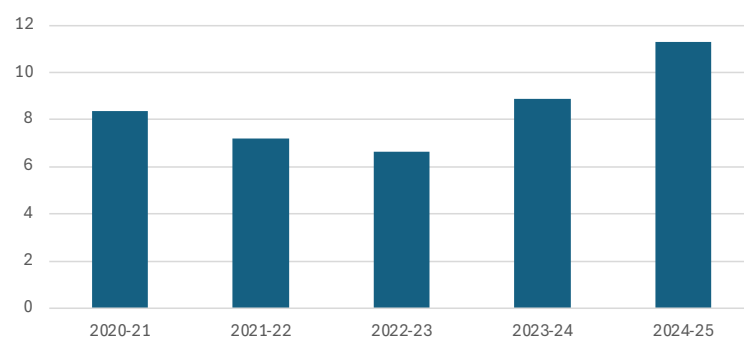
## PAT MARGIN

2020-21	3.37
2021-22	3.26
2022-23	2.37
2023-24	3.54
2024-25	3.86

PAT MARGIN  
(IN %)

## EBIDTA MARGIN

2020-21	8.35
2021-22	7.18
2022-23	6.63
2023-24	8.88
2024-25	11.30

EBIDTA MARGIN  
(IN %)

# NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of M/s Godavari Drugs Limited will be held on Saturday, 27th September, 2025 at 3:00 P.M. IST through Video Conferencing (VC)/ other Audio Visual Means (OVAM) to transact the following businesses: -

## ORDINARY BUSINESS:

**Item No. 1** Item No. 1 To receive, consider, approve and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the Audited financial statement for the year ended March 31, 2025 together with the Auditor's Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."

**Item No. 2** To appoint Mr. Mukund Kakani (DIN 00104646), who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company.

**"RESOLVED THAT** Mr. Mukund Kakani (DIN 00104646), who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company."

## SPECIAL BUSINESS:

**Item No. 3** **Item No. 3 Appointment of Mrs. Shilpa Bung (DIN: 08257931) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ('SEBI Listing Regulations, 2015'), Mrs. Shilpa Bung (DIN: 08257931), who was appointed by the Board of Directors as an Additional Director with effect from 29th May, 2025 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mrs. Shilpa Bung (DIN: 08257931) as an Independent Director of the Company to hold the office for the term of 5 consecutive years up to 28th May, 2030.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shilpa Bung (DIN: 08257931) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mrs. Shilpa Bung (DIN: 08257931) shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless she is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution"

**Item No. 4 Ratification of remuneration payable to M/s. Bharathula & Associates, appointed as Cost Auditors of the company for Financial Year ending 31.03.2026**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Bharathula & Associates, Cost Accountants, who was appointed as Cost Auditor of the Company for the financial year ending March 31, 2026 as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 is hereby ratified."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 5 Appointment of VSS & Associates Company Secretaries, as Secretarial Auditors of the Company for FY 2025-26 to FY 2029-30**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of **M/s. VSS & Associates., Practising Company Secretaries (Firm Registration No.: P2010AP022700)**, as the **Secretarial Auditors** of the Company for a period of **five consecutive financial years commencing from FY 2025-26 till FY 2029-30**, to conduct the secretarial audit of the Company under Section 204 of the Companies Act, 2013 and to issue secretarial audit reports thereunder, on such remuneration as may be mutually agreed upon by the Board of Directors and **VSS & Associates Company Secretaries**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, including filing of necessary forms with the Registrar of Companies and other statutory authorities, as may be required to give effect to this resolution."

**Item No. 6 Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and subject to the approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of ₹10/- (Rupees Ten only) each to ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten only) each, by creation of additional 1,00,00,000 (One Crore) equity shares of ₹10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

**"V.** The Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore only) consisting of 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten only) each, with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**By order of the Board of Directors  
For Godavari Drugs Limited  
CIN: L24230TG1987PLC008016**

**Date: 13.08.2025  
Place: Secunderabad**

**Sd/-  
Mukund Kakani  
Managing Director  
(DIN: 00104646)**



## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('the Act'), setting out the material facts concerning the business with respect to Item No. 3, Item No. 4 and Item No. 5 forms part of this Notice.
2. The relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure-A to this Notice.
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.godavaridrugs.com](http://www.godavaridrugs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
10. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and

cast vote for the members is not available for this AGM. Accordingly, the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

11. The members whose name appears in the Register of member / Beneficial Owners maintained by the Depositories as on cut-off date i.e., Saturday, September 20, 2025 will only be considered for the purpose of remote e-voting and e-voting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Saturday, September 20, 2025 (cut-off date) will be entitled to vote during the AGM.
12. The members attending the AGM who are entitled to vote but have not exercised their right to vote through remote e-voting may vote during the AGM through e-voting for all businesses specified in the accompanying notice, and the members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.
13. A person who is not a member as on the cut-off date i.e., Saturday, September 20, 2025 should treat this Notice for information purposes only.
14. Members can avail the facility of nomination in respect of the equity shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rule thereunder; members desiring to avail this facility may send their nomination in Form SH-13 duly filled in, to the Company, and further, members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company or RTA, with these forms being made available on request.
15. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the register of contracts or arrangements in which the directors are interested and maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2025. Members seeking to inspect such documents can send an email to [info@godavaridrugs.com](mailto:info@godavaridrugs.com).
16. The Company has appointed CS Vidya Harkut, Practicing Company Secretary (CP No.7534) as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting submit her report of the total votes cast in favor or against, if any, to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Manager – Finance & Company Secretary of the Company.
18. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., September 27th, 2025. The results along with the Scrutinizer's Report shall be placed on the website of the Company [www.godavaridrugs.com](http://www.godavaridrugs.com). and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited/National Stock Exchange of India Limited, Mumbai.

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

**The remote e-voting period begins on 24th September, 2025 at 09:00 A.M. and ends on 26th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2025.**

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

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

### Step 1: Access to NSDL e-Voting system


#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.


Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



**NSDL Mobile App is available on**



App Store



Google Play

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vss.associate@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@godavaridrugs.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@godavaridrugs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

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

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

### VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@godavaridrugs.com](mailto:info@godavaridrugs.com). The same will be replied by the company suitably.
- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [info@godavaridrugs.com](mailto:info@godavaridrugs.com) between 20.09.2025 (9.00 a.m. IST) and 23.09.2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### Information at Glance:

Particulars	Details
Time and date of AGM	03:00 P.M (IST), Saturday, September 27, 2025
Mode	Video conference and other audio-visual means
Participation through video-conferencing	Facility provided by NSDL
Cut-off date for e-voting	Saturday, September 20, 2025
E-voting start time and date	09:00 A.M. (IST), Saturday, September 24, 2025
E-voting end time and date	05:00 P.M. (IST) Monday, September 26, 2025
E-voting website of NSDL	<a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>
Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre – Senior Manager National Securities Depository Limited 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Contact details - 022 - 4886 7000
Name, address and contact details of Registrar and Transfer Agent	Mr. V.S.M. Yadav Raju - Dy. Manager CIL SECURITIES LIMITED. 214, Raghavaratna Towers, Chiragali lane, Abids, Hyderabad - 500001.. e-mail: <a href="mailto:rta@cilsecurities.com">rta@cilsecurities.com</a>

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No 3 :**

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mrs. Shilpa Bung (DIN: 08257931) as an Additional Director the Company with effect from 29th May, 2025. Pursuant to provisions of Section 161 (1) of the Act, Mrs. Shilpa Bung would hold office up to the date of this Annual General Meeting.

Further the Board of Directors also appointed her as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

The Company has received a notice in writing, from Mrs. Shilpa Bung (DIN: 08257931), under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mrs. Shilpa Bung, consent in writing to act as a Director of the Company and declaration to the effect that she is not disqualified under Section 164 of the Companies Act, 2013. Also Mrs. Shilpa Bung has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Shilpa Bung is a distinguished professional with a background in both Company Secretary (CS) and Law (LLB). As an Independent Director, she leverages her expertise in corporate governance, compliance, and legal matters to provide strategic oversight and guidance to organizations. Her role typically involves ensuring that the company adheres to legal and regulatory requirements, maintaining high standards of corporate governance, and contributing to the board's decision-making processes. Her dual qualifications in law and company secretarial practice equip her with a comprehensive understanding of both legal and corporate frameworks, making her a valuable asset to the boards she serves.

In the opinion of the Board, Mrs. Shilpa Bung (DIN: 08257931) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that she is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that her experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint her as an Independent Director of the Company, for a period up to 28th May, 2030. She will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 3 of the Notice for appointment of Mrs. Shilpa Bung (DIN: 08257931) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours between 11.30 a.m. to 4.00 p.m. on all working days except Holidays up to the date of the Annual General Meeting.

Except Mrs. Shilpa Bung, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

**Item No 4 :****Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026.

M/s. Bharathula & Associates, Cost Accountants was appointed as the Cost Auditor of the Company for the financial years ended March 31, 2025 to March 31, 2026 for conducting the Cost Audit as mandated by the Act. Pursuant to the



recommendation of the Audit Committee, the Board has considered and approved the re-appointment of M/s. Bharathula & Associates, Cost Accountants, as the Cost Auditor for the financial year ending March 31, 2026 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the resolution set forth in the notice (Item No 4) for approval by the members.

#### Item No 5 :

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 29.05.2025, approved the appointment of **VSS & Associates., Practising Company Secretaries** (Firm Registration No. **P2010AP022700**) as **Secretarial Auditors** of the Company for a period of **five consecutive financial years commencing from FY 2025-26 to FY 2029-30**, subject to the approval of the shareholders.

Pursuant to Section 204 of the Companies Act, 2013, every listed company is required to annex with its Board's Report a Secretarial Audit Report from a Practising Company Secretary. **VSS & Associates.** is a reputed firm of Company Secretaries having significant experience in corporate laws, SEBI regulations, and secretarial audits for listed entities. The Board is of the view that the appointment of **VSS & Associates.** will add value to the Company's corporate governance and compliance framework.

The necessary disclosures as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed as **Annexure IV** to the notice.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the resolution set out in Item No. 5 for the approval of the shareholders as an **Ordinary Resolution**.

#### Item No 6 :

The present Authorized Share Capital of the Company is Rs. ₹10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of ₹10/- (Rupees Ten only) each. The Company proposes to increase its authorized share capital to Rs. ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten only) each to facilitate fund raising in future via issuance of equity shares

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on August 13, 2025, have recommended to increase the Authorised Share Capital to ₹ ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 6 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the members.  
By order of the Board of Directors

**For Godavari Drugs Limited**  
**CIN: L24230TG1987PLC008016**

**Sd/-**  
**Mukund Kakani**  
**Managing Director**  
**(DIN: 00104646)**

**Date: 13.08.2025**  
**Place: Secunderabad**

## Annexure – A

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

S. No.	Name of the Director	Mrs. Shilpa Bung	Mr. Mukund Kakani
1	Director Identification Number (DIN)	08257931	00104646
2	Designation and Category of Director	Independent Director	Managing Director
3	Date of Birth	15/10/1988	04/10/1952
4	Date of First Appointment on Board	29/05/2025	03/12/1987
5	Qualification	Company Secretary (CS) and Law (LLB)	Chemical Engineer
6	Brief profile and Experience in functional Area	Shilpa Bung is a distinguished professional with a background in both Company Secretary (CS) and Law (LLB). As an Independent Director, she leverages her expertise in corporate governance, compliance, and legal matters to provide strategic oversight and guidance to organizations. Her role typically involves ensuring that the company adheres to legal and regulatory requirements, maintaining high standards of corporate governance, and contributing to the board's decision-making processes. Her dual qualifications in law and company secretarial practice equip her with a comprehensive understanding of both legal and corporate frameworks, making her a valuable asset to the boards she serves.	Mr. Mukund Kakani (DIN 00104646) is an Managing Director of the Company. Mr. Mukund Kakani (DIN 00104646) aged 73 years, is a B.Tech in Chemical Engineering with more than 40 years of experience in business. Prior to joining GDL Mr. Kakani was in the family business of Cotton Ginning Pressing factory, Oil Mills and Industrial Ductings, looking after Technical aspects and Marketing. He holds wide experience in Technical, Finance, and Marketing segment
7	Terms and conditions of appointment/ re-appointment	Regularisation of Additional Director as Independent Director in terms of Section 149(10) read with 152 of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
8	Directorships held in other companies (excluding Foreign Companies)	Gennex Laboratories Limited Viaton Energy Private Limited Adon Agro Commodities Limited Kumar's Metallurgical Corporation Ltd Sigachi Laboratories Limited	Godavari Capital Private Limited
9	Listed Entity from which the person has resigned in the Last three years	Virya Resources Limited	Nil
10	Memberships/Chairpersonships of committees of other companies	Member in 6 Committees	0

11	Remuneration Paid	Nil	Sitting fee for attending the meetings of the Board and its Committees
12	Number of Equity Shares held in the Company	Nil	3,50,000 Equity Shares of Rs. 10/- each
13	Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.	Cousin to Mr. Ghanshyam Jaju, Director of the Company

For details of number of meetings of the Board attended during FY 2024-25 and remuneration last drawn, please refer the Corporate Governance Report which forms part of this Annual Report.

# DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the 37th Annual Report on the business and operations of Godavari Drugs Limited ('the Company' or 'GDL') and the Audited Financial Statements for the financial year ended March 31, 2025.

## 1. Financial Highlights

During the year under review, performance of your company is as under:

PARTICULARS	Rupees in Lakhs	
	Year ended 31 <sup>st</sup> March 2025	Year ended 31 <sup>st</sup> March 2024
Total Turnover	11,432.73	15732.94
Revenue from Operations	11,335.01	15671.19
EBITDA	1280.50	1392.18
Less: Finance cost	473.20	491.50
Less: Depreciation	244.76	199.46
Profit before tax & exceptional items	562.54	701.22
Less: Exceptional items	-	9.04
Profit before tax	562.54	692.18
Less: Tax expenses	-124.54	-137.29
Profit After Tax	438.00	554.89
Transferred to general reserve	-	-
Proposed Dividend	-	-

## 2. Company Performance

For the financial year ended 31st March 2025, your Company achieved a turnover of ₹11,432.73 lakhs and recorded a net profit of ₹438.00 lakhs, as against a turnover of ₹15732.94 lakhs and net profit of ₹554.89 lakhs in the previous year.

In light of evolving industry dynamics and to address future challenges effectively, the Company intends to adopt strategic initiatives aimed at revitalizing operational performance. Key focus areas include strengthening the supply chain by diversifying supplier bases, enhancing inventory management systems, and streamlining logistics and distribution frameworks to minimize disruptions and ensure timely product delivery. Furthermore, staying abreast of regulatory developments, fostering stronger customer engagement, and recalibrating marketing and sales strategies in alignment with market trends will be instrumental in reinforcing the Company's competitive position and driving sustainable growth in the pharmaceutical sector.

## 3. Transfer to Reserve

The Company has not made any appropriations to the General Reserve. A sum of ₹438.00 lakhs is proposed to be carried forward as retained earnings in the Statement of Profit and Loss.

## 4. Dividend

To Conserve the Funds for Operations of the Company, the Board does not recommend any dividend for the year ended March 31, 2025.

## 5. Material Changes and Commitments

There were no material changes and commitments affecting the financial position of your Company that have occurred between the end of the financial year 2024-25 and the date of this report.

## 6. Share Capital

During the year under review, there was no change in the paid up share capital of your Company. The paid up Equity Share Capital of your Company as on 31st March, 2025 stood at was Rs.7,53,05,000, comprising of 75,30,500 Equity shares of face value of Rs. 10/- each. During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity.



## 7. Details of Subsidiary, Joint Venture or Associates

During the Financial Year 2024-25 your company does not have any Subsidiaries, associates or joint ventures.

## 8. Listing of Equity Shares

Your Company's equity shares are listed on the following Stock Exchanges:

(i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001, Maharashtra, India;

Your Company has paid the Annual Listing Fees to the said Stock Exchanges for the Financial Year 2024-25.

## 9. Corporate Social Responsibility

Your Company, as part of its Corporate Social Responsibility (CSR) initiative, undertook and supported activities like education & skill development, health & wellness, and environmental sustainability including biodiversity, energy & water consumption.

Your Company has a Policy on Corporate Social Responsibility (CSR). The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as "Annexure IV" to this report. The CSR Policy is posted on the website of your Company which may be accessed at [www.godavaridrugs.com](http://www.godavaridrugs.com)

Further, pursuant to the provisions of Section 135 of the Companies Act, 2013 your Company was required to spend an amount of Rs. 12.58 Lakhs towards CSR Activities. The Board in compliance with the provisions of Section 135(9) of the Companies Act, 2013, and rules made thereunder has not constituted CSR Committee as the amount required to be spent on CSR activities does not exceed 50 Lakh rupees and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

## 10. Internal Control Systems & their adequacy

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to your Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

## 11. Statutory Auditors

M/s Ayyadevara & Co (FRN: 000278S), Chartered Accountants, were appointed as Statutory Auditors of the Company at the 34th AGM held on 16th May, 2022, to hold office till the conclusion of 6th Consecutive Annual General Meeting of the Company to be held in the year 2026-27, at such remuneration as may be mutually agreed upon between the Board of Directors and Statutory Auditors.

M/s Ayyadevara & Co (FRN: 000278S), Chartered Accountants has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company. The profile of the Statutory Auditors is available on the website of the Company at <https://godavaridrugs.com/>.

The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year 2024-25 and the Auditor's Report forms part of this Annual Report.

## 12. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors had appointed M/s VSS & Associates, Company Secretaries, Hyderabad as the Secretarial Auditor of the Company for the financial year 2024-2025. Secretarial Audit Report issued by Sri Vidya Harkut, Practising Company Secretary (CP No.7534), Partner, M/s VSS & Associates, Company Secretaries, Hyderabad in Form MR-3 is enclosed vide "Annexure III" forming part of this report and does not contain any qualification.

The Board of Directors has appointed M/s VSS & Associates, Company Secretaries, Hyderabad as the Secretarial Auditor of the Company for a period of 5 Years the financial year 2025-2026 to Financial Year 2029-2030. Necessary consent has been received from them to act as Secretarial Auditors. M/s VSS & Associates, Company Secretaries, Hyderabad holds Peer Review Certificate No. 4615/2023 dated October 06, 2023, issued by the Institute of Company Secretaries of India, which is valid for a period of five years from the date of issue.

## 13. Cost Auditor

In terms of Section 148 of the Companies Act, 2013 (the Act) read with Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors has appointed to M/s. Bharathula & Associates, Cost Accountants (Firm Registration No. 101019) as Cost Auditor for the financial year 2025-2026. The Audit Committee recommended his appointment and remuneration subject to the compliance of all the requirements as stipulated under the Act and circulars issued thereunder. As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are made and maintained.

**14. Internal Auditor**

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Internal Audit Records maintained by the Company.

During the year 2024-25, the Board has appointed S.K. Lahoti Associates, Chartered accountants as Internal Auditors to undertake the Internal Audit of the Company.

Further, the appointment of M/s. S.K. Lahoti Associates, Chartered accountants as Internal Auditors for financial year 2025- 26 was approved by the Board upon the recommendation of the Audit Committee upon such terms and conditions as mutually agreed, in its meeting held on 29.05.2025.

**15. Explanation to Auditor's Remarks**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

**16. Reporting of Frauds**

During the year under review, there was no instance of fraud, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

**17. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed , M/s. VSS & Associates, Company Secretaries (Peer Review Number: 4615/2023) to undertake the Secretarial Audit of your Company for the FY 2024-25. The Secretarial Audit Report confirms that your Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines and that there were no deviations or non-compliances. The Secretarial Audit Report of the Company as per Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in "Annexure III" to this Report

Further, we would like to clarify that the said Secretarial Audit Report does not contain any observations or qualifications or reservations or adverse remarks or disclaimers.

**18. Compliance with Secretarial Standards**

Your Company has devised proper systems to ensure compliance with the provisions of all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

**19. Details Of Directors Or Key Managerial Personnel Who Were Appointed Or Have Resigned During The Financial Year**

The Board of directors of your Company has an optimum combination of Executive, Non-Executive and Independent Directors including Women Directors.

**i. Independent and Non-Executive Directors**

In the opinion of the Board all the Independent Directors of your Company possess integrity, experience, expertise, and the requisite proficiency required under all applicable laws and the policies of your Company.

All the Independent Directors have given declarations stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of your Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the Independent Directors of your Company have got their names included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Mr. Mukund Kakani (DIN 00104646 of the Company is liable to retire by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers himself for re-appointment. Necessary resolution for her re-appointment is being placed for approval of the members at the AGM. The Board recommends his re-appointment as a Director of the Company. A brief resume of Mr. Ghanshyam Jaju and other relevant information have been furnished in the notice convening the AGM.

## 20. Committees

### i. Audit Committee

Your Board has in place, a duly constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition, attendance, powers and role of the Audit Committee are included in Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

### ii. Other Committees

Apart from the Audit Committee, the Board has also constituted the following committees, in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, which are in place and are discharging their functions as per terms of reference entrusted by the Board:

- ▶ Nomination and Remuneration Committee
- ▶ Stakeholders Relationship Committee

The composition, attendance, powers and role of the Committees are included in Corporate Governance Report which forms part of this Annual Report.

## 21. Policy on Director's Appointment and Remuneration and other matters

### (a) Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee has been formed in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of your Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s), makes appropriate recommendations to the Board and acts in terms of reference of the Board from time to time.

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other Employees pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations and the same is posted on the website of your Company which may be accessed at [www.godavaridrugs.com](http://www.godavaridrugs.com)

The remuneration determined for Executive/Non-Executive Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors are entitled to sitting fees for the Board/Committee Meetings. The remuneration paid to Directors and Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of your Company.

Brief terms of Nomination and Remuneration Policy and other matters provided in Section 178(3) of the Act and Regulation 19 of SEBI Listing Regulations are disclosed in the Corporate Governance Report, which forms part of this Report.

### (b) Familiarization/ Orientation program for Independent Directors:

A formal familiarization program was conducted apprising the directors of the amendments in the Companies Act, rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws to your Company. All the directors were also apprised about the business activities of your Company.

It is the general practice of your Company to notify the changes in all the applicable laws to the Board of Directors, from time to time. The objective of the program is to familiarize Independent Directors on the Board with the business of your Company, industry in which your Company operates, business model, challenges etc. through various programs such as interaction with experts within your Company, meetings with our business leads and functional heads on a regular basis.

## 22. Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and all other committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of your Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of your Company was evaluated, taking into account the views of the Executive Directors & Non-Executive Directors who also reviewed the performance of the Secretarial Department. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The Directors expressed their satisfaction with the evaluation process.

### **23. Particulars of Loans, Guarantees and Investments**

Details of Loans, Guarantees and Investments made during the financial year ended 31st March, 2025, covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are given in the notes to the Financial Statements

### **24. Fixed Deposits**

Your Company has neither accepted nor renewed any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no principal or interest was outstanding as on the date of the Balance Sheet.

### **25. Directors' Responsibility Statement**

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of your Company at the end of the financial year 2024-25 and of the profit or loss of your company for that period;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts for the year 2024-25 have been prepared on a going concern basis.
- v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **26. Vigil Mechanism**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors had formulated Vigil mechanism which is in compliance with the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.godavaridrugs.com](http://www.godavaridrugs.com)

### **27. Risk Management**

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

### **28. Particulars of Contracts or Arrangements with Related Parties**

All Related Party Transactions that were entered during the financial year under review were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations.

None of the transactions entered with related parties falls under the scope of Section 188(1) of the Act.

The Company has adopted a Policy for dealing with Related Party Transactions. The Policy as approved by the Board

may be viewed on the Company's website.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 shall be disclosed in Form No. AOC-2. As "Annexure I."

## **29. Extract of Annual Return**

Pursuant to the provisions of Section 92(3) of the Act, the Annual Return of the Company as on 31st March 2025 is available on the Company's [www.godavaridrugs.com](http://www.godavaridrugs.com).

## **30. Management Discussion & Analysis**

Pursuant to the provisions of Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as "Annexure VI" to this report.

## **31. Change in the nature of business**

There has been no change in the nature of business of your Company during the year under review.

## **32. Particulars of Employees**

The information required pursuant to Section 197 of the Companies Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your Company is herewith annexed as "Annexure V" to this report.

## **33. Corporate Governance**

Your Company has been making every endeavor to bring more transparency in the conduct of its business. As per the requirements of Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance for the year 2024-25 and a Certificate from M/s. VSS & Associates, Practicing Company Secretary is furnished which form part of this Annual Report.

## **34. Human Resources**

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind your Company's vision. Your Company appreciates the spirit of its dedicated employees.

## **35. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Work place**

Your Company strongly supports the rights of all its employees to work in an environment that is free from all forms of harassment. Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Your Company has also constituted an Internal Complaints Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

Your Company has not received any complaint on sexual harassment during the year

## **36. Energy conservation, technology absorption and foreign exchange earnings and outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure II" to this report.

## **37. Significant and material orders passed by the regulators or courts**

- ▶ Appeal Pending with CESTAT, Mumbai amounting Rs. 16, 29,999/-
- ▶ In Respect of Service Tax and Appeal Pending with CESTAT, Mumbai amounting Rs. 3,97,766/-

## **38. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year:**

No application was made or any proceedings pending under the IBC, 2016 during the year ended on 31st March, 2025.

## **39. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:**

During the year under review, the Company has not made any one-time settlement while taking any loans from the Banks or Financial Institutions



**40. Green initiative in corporate governance**

The ministry of corporate affairs ( MCA) has taken a green initiative in corporate governance by allowing paperless compliance by the companies and permitted the service of annual reports and documents to the shareholders through electronic mode subject to certain conditions and the company continues to send annual report and other communications in electronic mode to the members having email addresses.

**41. Acknowledgment**

The Directors express their sincere appreciation to the employees, valued shareholders, customers, bankers suppliers and government authorities for their continued support.

**FOR GODAVARI DRUGS LIMITED**

**Sd/-**  
**Ghanshyam Jaju**  
**(Chairman)**  
**DIN: 00104601**

**Sd/-**  
**Mukund Kakani**  
**(Managing Director)**  
**DIN: 00104646**

**Place: Hyderabad**

**Date : 13.08.2025**

# Annexure - I

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

### 2. Details of contracts or arrangements or transactions at Arm's length basis.

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (In Lakhs)
<b>Rent Paid:</b>				
Sushma Kakani	Relative of KMP	-	NA	4.80
Mohit Jaju	KMP	-		8.40
<b>Interest Paid:</b>				
Ghanshyam Jaju	Director		NA	31.37
Mukund Kakani	Managing Director		NA	35.41
Mohit Jaju	Director		NA	53.99
<b>Sundry Creditors:</b>				

Sushma Kakani	Relatives of KMP	NA	NA	2.59
Mohit Jaju	Director	NA	NA	4.54
<b>Loans:</b>				
Mohit Jaju	Director	Repayable after 31.03.2026	Carries interest rate of 12% p.a.	525.00
Mukund Kakani	Managing Director	Repayable after 31.03.2026	Carries interest rate of 12% p.a.	340.00
Ghanshyam Jaju	Director	Repayable after 31.03.2026	Carries interest rate of 12% p.a.	312.00

Note : As per provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 none of the above mentioned transactions are material in nature

FOR GODAVARI DRUGS LIMITED

Sd/-  
Ghanshyam Jaju  
(Chairman)  
DIN: 00104601

Sd/-  
Mukund Kakani  
(Managing Director)  
DIN: 00104646

Place: Hyderabad  
Date : 13.08.2025

## Annexure - II

### a) Conservation of Energy

The company has installed energy efficient equipments like Multiple effect evaporators to achieve more efficiency in consuming steam and thereby optimising use of fuel.

Steps are taken on a continuous basis including conducting of energy audit to ensure optimal utilisation of power. Continuous efforts are on to identify more energy efficient equipments to achieve better operational and cost efficiencies and also to consciously contribute in our own little way towards reduction in carbon emission

**Capital investment** on energy conservation equipments: Nil

### b) Technology Absorption

#### Efforts made for technology absorption:

Focus is always on new ideas & innovations to support existing businesses. Backward integration has been taken up through innovative technology and in-house R & D has been successfully implemented. New equipments are installed and are running to achieve commercial implementations.

#### Benefits derived:

Focus on efficiency optimization has contributed on obtaining the targeted operations. Achieved better consistency of operation, thereby reaching improved production process, & improved cost of production.

#### Expenditure on Research & Development, if any:

- a. Capital      Rs. Nil
- b. Recurring    Rs. 23,42,792/-
- c. Total        Rs. 23,42,792/-
- d. Total R&D expenditure as a % of total turnovers:      0.21%

Details of technology imported, if any	NA
Year of import	NA
Whether imported technology fully absorbed	NA
Areas where absorption of imported technology has not taken place, if any	NA

Particulars	Unit	2024-25	2023-24
A. Power & Fuel Consumption			
<b>1. Electricity</b>			
a) Purchased			
Units	000KWH	3773.47	4042.55
Total Amount	Rs. In Lacs	382.26	367.56
Average Cost	Rs. / KWU	10.13	9.09

<b>2. Coal</b>			
Quantity	Tons	Nil	Nil
Total Cost / Average Cost	Rs. In Lacs	Nil	Nil
<b>3. Furnace Oil</b>			
Quantity	K.L.	Nil	Nil
Total Cost / Average Cost	Rs. In Lacs	Nil	Nil
Agro / Ind. Waste			
Quantity	Tons	7514.91	8004.80
Total Cost	Rs. In Lacs	367.06	390.98
Average Cost	Rs./ Per/ Kg	4.88	5.13
<b>4. Other / Internal Generation</b>	Nil	Nil	Nil

#### Form for Disclosure of particulars with respect to Conservation of Energy

##### Foreign Exchange Earnings/ Outgo:

Earnings	The foreign exchange earnings on account of sale of goods were USD 0.97 Lakhs (Rs. 78.67 lakhs)
Outgo	The foreign exchange outgo on account of purchase of raw material is USD 82.58 Lakhs (Rs. 6967.41 Lakhs)



# ANNEXURE - III

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2025**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

To,  
**The Members,**  
**Godavari Drugs Limited**  
**CIN: L24230TG1987PLC008016**  
**Secunderabad - 500003**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godavari Drugs Limited (CIN: L24230TG1987PLC008016) (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 Godavari Drugs Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 ("Audit Period") has complied with the statutory provisions listed hereunder and also that the Company has adequate Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 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 thereunder;
- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (To the extent notified).

- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange {SEBI (LODR), 2015}

During the year under review the Company has reasonably complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above as and where applicable.

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 applicable specifically to the Company and have obtained proper licences and their timely renewals:

- (i) The Factories Act, 1948
- (ii) Food and Drugs Administration
- (iii) The Environment ( Protection) Act, 1986
- (iv) Air (Prevention and Control of Pollution) Act, 1981 , Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the Maharashtra Pollution Control Board
- (v) Industrial Safety and Health License

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the year under review.

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 were carried out unanimously/with majority as recorded in the minutes of 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 operations of the company to monitor and ensure compliance with other applicable laws, rules, regulations and guidelines.

For **VSS & Associates**  
Company Secretaries

**Sd/-**  
**CS Vidya Harkut**  
**FCS No. : F 7086; C P No.:7534**  
**UDIN: F007086F000500194**  
**Peer review No. 4615/2023**  
**(Partner)**

**Place: Hyderabad**  
**Date: 13.08.2025**

To,  
The Members,  
Godavari Drugs Limited  
CIN: L24230TG1987PLC008016  
Secunderabad- 500003

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **VSS & Associates**  
Company Secretaries

Sd/-  
**CS Vidya Harkut**  
FCS No. : F 7086; C P No.:7534  
UDIN: F007086F000500194  
Peer review No. 4615/2023  
(Partner)

**Place: Hyderabad**  
**Date: 13.08.2025**

# Annexure IV

## Annual Report on CSR Activities [Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of CSR Policy of the Company:

As an integral part of our Commitment to good corporate citizenship, we at Godavari Drugs Limited are aimed at demonstrating care for the community through its focus on education & skill development, health & wellness, and environmental sustainability including biodiversity, energy & water consumption. Also embedded in this objective is support for the marginalized cross-section of the society by providing opportunities to improve their quality of life.

2. Composition of CSR Committee:

The Board in compliance with the provisions of Section 135(9) of the Companies Act, 2013, and rules made thereunder has not constituted CSR Committee as the amount required to be spent on CSR activities does not exceed 50 Lakh rupees and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

3. 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:

weblink: <https://www.godavaridrugs.com>

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable – Not applicable

5. Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any : Nil

6. Average Net Profit of the Company as per Section 135 (5) of the Act : Rs. 629.23 Lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5) of the Act : Rs. 12.58 Lakhs

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

(c) Amount required to be set-off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year ( 7a +7b -7c): Rs.12.58 Lakhs

8. (a) 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
Rs 12.63 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the Financial year: Nil

(a) Details of CSR amount spent against other than ongoing projects for the Financial Year: Rs. 12.63 Lakhs

1)	2)	3)	4)	5)		6)	7)	8)	
Sl. No	Name of the Projects	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project		Amount spent in the current Financial Year	Mode of Implementation Direct Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR no.
1	Education & Rural Development	Promoting Education & Rural Development	Yes	Maharashtra	Nanded	Rs. 12.63 Lakhs	Yes	Aid to Physical Impaired, other government institutions & Rural Area	

(b) Amount spent in administrative overheads : Nil

(e) Amount spent on impact assessment, if applicable: Not applicable

(c) Total amount spent for the financial year (8c+8d+8e) : Rs. 12,62,906/-

(d) Excess amount for set off, if any : Nil

Sl.No	Particular	Amount (in Rs.)
i.	Two percent of average net profit of the company as per section 135(5)	Rs 12,58,470/-
ii.	Total amount spent for the Financial Year	Rs 12,62,906/-
iii.	Excess amount spent for the financial year [(ii)-(i)]	Rs. 4,436/-
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)]	NA

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not applicable

11. Specify the reason (s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) : Not applicable

**FOR GODAVARI DRUGS LIMITED**

**Sd/-**  
**Ghanshyam Jaju**  
**(Chairman)**  
**DIN: 00104601**

**Sd/-**  
**Mukund Kakani**  
**(Managing Director)**  
**DIN: 00104646**

**Place: Hyderabad**  
**Date : 13.08.2025**



## Annexure – V

### REPORT ON MANAGERIAL REMUNERATION

[As per Section 197 of the Companies Act, 2013, Read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**(A) Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (appointment and Remuneration of managerial personnel) rules, 2014.**

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary, ratio of the remuneration of each Director to the median remuneration of the employees of the company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for financial year 2024-25 (in Lakhs)	% increase in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/ to median remuneration of employees
1	Ghanshyam Jaju Chairman	Nil	Nil	Not Applicable
2	Mukund Kakani Managing Director	18.00	No Change	4.94:1
3	Mohit Jaju Executive Director	18.00	No Change	4.94:1
4#	Syed Hussain Independent Director	0.80	No Change	0.22:1
5#	Dinesh Udpa Independent Director	0.60	Nil	0.16:1
6#	Vimala Madon Independent Director	0.80	No Change	0.22:1
7#	Mahendra Uday Bhalerao Independent Director	0.80	No Change	0.22:1
8	Venkatesh Achanta Company Secretary & Compliance Officer	5.40	No Change	1.48:1

# Sitting fees is also considered for calculation of remuneration for the above purpose

#### II. Percentage increase in the median remuneration of employees in the financial year:

The median remuneration is Rs. 30,714/- and the percentage increase in the median remuneration of employees in the financial year is 0.68%.

#### III. Number of permanent employees on the rolls of company:

Number of employees on the role of the Company as on 31st March, 2025 was 106 Nos.

**IV. 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:**

The average increase in salaries of employees other than managerial personnel in 2024-25 was 0.56% Percentage increase in the managerial remuneration for the year was -0.37%.

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

It is hereby affirmed that the remuneration paid to directors, key managerial personnel and members of senior management is as per the Nomination and Remuneration Policy of the Company.

**(B) Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of the companies (appointment and Remuneration of managerial personnel) rules, 2014.**

- Employed throughout the financial year and was in receipt of remuneration for the year in aggregate of not less than Rs. 1,02,00,000:- NIL
- Employed for a part of the financial year and was in receipt of remuneration at a rate in aggregate not less than Rs. 8,50,000/- per month:- NIL
- Employed throughout the financial year or part thereof, was in receipt of remuneration in the year which, in the aggregate or at a rate which in the aggregate was in excess of that drawn by the Whole-time Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company:- NIL

# Corporate Governance Report

***“Corporate Governance” refers to the framework of systems, principles, and processes through which a company is directed and controlled. It provides the foundation for achieving the company’s objectives in a manner that enhances value creation and ensures long-term benefits for all stakeholders. In today’s dynamic and complex business environment, robust corporate governance practices are vital for building trust, ensuring accountability, and fostering sustainable growth..***

## Company’s Philosophy on Corporate Governance

Your Company has established robust systems, protocols, and processes that form the foundation of its Corporate Governance framework. It has consistently adhered to fair, transparent, and ethical governance practices, considering them essential for enhancing long-term shareholder value and sustaining investor confidence and trust.

The Company believes that Corporate Governance is not merely a regulatory obligation but a core business principle that must be embedded in the organization’s culture. It involves aligning business practices with strong value systems, ethical conduct, and full compliance with applicable laws and regulations to achieve the Company’s objectives.

The Company is committed to growth and success through a governance model that is ethical, sustainable, and competitive. Its policies, procedures, and decisions are meticulously designed to uphold the principles of good governance, thereby enhancing operational performance, strengthening stakeholder value, and fulfilling its responsibilities towards the government, shareholders, employees, and other stakeholders.

## Board of Directors

The composition of the Board of Directors of your Company is fully aligned with the requirements of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time.

As on 31st March, 2025, the Board comprised seven (7) Directors, including four (4) Independent Directors, one of whom is a Woman Independent Director. The Chairperson of the Board is a Non-Executive Director, in accordance with the applicable regulatory norms.

All Directors on the Board have complied with the limits prescribed under Regulation 26(1) of the Listing Regulations, which restricts the number of committee memberships to ten and chairpersonships to five across all listed public companies. Each Director has submitted the necessary annual disclosures regarding their committee positions and directorships, confirming compliance.

Further, none of the Independent Directors had any material pecuniary relationship or transactions with the Company, its promoters, or its management during the financial year 2024–25 that could compromise their independence. All Independent Directors satisfy the criteria specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

### a) Number of Board Meetings and Attendance of the Directors at Meetings of the Board and at the Last Annual General Meeting

The Board of Directors met four (4) times during the financial year under review, on 30th May, 2024, 14th August, 2024, 14th November, 2024, and 12th February, 2025. The requisite quorum was present at all meetings. The Board convened at least once in each calendar quarter, and the interval between any two consecutive meetings did not exceed the statutory limit of one hundred and twenty days. These meetings were well attended by the Directors. The 36th Annual General Meeting (AGM) of the Company was held on Thursday, 29th August, 2024 at 03:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

The names and categories of the Directors, their attendance at the Board Meetings held during the financial year ended 31st March, 2025 and at the 36th Annual General Meeting held on 29th August, 2024, along with the number of directorships and committee positions held by them in other public limited companies, are as follows:

Name of the Director	Category	No. of Board Meetings Attended (2024-25)	Attendance at 36th AGM (29-Aug-2024)	Directorships in Other Companies		Committee Memberships*	Committee Chairmanships*	Name of other listed entities where he/she is a director and category
Mr. GHANSHYAM JAJU	Non-Executive – Non-Independent Director, Chairperson	4	Yes	2 Public	1 Private	2	Nil	Nil
Mr. MUKUND KAKANI	Executive Director	4	Yes	1 Public	1 Private	Nil	Nil	Nil
Mr. MOHIT JAJU	Executive Director, Whole-time Director	4	Yes	1 Public	1 Private	1	Nil	Nil
Mr. SYED ANIS HUSSAIN	Non-Executive - Independent Director	4	Yes	2 Public	0	Nil	3	Nil
Mrs. VIMALA BEHRAM MADON**	Non-Executive – Independent Director	4	Yes	1 Public,	1 Private	Nil	Nil	Nil
Mr MAHENDRA UDAY BHALERAO	Non-Executive - Independent Director	4	Yes	1 Public	2 Private	3	Nil	Nil
*Mr DINESH UDPA	Non-Executive - Independent Director	4	Yes	Nil	Nil	Nil	Nil	Nil
Mrs. SHILPA BUNG***	Non-Executive – Independent Director	Appointed on 29-May-2025 (Post FY)	N.A.	—	—	—	—	—

\* Memberships/Chairmanships include only Audit Committee and Stakeholders' Relationship Committee of other public companies.

\*\* Mr. Syed Anis Hussain and Mrs. Vimala Behram Madon ceased to be Independent Directors w.e.f. 23rd June, 2025 upon completion of their second term.

\*\*\* Mrs. Shilpa Bung (DIN: 08257931) was appointed as an Independent Director w.e.f. 29th May, 2025, post FY end; her attendance is not applicable for FY 2024–25.

#### b) Disclosure of relationships between directors inter-se:

1. Mr. Ghanshyam Jaju, Non-Executive Chairperson of the Company, is the father of Mr. Mohit Jaju, who serves as the Whole-time Director and Chief Financial Officer (CFO) of the Company.

**c) Number of Shares held by Non-Executive Directors**

Name of Director	Designation	No. of Shares held
MR. SYED ANIS HUSSAIN	Independent Director	-
MR. RAMESHBABU TELUGU	Independent Director	-
MRS. VIMALA BEHRAM MADON	Independent Director	-
MR. MAHENDRA UDAY BHALERAO	Independent Director	1,500
MR. DINESH UDPA	Independent Director	-

**d) Familiarization Programme for Independent Directors**

The Company conducts a structured and comprehensive familiarization programme for all its Directors, particularly for Independent Directors, at the time of their appointment and on a continuous basis during their tenure. The programme includes detailed induction sessions to acquaint new Independent Directors with the Company's history, vision, values, business model, industry landscape, and the regulatory environment in which it operates. As part of this process, the Managing Director and senior executives make detailed presentations on the Company's strategic priorities, operational performance, governance practices, and risk management framework.

In addition to induction, ongoing familiarization sessions are conducted at regular intervals during Board and Committee meetings. These sessions cover in-depth briefings on the Company's business strategy, financial performance, industry developments, technological innovations, and functional updates. Interaction with various levels of management is also facilitated to help Directors gain practical insights into the functioning of the Company.

Independent Directors are provided with comprehensive material and relevant documents in advance to ensure meaningful participation in discussions. They are also periodically apprised of changes in the regulatory and policy landscape and their implications for the Company. The details of the familiarization programme, including the number of sessions attended and cumulative hours spent, are made available on the Company's website at: [www.godavaridrugs.com](http://www.godavaridrugs.com)

**e) Skills / Expertise / Competencies of the Board of Directors**

In line with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has identified the following core skills, expertise, and competencies that are required in the context of the Company's business operations. These skills are currently available with the existing Board members:

**Core Skills / Competencies Identified by the Board**

- Understanding of the Company's business, policies, and culture – including mission, vision, values, industry knowledge, major risks/threats, and strategic opportunities.
- Behavioral competencies – ability to apply experience and knowledge to enhance the Company's growth, culture, and ethical standards.
- Business strategy, sales and marketing, corporate governance, forex and financial management, administration, and decision-making abilities.
- Financial, operational, and risk management skills – including troubleshooting, resource planning, and mitigation strategies.
- Technical / Professional expertise – specialized experience in relation to the Company's core business sectors.



**Matrix of Skills / Competencies Available with Current Directors (as on 31st March, 2025)**

Skill / Competency Area	Mr. Ghanshyam Jaju	Mr. Mukund Kakani	Mr. Mohit Jaju	Mr. Syed Anis Hussain	Mrs. Vimala Behram Madon	Mr. Mahendra Uday Bhalerao	Mr. Dinesh Udpa
Finance, Law, Management, Administration	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry / Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Corporate Governance, Strategic Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes
International Marketing and Sales	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Note: **Mrs. Shilpa Bung**, who was appointed as an Independent Director w.e.f. 29th May, 2025, will be included in the skill matrix from FY 2025–26.

**f) Confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.**

The Board of Directors hereby confirms that, in its opinion, the **Independent Directors** of the Company meet the conditions prescribed under the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** as well as the provisions of the **Companies Act, 2013**, and are **independent of the management**.

**g) Committees of the Board**

The Company has constituted the following **three statutory Board-level Committees**, which function under the supervision of the Board in accordance with their respective terms of reference:

- 1. Audit Committee**
- 2. Nomination and Remuneration Committee**
- 3. Stakeholders' Relationship Committee**

All decisions relating to the constitution of these Committees, appointment of members, and determination of terms of reference are made by the Board of Directors in accordance with the applicable regulatory framework.

Details regarding the **composition, roles, responsibilities, and the number of meetings** held by each of these Committees during the financial year, along with the attendance of members, are provided in the sections below.

**(a) Audit Committee**

The Company has a qualified and independent Audit Committee which consists of **3 Directors**, including **2 Independent Directors** and **1 Executive Director**, who provide assistance to the Board of Directors in fulfilling its responsibilities.

The composition of the Audit Committee is in accordance with the requirements of **Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, **Section 177 of the Companies Act, 2013**, and **Rules 6 and 7 of the Companies (Meetings of Board and its Powers) Rules, 2014**.

The Audit Committee meets regularly as required and exercises its powers in accordance with the framework defined by the Board. The terms of reference of the Audit Committee are as set out by the Board and are in accordance with the aforesaid provisions.

During the year under review, **four (4) meetings** of the Committee were held on **30th May, 2024, 14th August, 2024, 14th November, 2024**, and **12th February, 2025**. The gap between two meetings did not exceed one hundred and twenty days. The composition of the Audit Committee and the details of meetings attended by each of the members are given below:

Name of Director	Designation / Category	Attendance at the Meetings held on			
		30/05/2024	14/08/2024	14/11/2024	12/02/2025
Mr. Syed Anis Hussain	Chairman – Independent Director	Y	Y	Y	Y
Mr. Mohit Jaju	Member – Executive Director	Y	Y	Y	Y
Mr. Mahendra Uday Bhalerao	Member – Independent Director	Y	Y	Y	Y

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Some of the important functions performed by the Committee are:

- Oversight of financial reporting process and disclosure of financial information.
- Review of quarterly, half-yearly, and annual financial statements.
- Review of internal audit reports and risk management systems.
- Recommendation for appointment, remuneration and terms of appointment of auditors.
- Reviewing related party transactions and overseeing the vigil mechanism.

**Note:** A meeting of the Audit Committee was held on **29th May, 2025**, subsequent to the end of the financial year. At this meeting, the Board reconstituted the Audit Committee owing to the completion of the second term of **Mr. Syed Anis Hussain (DIN: 00115949)** as Independent Director, effective **23rd June, 2025**.

#### **Reconstituted Audit Committee (effective 23rd June, 2025):**

- **Mr. Mahendra Uday Bhalerao** – Chairperson (Independent Director)
- **Mr. Dinesh Udpa** – Member (Independent Director)
- **Mr. Mohit Jaju** – Member (Executive Director)

This reconstitution will be duly reflected in the Corporate Governance Report for FY 2025–26.

#### **Terms of Reference of the Audit Committee**

The Audit Committee of the Company operates under a defined Charter and is entrusted with the following responsibilities:

1. To oversee the Company's financial reporting process and disclosure of financial information to ensure accuracy, sufficiency, and credibility of financial statements.
2. To recommend to the Board the appointment, re-appointment, replacement, or removal of statutory auditors and the fixation of audit fees.
3. To approve payments to statutory auditors for services other than the audit.
4. To review, with the management, the annual financial statements before submission to the Board, with particular reference to:
  - a) Director's Responsibility Statement as per Section 134(3)(c) of the Companies Act, 2013
  - b) Changes in accounting policies and practices and the reasons for the same
  - c) Major accounting entries involving estimates based on management judgment
  - d) Significant audit adjustments
  - e) Compliance with listing and legal requirements relating to financial statements
  - f) Disclosure of related party transactions
  - g) Qualifications, observations, or comments in the draft auditor's report
  - h) Management Discussion and Analysis of financial condition and results of operations

5. To review significant related party transactions.
6. To examine management letters and internal control weaknesses communicated by statutory auditors.
7. To review internal audit reports highlighting control weaknesses.
8. To approve the appointment, removal, and terms of remuneration of the Internal Auditor.
9. To review financial statements of subsidiary companies.
10. To review, with the management, quarterly financial statements prior to submission to the Board.
11. To monitor utilization of funds raised through public or rights issues and review the reports submitted by the monitoring agency.
12. To assess auditor independence, performance, and effectiveness of the audit process.
13. To approve or subsequently modify related party transactions.
14. To scrutinize inter-corporate loans and investments.
15. To review valuation of undertakings or assets, as may be required.
16. To evaluate internal financial controls and risk management systems.
17. To assess the performance of statutory and internal auditors, and adequacy of internal controls.
18. To review the structure, staffing, seniority, and effectiveness of the internal audit function.
19. To discuss significant internal audit findings and ensure follow-up.
20. To oversee risk management processes and review findings of any internal investigation involving fraud, irregularity, or failure of internal controls.
21. To interact with statutory auditors pre- and post-audit to understand the scope and key issues.
22. To investigate delays or defaults in payment to shareholders or creditors, if any.
23. To review the functioning of the Whistle Blower Mechanism.
24. To approve appointment/reappointment and remuneration of the CFO or any person heading the finance function, after assessing qualifications and background.
25. To discharge any other functions assigned by the Board in alignment with applicable laws and regulations.
26. To evaluate and comment on the rationale, cost-benefit analysis, and impact of restructuring proposals such as mergers, demergers, and amalgamations.

All members of the Audit Committee possess the necessary qualifications and financial expertise to effectively discharge their responsibilities.

During the year under review, the Audit Committee also held a separate meeting with the Statutory Auditors and Internal Auditor to obtain insights on significant issues within their respective areas of responsibility.

#### **b) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of **Section 178 of the Companies Act, 2013** and **Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and comprises the requisite number of Independent Directors.

The broad terms of reference of the Committee inter alia include:

- Identifying persons qualified to become Directors and who may be appointed in senior management, and recommending their appointment and/or removal.
- Carrying out the evaluation of every Director's performance.
- Formulating criteria for determining qualifications, positive attributes and independence of a Director, and recommending a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees.
- Formulating the criteria for evaluation of Independent Directors and the Board.

## Composition of the Committee

Name of the Director	Category	Position	Attendance at the Meeting held on 30/05/2024
Mr. Syed Anis Hussain	Independent Director	Chairman	Yes
Mr. Ghanshyam Jaju	Non-Executive Director	Member	Yes
Mr. Mahendra Uday Bhalerao	Independent Director	Member	Yes

**Note:** A meeting of the Nomination and Remuneration Committee was held on **29th May, 2025**, subsequent to the end of the financial year. At this meeting, the Board reconstituted the Committee owing to the completion of the second term of **Mr. Syed Anis Hussain (DIN: 00115949)** as Independent Director, effective **23rd June, 2025**.

### Reconstituted Committee (effective 23rd June, 2025):

- Mr. Dinesh Udpa – Chairperson (Independent Director)
- Mr. Mahendra Uday Bhalerao – Member (Independent Director)
- Mr. Ghanshyam Jaju – Member (Non-Executive Director)

This reconstitution will be appropriately reflected in the Corporate Governance Report for FY 2025–26.

### Terms of Reference of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) operates in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Its key responsibilities include:

1. Formulating criteria for determining qualifications, positive attributes and independence of a Director, and recommending to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP) and other employees.
2. For every appointment of an Independent Director, evaluating the balance of skills, knowledge and experience on the Board and preparing a description of the role and capabilities required. In this regard, the Committee may:
  - o Engage external agencies, if necessary;
  - o Consider candidates from a wide range of backgrounds with due regard to diversity;
  - o Assess the time commitments of prospective candidates.
3. Formulating criteria for performance evaluation of Independent Directors and the Board and devising a policy on Board diversity.
4. Identifying individuals qualified to become Directors or to be appointed in senior management, in line with the criteria laid down, and recommending their appointment, reappointment, or removal.
5. Recommending and reviewing the remuneration of Key Managerial Personnel based on their performance and defined assessment parameters.
6. Determining the elements of remuneration packages for all KMP, including salary, benefits, bonuses, stock options, and pensions.
7. Recommending compensation payable to Non-Executive Directors, including Independent Directors.
8. Reviewing and approving remuneration revisions for Managerial Personnel, taking into account:
  - o The Company's financial position,
  - o Industry trends,
  - o Candidate's qualifications, experience and past performance.
9. Ensuring objectivity in determining remuneration structures, balancing the interests of the Company and its shareholders.
10. Performing any other functions, powers, or duties as may be delegated by the Board from time to time.

The Company has adopted a comprehensive Remuneration Policy for Directors, KMP, and employees, which is available on the Company's website at: [www.godavaridrugs.com](http://www.godavaridrugs.com).

### Performance Evaluation Criteria for Independent Directors

The Nomination and Remuneration Committee, under the guidance of the Board, has developed a structured framework for evaluating the performance of each Director, including Independent Directors. The Committee has also identified ongoing training and education programs to ensure that Independent Directors are well-informed about the Company's business, industry landscape, and their legal responsibilities.

Independent Directors are assessed based on the following criteria:

- General understanding of the Company's business and industry dynamics;
- Contributions to Board deliberations and strategic guidance provided;
- Demonstration of professional ethics, integrity, and governance values;
- Willingness and ability to devote sufficient time and effort to effectively discharge their duties.

The Committee has recommended these criteria for evaluating all Directors and supports a transparent process for annual Board and Director performance assessments.

#### c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") has been constituted in compliance with the provisions of **Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and **Section 178(5) of the Companies Act, 2013**. The Committee comprises one Executive Director and two Non-Executive Independent Directors.

#### Stakeholders' Relationship Committee – Composition and Attendance (as on March 31, 2025)

During the year under review, the Committee met once on 30th May, 2024. The Committee oversaw the performance of the Registrar and Share Transfer Agent and recommended measures to improve the quality of investor services. The attendance of the members at the meeting is given below:

Name of the Director	Category	Position	Attendance at Meeting held on 30/05/2024
Mr. Syed Anis Hussain (DIN: 00115949)	Independent Director	Chairman	Yes
Mr. Ghanshyam Jaju (DIN: 00104601)	Non-Executive Director	Member	Yes
Mr. Mahendra Uday Bhalerao (DIN: 01876185)	Independent Director	Member	Yes

There were **no investor complaints or service requests** received during the financial year 2024–25. All communications and share transfer requests were addressed promptly, and **no share transfers were pending for registration beyond the statutory period of 30 days**.

Note: A meeting of the Committee was held on **29th May, 2025**, subsequent to the end of the financial year. At this meeting, the Board reconstituted the Committee owing to the completion of the second term of **Mr. Syed Anis Hussain (DIN: 00115949)** as Independent Director, effective **23rd June, 2025**.

#### Reconstituted Committee (effective 23rd June, 2025):

- **Mr. Mahendra Uday Bhalerao** – Chairperson (Independent Director)
- **Mrs. Shilpa Bung** – Member (Independent Director)
- **Mr. Ghanshyam Jaju** – Member (Non-Executive Director)

This reconstitution will be reflected in the Corporate Governance Report for **FY 2025–26**.

Pursuant to Regulation 40(9) of the SEBI Listing Regulations, a **certificate from a Practicing Company Secretary** confirming due compliance with share transfer formalities has been obtained on a half-yearly basis and submitted to the stock exchanges within the prescribed timelines.

### **Terms of Reference of the Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee ("the Committee") is entrusted with the responsibility to assist the Board in ensuring the efficient and timely resolution of shareholder grievances and to enhance investor service standards. The key terms of reference of the Committee include:

#### **1. Resolving Grievances:**

To consider and resolve the grievances of security holders of the Company, including complaints related to:

- o Transfer/transmission of shares;
- o Non-receipt of Annual Report;
- o Non-receipt of declared dividends;
- o Issue of new/duplicate share certificates;
- o Issues relating to General Meetings and other shareholder communications.

#### **2. Voting Rights:**

To review measures taken by the Company for effective exercise of voting rights by shareholders.

#### **3. Service Standards Monitoring:**

To monitor adherence to the service standards adopted by the Company in respect of services being rendered by the Registrar and Share Transfer Agent.

#### **4. Unclaimed Dividends and Investor Awareness:**

To review initiatives and measures undertaken by the Company to reduce the quantum of unclaimed dividends and to ensure timely receipt of dividend warrants, Annual Reports, and statutory notices by the shareholders.

### **(d) Corporate Social Responsibility (CSR) Committee**

The provisions of Section 135(1) of the Companies Act, 2013, relating to the constitution of a Corporate Social Responsibility (CSR) Committee are not applicable to the Company, as it does not meet the prescribed thresholds in terms of net worth, turnover, or net profit during the financial year under review.

Accordingly, the Company has not constituted a CSR Committee.

## **REMUNERATION OF DIRECTORS**

### **(a) Pecuniary Relationship or Transactions of the Non-Executive Directors**

During the year under review, the Company did not enter into any pecuniary relationship or transaction with its Non-Executive Directors, apart from the payment of sitting fees for attending meetings of the Board and its Committees. There is no other remuneration, commission, or benefits paid to them.

### **(b) Criteria of Making Payments to Non-Executive Directors**

The criteria for payment of remuneration to Non-Executive Directors, including Independent Directors, is outlined in the Nomination and Remuneration Policy of the Company. The Policy is formulated in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy is available on the website of the Company at: [www.godavaridrugs.com](http://www.godavaridrugs.com).

### **(c) Disclosures with Respect to Remuneration**

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee, approved by the Board of Directors, and sanctioned by the shareholders in the general meeting, in accordance with the provisions of Sections 196, 197, and 203 of the Companies Act, 2013 read with Schedule V and other applicable rules and regulations.

The Company ensures that the remuneration structure is performance-driven and aligned with the long-term interests of the Company and its stakeholders.



## Remuneration to Executive Directors

The details of remuneration paid to the Executive Directors of the Company during the financial year 2024–25 are as follows:

Name of the Director	Designation	Remuneration Paid (₹ in Lakhs)
Mr. Mukund Kakani	Executive Director	18.00
Mr. Mohit Jaju	Whole-time Director & CFO	18.00

The above remuneration is within the limits prescribed under the Companies Act, 2013 and was approved by the Nomination and Remuneration Committee, the Board of Directors, and the Shareholders of the Company, wherever applicable.

## Remuneration to Non - Executive Directors

The Non-Executive Directors of the Company are entitled to receive sitting fees for attending meetings of the Board and its Committees. No commission or any other remuneration is paid to the Non-Executive Directors. The Company has no other pecuniary relationship or transactions with any of its Non-Executive Directors.

The details of sitting fees paid to the Non-Executive Directors during the financial year 2024–25 are as follows:

Name of the Director	Sitting Fees (₹ in Lakhs)	Commission (₹ in Lakhs)	Total (₹ in Lakhs)
Mr. Syed Anis Hussain	0.80	Nil	0.80
Mr. Ghanshyam Jaju	Nil	Nil	Nil
Mrs. Vimala Behram Madon	0.80	Nil	0.80
Mr. Mahendra Uday Bhalerao	0.80	Nil	0.80
Mr. Dinesh Udpa	0.60	Nil	0.60
Mrs. Shilpa Bung*	Nil	Nil	Nil

\* Mrs. Shilpa Bung was appointed as an Independent Director effective 29th May 2025. As the appointment was after the end of the financial year, no remuneration was paid during FY 2024–25.

## General Body Meetings

Details of the special resolutions passed during the last three Annual and/or Extraordinary General Meetings are as follows:

Year ended	Meeting	Date and Time	Venue	Special Resolutions Passed
March 31, 2024	36th AGM	August 29, 2024 at 3:00 P.M. IST	Through Video Conferencing / Other Audio Visual Means	1. Appointment of Mr. Dinesh Udpa (DIN: 10503106) as an Independent Director of the Company
March 31, 2023	35th AGM	August 12, 2023 at 3:30 P.M. IST	Through Video Conferencing / Other Audio Visual Means	Nil
March 31, 2022	34th AGM	May 16, 2022 at 3:30 P.M. IST	Through Video Conferencing / Other Audio Visual Means	1. Increase in borrowing limits from ₹50 Cr to ₹125 Cr or aggregate of paid-up capital and free reserves, whichever is higher 2. Continuation of Mr. Mukund Kakani as MD on attaining 70 years 3. Reappointment of Mr. Mohit Jaju as WTD & CFO

Note: No Extraordinary General Meeting of the members was held during FY 2024–25.

## Postal Ballot

### Details of special resolutions passed through postal ballot and voting results:

Date of Postal Ballot Notice	Resolution Passed	Voting Results	Approval Date	Scrutinizer
October 17, 2022	1. Continuation of Mr. Ghanshyam Jaju (DIN: 00104601) as Non-Executive Non-Independent Director on attaining 75 years 2. Appointment of Mr. Mahendra Uday Bhalerao (DIN: 01876185) as Independent Director	Voting in favour: 99.90% Voting against: 0.10%	Voting in favour: 99.90% Voting against: 0.10%	Mrs. Vidya Harkut, FCS, Practicing Company Secretary

### Procedure for postal ballot:

The postal ballot was conducted in accordance with Sections 108 and 110 of the Companies Act, 2013, and the applicable rules thereunder, including applicable circulars issued by the Ministry of Corporate Affairs (MCA) from time to time.

### Details of special resolution proposed to be transacted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM require passing of a special resolution through postal ballot.

## 6. MEANS OF COMMUNICATION

The Company maintains an effective communication system with its stakeholders, ensuring timely and transparent disclosure of financial and other important information.

### a) Quarterly Results

The quarterly, half-yearly, and annual financial results of the Company are published within 48 hours of the conclusion of the Board Meeting at which they are approved. These results are submitted to the stock exchanges in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also made available on the Company's website.

### b) Newspapers in which financial results are published

The results are normally published in the following newspapers:

- Business Standard (English – National Daily)
- Andhra Prabha (Telugu – Regional Language Daily)

### c) Website where the results are displayed

All quarterly, half-yearly, and annual financial results, as well as other relevant disclosures and updates, are posted on the Company's website:

- [www.godavaridrugs.com](http://www.godavaridrugs.com)

### d) Official News Releases

Press releases, statutory communications, and other official news related to the Company are also made available on the Company's website from time to time under the "Investor Relations" section to ensure wider public dissemination and transparency.

## 7. General Shareholder Information

Sl No	Item	Details
1.	AGM Date, Time and Venue	37th AGM to be held on 27th September, 2025 at 3:00 PM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
2.	Financial Calendar 2025-2026	Q1 Results – by 14th August 2025 Q2/Half-Year Results – by 14th November 2025 Q3 Results – by 14th February 2026 Annual Results – by 30th May 2026

3.	Dates of book closure	21st September 2025 to 27th September 2025 (both days inclusive)				
4.	Listing on Stock Exchanges	Bombay Stock Exchange				
5.	Stock Code	530317 (BSE)				
6.	Demat ISIN No. For NSDL & CDSL	INE362C01012				
7.	Market Price Data	Market Price Data – FY 2024–25 (BSE)				
		Month	High (₹)	Low (₹)		
		April 2024	108.15	93.51		
		May 2024	103.00	89.20		
		June 2024	105.00	86.99		
		July 2024	108.25	98.55		
				August 2024	155.00	91.20
September 2024	152.40			121.15		
October 2024	142.50			107.00		
November 2024	128.90			106.00		
December 2024	133.90			108.90		
January 2025	118.95			100.50		
February 2025	109.40			80.00		
	March 2025	109.30	79.00			
8.	Registrars and Transfer Agents (For both physical and electronic)	CIL Securities Pvt Ltd. 214, Raghava Ratna Towers, Abids, Hyderabad - 500001 Email ID: rta@cilsecurities.com				
9	Share transfer system	Share transfers are registered and returned with in a Period of thirty days from the date of receipt, if the documents are in order in all respects.				
10	Shareholding Pattern as on 31st March 2025	Category	No. of Shares	%		
		Promoter	39,63,200	52.63		
		Financial Institution and Banks	37,500	0.50		
		Bodies Corporate	1,88,625	2.50		
		Indian Public	30,19,754	40.10		
		NRI's / OCB's	3,21,421	4.27		
		TOTAL	7530500	100		
11.	Distribution of Shareholding as on 31st March 2025					
Shareholding of Nominal value			No. of Holders	% of total Holders	Shares Amount	% of total Amount
	From	To				
	--	5000	7939	99.00	18152690	24.11
	5001	10000	35	0.44	2691950	3.57
	10001	20000	12	0.15	1569000	2.08
	20001	30000	11	0.14	2810760	3.73
	30001	40000	5	0.06	1750520	2.33
	40001	50000	2	0.02	899410	1.19

	50001	100000	4	0.05	3429890	4.56
	100001	75305000	11	0.14	44000780	58.43
			8,019	100.00	75305000	100.00
12	Dematerialization of shares and liquidity			The trading in Company's shares is permitted only in dematerialized form. In order to enable to shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL		
13	Plant Location			A-6/2, MIDC, Nanded, - 431 603, Maharashtra		
14	Address for correspondence (Registered office)			1-8-303/34, Mayfair, Sardar Patel Road, Secunderabad – 500 003, Telangana State.India. Phone: 91-40-27819624 E-mail: info@godavaridrugs.com		
	* Shareholders holding shares in electronic form should address all their Correspondence to their respective depository participants.					

## 8. DEMATERIALIZATION OF SHARES AND LIQUIDITY

As on 31st March, 2025, 70,25,247 Equity Shares of 10/- each representing 93.291% of the total no. of shares are in dematerialized form. There were no pending transfers as on 31st March, 2025.

## 9. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company imports its major raw material and hence there is a commodity price risk and also foreign exchange risk. The company imports in bulk quantities against spot prices or annual contracts with the suppliers where the company gets the price advantage on the bulk / contract purchase. Since the company is also having exports the exchange risk is partly covered by natural hedge (by way of exports). The Company also carries hedging activities basing on the market conditions on case to case basis.

## 10. OTHER DISCLOSURES: -

- The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However these transactions are not likely to have any conflict with the Company's interest.
- There are no non-compliances in the last three years by the Company on any matter related to Capital Market and there were no penalties imposed nor strictures passed on the Company by any Stock Exchange, SEBI or any other Statutory Authority during the year.
- The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, issue or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company [http:// www.godavaridrugs.com](http://www.godavaridrugs.com)

- The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance with the discretionary requirements under Regulation 27(1) of SEBI Listing Regulations are as under:

Separate posts of chairperson and chief executive officer: The office of Chairman and that of Managing Director of the Company are held by different persons.

- The Policy on Related Party Transactions is hosted in the website of the Company at the link [http:// www.godavaridrugs.com](http://www.godavaridrugs.com)
- 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 has been enclosed as separately to this report.

- g. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year- There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.
- i. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has formed an internal compliance committee to monitor and address any complaints under these provisions.

The Company has not received any complaints on sexual harassment during the year

#### **11. THE COMPANY HAS COMPLIED WITH ALL THE PROVISIONS OF CORPORATE GOVERNANCE.**

#### **12. THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED: NIL**

#### **13. THE COMPANY HAS COMPLIED WITH ALL THE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS.**

#### **14. CODE OF CONDUCT FOR THE BOARD & SENIOR MANAGEMENT PERSONNEL**

The Company has laid down a Code of Conduct which has been effectively adopted by the Board Members and Senior Management Personnel of the Company.

#### **15. COMPLIANCE CERTIFICATE FROM PRACTISING COMPANY SECRETARIES**

Certificate from Practising Company Secretaries, M/s. VSS & Associates, confirming compliance with the conditions of corporate Governance as stipulated Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

#### **16. PROHIBITION OF INSIDER TRADING**

As required under the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices and Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ("UPSI").

For Details Please refer to the Company's website at [http:// www.godavaridrugs.com](http://www.godavaridrugs.com).

#### **17. CEO/CFO CERTIFICATE**

Mr. Mukund Kakani, Managing Director and Mr. Mohit Jaju, Whole-time Director & CFO has issued certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is annexed and forms part of this report.

#### **18. SECRETARIAL STANDARDS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **Name, designation & address of the Compliance Officer:**

**Mr. Mohit Jaju**  
**Compliance Officer**  
**Godavari Drugs Limited**

Email: [info@godavaridrugs.com](mailto:info@godavaridrugs.com)

## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – [www.godavaridrugs.com](http://www.godavaridrugs.com)

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2025.

Place: Secunderabad

Date: 13.08.2025

**Mukund Kakani**

(Managing Director)



## CEO AND CFO CERTIFICATE UNDER REGULATION 17 OF THE LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT REGULATIONS, 2015

The Board of Directors,  
Godavari Drugs Limited  
Secunderabad.

We, Mukund Kakani, Managing Director and Chief executive Officer, and Mohit jaju, Whole Time Director and Chief Financial Officer, to the best of our knowledge and belief, certify that:

We have reviewed the Balance Sheet, Statement of Profit and Loss and the cash flow statement and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2024-25, which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that –

- a) there have been no significant changes in internal control over financial reporting during the year 2024-25;
- b) there have been no significant changes in accounting policies during the year 2024-25 except the change in the Stock valuation method for which Company adopted the Weighted Average Policy; and
- c) there have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

Company's internal control system over financial reporting

For and on behalf of the Board of Directors  
For **Godavari Drugs Limited**

Place: Secunderabad  
Date: 13.08.2025

**Mukund Kakani**  
Managing Director and  
Chief Executive Officer

**Mohit jaju**  
Whole Time Director and  
Chief Financial Officer

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
**The Members of M/s Godavari Drugs Limited,**  
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by M/s Godavari Drugs Limited ('the Company'), for the Financial Year ended March 31, 2025 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015('Listing Regulation').

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

In our opinion, and to the best of the information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

For Ayyadevara & Co.,  
Chartered Accountants,  
FRN No: 0002785

Sd/-  
**Ayyadevara Srinivas**  
Proprietor  
ICAI Membership No.028803  
Hyderabad May 29, 2025  
UDIN No: 25028803BMUJTP6035

## INDEPENDENT AUDITOR'S REPORT

To the Members of Godavari Drugs Limited  
Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Godavari Drugs Limited ("the Company"), which comprise the balance sheet as at March 31 2025, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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, and its profit, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the year under consideration, we have no key audit matters to report.

### Information Other than the Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors 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 Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 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) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1 (I) to the financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) (A) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("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 (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;
  - (C) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (A) and (B) above, contain any material misstatement.
  - (v) The company has not declared any dividend during the year ended March 31, 2025.
  - (vi) Based on our examination, which included test checks, the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit we have not come across any instances of audit trail feature being tampered with.

As the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

**For Ayyadevara & Co.,**  
Chartered Accountants,  
FRN.002785

Sd/-

**Ayyadevara Srinivas.**

Proprietor.

ICAI Membership No.028803.

Hyderabad. May 29, 2025.

UDIN: 25028803BMUJTP6035.

**Regarding: Godavari Drugs Limited, year ended March 31, 2025.**  
**ANNEXURE A TO AUDIT REPORT OF EVEN DATE.**

Statement on the matters specified in paragraphs 3 and 4 of 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 Companies Act, 2013.

(i)	(a)	(A)	The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
		(B)	During the year under consideration the company did not own any intangible assets.
	(b)		The Property, Plant and Equipment have been physically verified by the management at reasonable intervals, during the year. We are informed that no material discrepancies were noticed on such verification.
	(c)		The land in possession of the company is on a long-term lease from Maharashtra Industrial Development Corporation.
	(d)		The company has not revalued any of its properties.
	(e)		No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
(ii)	(a)		Physical verification of inventory has been conducted by the management, during the year, at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed in such verification.
	(b)		The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
(iii)			During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
(iv)			The company has not granted any loans, or made any investments, or given guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.
(v)			The company has not accepted any deposits or any amounts that are deemed to be deposits, under the directives issued by the Reserve Bank of India to which the provisions of sections 73 to 76 of the Companies Act, 2013, apply.
(vi)			We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of its products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out detailed examination of the records with a view to determine whether these are accurate or complete.
(vii)	(a)		The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
	(b)		According to the information and explanations given to us and the records of the company examined by us, there are no dues referred to in (a) above, as on March 31, 2025, which has not been deposited on account of a dispute except as under:



		Sl. No	Dues under	Particulars demand of	Dispute pending before	Amount deposited against the demand
		1	Customs Act, 1962	Customs Duty for the years 2008-09 to 2013-14 (Rs.16.30 Lakhs)	CESTAT Mumbai	Rs. 2.50 Lakhs
		2.	Service Tax	Service Tax, Rs.3.98 Lakhs	CESTAT Mumbai	Rs. 0.18 Lakhs
(viii)		There are no amounts that are in the nature of undisclosed income surrendered or offered as income during the year in the tax assessments under the Income Tax Act, 1961.				
(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 is not declared as a wilful defaulter by any bank or financial institution or other lender.				
	(c)	The term loans were applied for the purpose for which the loans were obtained.				
	(d)	No funds raised on short term basis have been utilised for long term purposes.				
	(e)	The company does not have subsidiaries, associates or joint ventures.				
(x)	(a)	During the year under consideration, no moneys were raised by way of initial public offer or further public offer (including debt instruments).				
	(b)	During the year under consideration, the company has not made any preferential allotment or private placement of shares or convertible debentures.				
(xi)	(a)	During the course of our audit, we have not come across any instances of fraud by the company or any fraud on the company.				
	(b)	There is no instance, during the year under consideration, that necessitates reporting in Form ADT4.				
	(c)	There are no instances of whistle-blower complaints received during the year by the company.				
(xii)		The company is not a Nidhi Company.				
(xiii)		All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.				
(xiv)	(a)	The company has engaged a firm of Chartered Accountants to carry out internal audit and submit their report to the Board of Directors and Audit Committee. The internal audit system is commensurate with the size and nature of the company's business.				
	(b)	The reports of the Internal Auditors for the period under audit were considered by us.				
(xv)		The company has not entered into any non-cash transactions with directors or persons connected with them.				
(xvi)	(a)	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.				
	(b)	The company has not conducted any Non-Banking Financial or Housing Finance activities.				
	(c)	The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.				
	(d)	The company is not part of any "group" as defined under the applicable regulations / guidelines relating to NBFC's/ Investment companies.				
(xvii)		The company has not incurred cash losses in the financial year and in the immediately preceding financial year.				
(xviii)		There has not been any resignation of the statutory auditors during the year.				

(xix)		On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
	(a)	There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
(xx)	(a)	There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
	(b)	There are no ongoing projects relating to CSR as on March 31, 2025 and March 31, 2025.
(xxi)		The company does not have any subsidiaries or associates or joint ventures the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For Ayyadevara & Co.,  
Chartered Accountants.,  
FRN. 002785.

Sd/-  
**Ayyadevara Srinivas.**  
Proprietor.  
Membership No.028803  
Hyderabad. May 29, 2025  
UDIN No: 25028803BMUJTP6035

**Regarding: Godavari Drugs Limited, year ended March 31, 2025.**

## **ANNEXURE BTOTHE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ONTHE STANDALONE FINANCIAL STATEMENTS**

### **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 over financial reporting of Godavari Drugs 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 said 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 the standalone financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting 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 over financial reporting 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 Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Ayyadevara & Co.,**

Chartered Accountants,

FRN. 002785

**Ayyadevara Srinivas**

Proprietor

Membership No.028803

Hyderabad. May 29, 2025

UDIN: UDIN: 25028803BMUJTP6035

**GODAVARI DRUGS LIMITED**  
**Balance Sheet as at March 31, 2025.**  
**CIN: L24230TG1987PLC008016**

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
<b>ASSETS</b>			
1. Non - current assets			
a. Property, Plant and Equipment	2	<b>3,260.88</b>	2,668.39
b. Capital Work in Progress	3	<b>2,994.61</b>	1,832.06
c. Investment Property			
d. Goodwill			
e. Other Intangible assets			
f. Intangible assets under development			
g. Biological Assets other than bearer plants			
h. Financial Assets			
(i) Investments	4	<b>0.01</b>	0.01
(ii) Trade Receivables			
(iii) Loans			
(iv) Other Financial Assets	5	<b>175.84</b>	126.71
i. Deferred tax assets (net)			
j. Other non-current assets			
<b>2. Current assets</b>			
(a) Inventories	6	<b>2,794.13</b>	2,065.05
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	7	<b>4,232.36</b>	5,942.33
(iii) Cash and cash equivalents	8	<b>237.33</b>	262.29
(iv) Bank balances other than (iii) above			
(v) Loans	9	<b>102.21</b>	89.49
(vi) Others (to be specified)			
(c) Current Tax Assets (Net)			
(d) Other current assets	10	<b>510.27</b>	488.92
<b>Total Assets</b>		<b>14,307.64</b>	13,475.25

Accounting Policies and Other Information

1

Notes 1 to 26 form integral part of financial statements

As per our report of even date

**For Ayyadevara & Co.,**

Chartered Accountants

FRN. 002785

For and on behalf of the Board of Directors

Sd/-

**Ayyadevara Srinivas**

Proprietor

Membership No.028803

Hyderabad. May 29, 2025

UDIN No: 25028803BMUJTP6035

Sd/-

**Mukund Kakani**

Managing Director

DIN: 00104646

Sd/-

**Mohit Jaju**Whole Time Director &  
CFO

DIN: 03405414

Sd/-

**Venkatesh Achanta**Company Secretary &  
Compliance Officer Hyderabad.

**GODAVARI DRUGS LIMITED**  
**Balance Sheet as at March 31, 2025**  
**CIN: L24230TG1987PLC008016**

Particulars Note	Note No.	As at March 31, 2025	As at March 31, 2024
<b>EQUITY AND LIABILITIES</b>			
EQUITY			
(a) Equity Share capital	11	<b>753.05</b>	753.05
(b) Other Equity	12	<b>3,581.56</b>	3,143.56
<b>LIABILITIES</b>			
1. Non -current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	<b>2,389.52</b>	1,116.74
ii) Trade payables			
(A) Total outstanding dues of micro enterprise and small enterprise and			
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
(b) Provisions	14	<b>82.64</b>	75.57
(c) Deferred tax liabilities (Net)	15	<b>191.84</b>	186.33
(d) Other non-current liabilities			
<b>2. Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	<b>3,773.25</b>	4,445.75
(ii) Trade payables	17		
(A) Total outstanding dues of micro enterprise and small enterprise and		<b>31.59</b>	8.40
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise		<b>2,839.01</b>	3,154.32
(iii) Other financial liabilities (other than those specified in item (c))	18	<b>546.15</b>	476.00
(b) Other current liabilities	19		
(c) Provisions			
(d) Current Tax Liabilities (Net)		<b>119.03</b>	115.53
<b>Total Equity and Liabilities</b>		<b>14,307.64</b>	<b>13,475.25</b>

Significant Accounting Policies and Other Information

1

Notes 1 to 26 form integral part of financial statements

As per our report of even date

**For Ayyadevara & Co.,**  
Chartered Accountants  
FRN. 002785

For and on behalf of the Board of Directors

Sd/-  
**Ayyadevara Srinivas**  
Proprietor  
Membership No.028803  
Hyderabad. May 29, 2025  
UDIN No: 25028803BMUJTP6035

Sd/-  
**Mukund Kakani**  
Managing Director  
DIN: 00104646

Sd/-  
**Mohit Jaju**  
Whole Time Director &  
CFO  
DIN: 03405414

Sd/-  
**Venkatesh Achanta**  
Company Secretary &  
Compliance Officer Hyderabad.



**Godavari Drugs Limited**  
**Statement of Profit and Loss for the year ended March 31, 2025.**  
**CIN: L24230TG1987PLC008016**

Particulars		Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I	Revenue from operations	20	11,335.01	15,671.19
II	Other income	21	97.72	61.75
III	Total Income (I+II)		11,432.73	15,732.94
IV	EXPENSES			
	Cost of Material Consumed	22	8,523.96	12,194.76
	Changes in inventories of finished goods, stock in trade and work-in-progress	23	(358.20)	(113.67)
	Employee benefits expense	24	502.81	513.05
	Finance costs	25	473.20	491.50
	Depreciation and amortization expense	2	244.76	199.46
	Other expenses	26	1,483.66	1,746.62
	Total Expenses ( IV)		10,870.19	15,031.72
V	Profit/(loss) before exceptional items and tax (III - IV)		562.54	701.22
VI	Exceptional items		-	9.04
VII	Profit/(loss) before tax (V - VI)		562.54	692.18
VIII	Tax Expenses:			
	1. Current Tax		(119.03)	(115.54)
	2. Deferred Tax		(5.51)	(21.75)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		438.00	554.89
X	Profit/loss from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from discontinued operations (after tax)(X-XI)			
XIII	Profit /Loss for the period (IX + XII)		438.00	554.89
XIV	Other Comprehensive Income			
	A (i) items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss"		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss"		-	-
XV	Total Comprehensive Income for the period ( XIII + XIV) (Comprising profit/loss and other Comprehensive Income for the period)		438.00	554.89
XVI	Earning per equity share (for discontinued operation):			
	(1) Basic			
	(2) Diluted			

Particulars		Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
XVII	Earning per equity share ( for continuing operation):			
	(1) Basic		5.82	7.37
	(2) Diluted		5.82	7.37
XVIII	Earning per equity share (for discontinued & continuing operations)			
	(1) Basic		5.82	7.37
	(2) Diluted		5.82	7.37

Significant Accounting Policies and other information

1

Notes 1 to 26 form integral part of financial statements

As per our report of even date

**For Ayyadevara & Co.,**  
Chartered Accountants  
FRN. 002785

For and on behalf of the Board of Directors

Sd/-  
**Ayyadevara Srinivas**  
Proprietor  
Membership No.028803  
Hyderabad. May 29, 2025  
UDIN No: 25028803BMUJTP6035

Sd/-  
**Mukund Kakani**  
Managing Director  
  
DIN: 00104646

Sd/-  
**Mohit Jaju**  
Whole Time Director &  
CFO  
DIN: 03405414

Sd/-  
**Venkatesh Achanta**  
Company Secretary &  
Compliance Officer Hyderabad.

**Godavari Drugs Limited**  
**Cash Flow Statement for the year ended March 31, 2025**  
**CIN: L24230TG1987PLC008016**

Rupees in Lakhs

Particulars		Year ended 31.03.2025	Year ended 31.03.2024
A. Cash Flow from Operating Activities			
Profit before Depreciation, Interest and Tax		1,280.50	1,383.13
Less: Other income considered separately		(97.72)	(61.75)
	Net	1,182.78	1,321.38
(Increase) / Decrease in Inventories		(729.09)	(79.49)
(Increase) / Decrease in Receivables		1,709.97	(148.83)
(Increase) / Decrease in Loans & Advances		(12.72)	(0.73)
(Increase) / Decrease in Other Current Assets		(21.34)	35.37
Increase / (Decrease) in Current Liabilities		(894.46)	815.33
Income Tax Paid		(115.54)	(101.67)
	Total A	1,119.60	1,841.36
B. Cash Flow from Investing Activities			
(Increase)/Decrease in Fixed Assets		(1,999.81)	(1,320.14)
(Increase)/Decrease in Non Current Assets		(49.12)	(82.54)
Sale of retired Fixed Assets (Scrap)		-	18.77
Other Income		97.72	61.75
	Total B	(1,951.21)	(1,322.16)
C. Cash Flow from Financing Activities			
Increase / (Decrease) in Long Term Borrowings		1,272.78	(78.01)
Increase / (Decrease) in Long Term Provisions		7.07	4.13
Interest Paid		(473.20)	(491.49)
	Total C	806.65	(565.37)
D. Net Increase/(Decrease) in cash and cash equivalents [A+B+C]		(24.96)	(46.17)
Cash and cash equivalents at the beginning of the year		262.29	308.46
Cash and cash equivalents at the end of the Period (31.03.2025)		237.33	262.29
Increase/(-)Decrease		(24.96)	(46.17)

As per our report of even date

**For Ayyadevara & Co.,**  
Chartered Accountants  
FRN. 002785

For and on behalf of the Board of Directors

Sd/-  
**Ayyadevara Srinivas**  
Proprietor  
Membership No.028803  
Hyderabad. May 29, 2025  
UDIN No: 25028803BMUJTP6035

Sd/-  
**Mukund Kakani**  
Managing Director  
DIN: 00104646

Sd/-  
**Mohit Jaju**  
Whole Time Director &  
CFO  
DIN: 03405414

Sd/-  
**Venkatesh Achanta**  
Company Secretary &  
Compliance Officer Hyderabad.

**GODAVARI DRUGS LIMITED**  
Year Ended March 31, 2025

**Note 2: Property Plant And Equipment**

Sl. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As at 31.3.2024	Additions	Deletion	As at 31.3.2024	For the Period	Deletion	As at 31.03.2025	As at 31.03.2025	As at 31.3.2024
1	Land	3.28	223.40	-	-	-	-	-	226.67	3.28
2	Factory Building	565.01	-	-	251.31	16.25	-	267.55	297.46	313.70
3	Plant & Machinery	3,542.03	620.69	588.35	1,475.60	153.25	558.93	1,069.92	2,504.45	2,066.42
4	Electrical Installations	250.95	-	10.28	127.00	21.51	9.76	138.75	101.92	123.95
5	Laboratory Equipment	21.30	-	0.53	9.09	1.70	0.50	10.28	10.48	12.21
6	Furniture & Fixtures	18.76	-	-	14.15	1.10	-	15.26	3.51	4.61
7	Vehicles	252.74	23.53	17.87	112.78	47.83	11.66	148.95	109.44	139.96
8	Office Equipments	6.26	0.48	1.30	4.43	0.90	1.23	4.10	1.35	1.83
9	Computers	27.21	5.40	-	24.79	2.22	-	27.01	5.59	2.41
	<b>Total</b>	<b>4,687.53</b>	<b>873.49</b>	<b>618.32</b>	<b>2,019.14</b>	<b>244.76</b>	<b>582.08</b>	<b>1,681.82</b>	<b>3,260.88</b>	<b>2,668.39</b>

**GODAVARI DRUGS LIMITED**  
**Notes forming part of the Financial Statements**

Particulars	As at 31 st March , 2025	As at 31 st March, 2024
<b>Note 3: Capital Work in Progress</b>		
At the beginning of the year	1,832.06	907.53
Additions during the year	1,783.25	1,228.22
Amounts capitalised during the year	620.69	303.69
At the end of the year	2,994.61	1,832.06
<b>Note 4: Investments</b>		
Long Term Quoted		
500 HDFC Shares @ Rs.2 per share Face Value	0.01	0.01
(Market value is Rs.8.83 Lakhs)		
Total	0.01	0.01
<b>Note 5 : Other financial assets</b>		
(i) Security Deposits	164.59	115.46
(ii) Bank deposits with more than 12 months maturity	11.25	11.25
Total	175.84	126.71
<b>Note 6 : Inventories</b>		
[As verified, valued and certified by the Management]		
Raw Material	934.58	566.36
Work-in-Process	451.68	387.98
Finished Goods	1,393.88	1,099.38
Other Stock	13.99	11.33
Total	2,794.13	2,065.05
<b>Note 7: Trade Receivables [Ref Note 11(S)]</b>		
(a) Trade Receivables considered good - Secured;		
(b) Trade Receivables considered good - Unsecured;	3,777.90	5,487.88
(c) Trade Receivables which have significant increase in Credit Risk; and	454.46	454.45
(d) Trade Receivables - credit impaired.]		
Total	4,232.36	5,942.33
<b>Note 8: Cash and cash equivalents</b>		
Cash in hand	0.11	0.04
In Current Accounts	2.39	0.10
- Yes Bank EEFC A/C (USD 150)	-	11.74
In Margin money deposits (With maturity less than 12 months)	234.83	250.41
Total	237.33	262.29

<b>Note 9: Loans</b>				
Loans and advances to employees				
(a) Loans Receivables considered good - Secured;				
			-	-
(b) Loans Receivables considered good - Unsecured;				
			102.21	89.49
(c) Loans Receivables which have significant increase in Credit Risk; and				
(d) Loans Receivables - credit impaired.]				
Total			102.21	89.49
<b>Note 10: Other Current Assets</b>				
Capital Advance to Suppliers				
			154.87	243.17
Advance to suppliers				
			57.06	16.23
Balance with Revenue authorities				
			39.30	83.19
Income Tax and TDS				
			85.23	117.31
Others				
			173.79	29.02
Total			510.27	488.92
<b>Note 11 : Equity share capital</b>				
a. Authorised				
1,00,00,000 Equity Shares of Rs. 10/- each.				
			1,000	1,000
			1,000	1,000
b. Issued, subscribed & paid up				
75,30,500 Equity Shares of Rs. 10/- each fully paid up				
			753.05	753.05
(Ref Note 11A)			753.05	753.05
c. Par value of shares				
			10/-	10/-
d. Number of shares outstanding at beginning of the year				
			75,30,500	75,30,500
Changes during the year				
			-	-
Number of shares outstanding at end of the year				
			75,30,500	75,30,500
<b>Note 11A : Statement of Changes in Equity</b>				
A. Equity Share Capital				
(1) Current reporting period			Rupees in Lakhs	
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
753.05	-	-	-	753.05



(2) Previous reporting period				Rupees in Lakhs
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
753.05	-	-	-	753.05

#### e. Restriction on disbursement of Dividend

As part of standard conditions of sanction of term loans the company requires prior permissions from the lenders to declare dividend.

#### f. Particulars of each shareholder holding more than 5% of share capital

S.No.	Name of the Shareholder	As at 31.03.2025 No of shares %		As at 31.03.2024 No of shares %	
1	Kamala Jaju	9,10,000	12.08	9,10,000	12.08
2	Sushma Kakani	11,55,000	15.34	11,55,000	15.34
3	Mohit Jaju	5,35,000	7.10	5,35,000	7.10

#### g. Promoters shareholding

S.No.	Name of the Shareholder	No of shares**	No of shares**
1	Kamala Jaju	9,10,000	12.08%
2	Sushma Kakani	11,55,000	15.34%
3	Mukund Kakani	3,50,000	4.65%
4	Mohit Jaju	5,35,000	7.10%
5	Kirti Kumar Jain	10,000	0.13%
6	Ghanshayam Jaju	3,50,000	4.65%
7	Jaju Ghanshayam (HUF)	2,200	0.03%
8	Priyanka Jaju	1,85,000	2.46%
9	Aksheit Kakani	3,26,000	4.33%
10	Tanushree Kakani	1,40,000	1.86%
Total Shares held by promoters		39,63,200	52.63%

#### h. The company has only one class of shares i.e. Equity Shares.

**Note 12 : Other Equity**

(1) Current Reporting Period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Maharashtra Special Capital Incentive Reserve	Central Subsidy Reserve	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	2,008.83	-	-	-	-	-	-	-	3,143.56
Changes in accounting policy or prior period errors	-	-	-						-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-						-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-						-	-	-	-	-	-	-	-
Dividends	-	-	-						-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-					438.00	-	-	-	-	-	-	-	438.00
Any other change (to be specified)	-	-	-						-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	2,446.83	-	-	-	-	-	-	-	3,581.56

**Note 12 : Other Equity**

Previous Report Period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Maharashtra Special Capital Incentive Reserve	Central Subsidy Reserve	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	1,453.94	-	-	-	-	-	-	-	2,588.67
Changes in accounting policy or prior period errors	-	-	-						-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-						-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-						-	-	-	-	-	-	-	-
Dividends	-	-	-						-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-					554.89	-	-	-	-	-	-	-	554.89
Any other change (to be specified)	-	-	-						-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	1,063.19	45.00	10.00	16.54	2,008.83	-	-	-	-	-	-	-	3,143.56

		Rupees in Lakhs	
		31.03.2025	31.03.2024
<b>Note 13 : Borrowings</b>			
Secured			
Mercedes-Benz Financial Services India Pvt Ltd		27.98	40.47
Term Loan-Yes Bank		838.50	53.11
Car Loan- Yes Bank		12.96	21.25
ICICI Bank Term Loan		195.42	-
Yes Bank Working Capital Term Loan		137.67	216.35
Unsecured			
From Directors		1,177	785.56
Total		2,389.52	1,116.74

<b>Note 14 : Provisions</b>		
Provision for Employee Benefits	82.64	75.57
Total	82.64	75.57
<b>NOTE 15 : Deffered Tax Liabilities / Assets</b>		
Beginning of the year	186.33	164.58
Increase / (Decrease) in Deferred Tax liability on account of timing difference originating during the year	5.51	21.75
Net Deferred Tax Liability as on 31.03.2025	191.84	186.33
<b>Note 16 : Borrowings</b>		
Cash credit facility - ICICI Bank / Yes Bank	2,127.08	697.84
SBLC Yes Bank/HSBC /ICICI Bank	1,646.17	3,747.91
(The borrowing is secured by hypothecation of first charge on inventory, trade receivables, movable assets, immovable assets and guaranteed by directors other than independent directors.		
Total	3,773.25	4445.75
<b>Note 17: Trade payables [Ref Note 1(T)]</b>		
(A) Total outstanding dues of micro enterprise and small enterprise and	31.59	8.40
(B) Total outstanding dues creditors other than of micro enterprise and small enterprise	2,839.01	3,154.32
Total	2,870.60	3162.72
<b>Note 18 : Other financial liabilities</b>		
Current maturity of long term debt	271.84	214.53
Interest accrued on borrowings	27.12	68.37
Statutory liabilities	13.54	17.44
Other liabilities	233.66	175.66
Total	546.15	476.00
<b>Note 19 : Other Current Liabilities</b>		
Total	-	-

**GODAVARI DRUGS LIMITED**  
**Notes forming part of the Financial Statements**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Note 20 : Revenue From Operations</b>		
Sale of finished goods (ref Note 1(--))	11,335.01	15,671.19
Total	11,335.01	15,671.19
<b>Note 21 : Other Income</b>		
Interest income	10.57	10.73
Profit on Sale of Vehicle	3.49	-
Others	75.50	51.02
Credit Balance Written Back	8.16	-
Total	97.72	61.75
<b>Note 22 : Cost of material consumed</b>		
Opening Stock	566.36	610.59
Add: Purchases	8,892.18	12,150.53
Less : Closing stock	934.58	566.36
Total	8,523.96	12,194.76
<b>Note 23 : Changes in Inventories of Finished Goods &amp; Work in Process</b>		
(a) Opening Stock		
Finished Goods	1,099.38	698.11
Work-in -process	387.98	675.58
Sub- Total (a)	1,487.36	1,373.69
(b) Closing Stock		
Finished Goods	1,393.88	1,099.38
Work-in -process	451.68	387.98
Sub- Total (b)	1,845.56	1,487.36
Difference of (a) and (b) Increase (-) / Decrease(+)	(358.20)	(113.67)
<b>Note 24 : Employee benefits</b>		
Salaries,Wages and other allowances	401.43	416.47
Contribution to Provident Fund and other Funds	30.46	18..53
Gratuity	12.21	10.38
Staff Welfare Expenses	58.72	67.67
Total	502.81	513.05
<b>Note 25 : Finance Cost</b>		
Banks	381.39	378.78
Others	91.80	112.72
Total	473.20	491.50
<b>Note 26 : Other Expenses</b>		
Power & fuel	692.04	851.40
Consumption of stores and spares	197.76	169.72
Rent	17.64	12.50
Remuneration to Directors	36.00	36.00
Auditors' Remuneration	2.50	2.50

<b>Repairs &amp; Maintenance</b>		
Plant & Machinery	10.60	2.26
Building	25.46	33.11
Others	84.80	102.23
Exchange fluctuations	30.68	15.82
Insurance	18.32	18.25
Research & development expenses	23.43	32.49
Rates & taxes	9.65	3.63
Travelling and conveyance	15.27	13.40
Freight outward	22.77	31.08
Misc. expenses	284.13	410.42
CSR Expenditure (Ref Note 1(--))	12.63	11.81
<b>Total</b>	<b>1483.66</b>	<b>1746.62</b>

Notes 1 to 26 form integral part of financial statements

As per our report of even date  
**For Ayyadevara & Co.,**  
Chartered Accountants  
FRN. 002785

For and on behalf of the Board of Directors

Sd/-  
**Ayyadevara Srinivas**  
Proprietor  
Membership No.028803  
Hyderabad. May 29, 2025  
UDIN No: 25028803BMUJTP6035

Sd/-  
**Mukund Kakani**  
Managing Director  
DIN: 00104646

Sd/-  
**Mohit Jaju**  
Whole Time Director &  
CFO  
DIN: 03405414

Sd/-  
**Venkatesh Achanta**  
Company Secretary &  
Compliance Officer Hyderabad.

**GODAVARI DRUGS LIMITED**  
**YEAR ENDED MARCH 31, 2025**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**Note 1: Material Accounting Policies and other information.**

**A. Company Overview**

The company is engaged in the business of manufacture of Active Pharmaceutical Ingredients (API) and its intermediates, through its manufacturing facility at Nanded, Maharashtra, India.

**B. Segment Reporting**

The company operates only one segment i.e., manufacture and sale of Active Pharmaceutical Ingredients (API) and its intermediates.

**C. Compliance with Indian Accounting Standards**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as notified under section 133 of the Companies Act 2013 (the Act), read with Companies (Indian Accounting Standards) Rules 2015. The company has uniformly applied all the applicable accounting standards in the presentation of the financial statements.

**D. Reporting Currency**

The financial statements are presented in Indian Rupees which is also the functional and presentation currency of the company. The figures in the financial statements are rounded off to nearest lakhs (two decimals).

**E. Overall Considerations**

The financial statements have been prepared using accounting policies and applicable Indian Accounting Standards (Ind AS) that are in effect as of March 31, 2025, as presented in detail hereunder. These policies are followed consistently by the company in the presentation of the financial statements. Changes in the accounting policies, if any, will be reported in accordance with the applicable Indian Accounting Standards. Material Accounting policies are disclosed in the financial statements as prescribed by Ind AS 1 – Presentation of Financial Statements.

**F. Accounting Policies**

**1) Basis of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention on accrual basis. Unless specified otherwise, with reasons, income and expenditure are recognised upon their accrual and provisions are made for all known losses and liabilities.

**2) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**3) Property Plant & Equipment**

- i) Property, plant and equipment acquired by the company are reported at acquisition value. The acquisition cost for this purpose includes the purchase price (net of duties and taxes which are recoverable in future) and expenses directly attributable to the asset to bring it to the site and in the working condition for its intended use. Interest during construction period up to the date of commencement of operations, indirect project expenditure and trial run expenditure (net of trial run income, if any) incurred in respect of projects under implementation are capitalized to the asset constructed / created. Spares and tools that are not in the nature of 'Property, Plant & Equipment' are treated as part of inventories. The costs incurred for the repairs and maintenance of these assets are charged to revenue.



- ii) The cost of assets under construction as on the Balance Sheet date, are classified under the head “capital work in progress” and the same are capitalized as and when they are put to use.

#### 4) Capital Work in Progress

Capital Work in Progress as on March 31, 2025, is Rs.29,94,61,092. This outlay is on account of expansion of existing product capacities and also for construction of new production facilities for a new intermediate. These expenditures will be capitalised, upon completion of construction and commencement of commercial operations.

#### 5) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. In carrying out such exercise, due effect is given to the requirements of Schedule II of the Companies Act, 2013.

#### 6) Depreciation

Depreciation on Property, Plant and Equipment is provided over the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. In respect of the assets that are either sold / retired during the year, the accumulated depreciation carried forward relating to such assets is adjusted.

#### 7) Investments

Current investments are carried at lower of cost and quoted / fair value, computed category wise. Long term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

#### 8) Research & Development

- (i) Equipment purchased for research and development is capitalised when commissioned and included in the gross block of property, plant and equipment.
- (ii) Revenue expenditure on Research and Development incurred, if any, during the year is charged to Profit & Loss account of the year under relevant head of Account.
- (iii) Due consideration is given to the deferred tax effect on account of the deduction of the R & D capital expenditure under section 35 of the Income Tax Act, 1961.
- (iv) Included in Capital Work in Progress is an amount of Rs.4,93,19,760/-, relating to DHDT R & D plant.

#### 9) Inventories

Inventories are valued at lower of cost or net realizable value. Obsolete, slow moving and defective inventories are identified at the time of physical verification and necessary provision is made for such inventories. The cost is determined using the weighted average cost method for all categories of inventories. Cost includes in case of Raw materials, Stores & spares and consumables, the purchase price and direct costs attributable less discounts. In case of work-in-process and finished goods, cost includes direct labour, material costs and production overheads. Duties and Taxes recoverable from the authorities in the future are not included in the cost of inventory.

#### 10) Employee Benefits

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related service is rendered. Post-employment and other long-term employee benefits are recognized as an expense in the statement profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long-term benefits are charged to the Statement of Profit and Loss.

#### 11) Foreign Currency Transactions

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of transaction.
- (ii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

- (iii) Monetary assets & Liabilities denominated in foreign currencies are restated at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the year.

## 12) Borrowing Cost

Interest and other borrowing costs attributable to assets under construction are capitalized and these are part of capital work in progress. Other interest and borrowing costs are charged to Statement of Profit & Loss.

## 13) Provisions, Contingent Liabilities and Contingent Assets

- (i) Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.
- (ii) Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
- (iii) Contingent Assets: Contingent Assets are not recognized in the financial statements.

## 14) Accounting for Taxes on Income

Income Tax – Current and Deferred – are accounted in accordance with Ind AS – 12, ‘Income Taxes’ as amended from time to time.

## G. The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under

Particulars	31.03.2025	31.03.2024
Principal amount due and remaining unpaid (< 45 days)	31.59 Lakhs	8.40 Lakhs
Interest due on the above and the unpaid interest	Nil	Nil
Interest paid / payable	Nil	Nil

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company, regarding the status of registration of such vendor under the said Act, as per the intimation received from them on the request made by the Company.

## H. Employee Benefits

The requisite disclosures pertaining to Employees Benefits are as under.

### Defined Contributions:

Payments and Provisions for employees include Rs. 19.47 lakhs (Previous Year Rs. 12.82 lakhs) recognised as expenses in respect of defined contribution plans.

### Defined Benefit Plans:

Gratuity - Gratuity is payable to all the eligible employees of the Company on resignation, death, Permanent disablements in terms of the Payment of Gratuity Act, 1972

### Leave Encashment:

Entitlement of annual leave is recognised when they accrue to employees. Annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves.

**I. CONTINGENT LIABILITIES:**

Rs in Lakhs

Sl. No.	Particulars	31.03.2025	31.03.2024
1.	On account of Bank Guarantee	21.00	21.00
2.	Claims against the company/ disputed liabilities not acknowledged as debts:		
	(a) In respect of Advance Licence Customs Demand raised for the year 2000-01 and Appeal pending with CESTAT, Mumbai	16.30	16.30
	(b) In respect of Service Tax on Director's Remuneration Demand raised for the period from 01.07.12 to 31.10.14 and Appeal pending with CESTAT, MUMBAI	3.98	3.98
3.	Relating to claim of a third party in which the company was made a party.	9.00	9.00
	Total	50.28	50.28

**J. Particulars of Sales, Closing and Opening Inventory**

Rs in Lakhs

	Sales Value		Closing Inventory	Opening Inventory
	2024-25	2023-24	31.03.2025	31.03.2024
Manufacturing Bulk Drugs	11,335.01	15,671.19	1,393.88	1,099.38
Trading Raw Materials	-	-	-	-
Total	11,335.01	15,671.19	1,393.88	1,099.38

**K. Value of Raw Materials, Stores & Spares Consumed.**

Rs in Lakhs

	% Cons	2023-24	% Cons	2022-23
<b>Value of Raw Materials</b>				
Imported	88.07%	7506.91	81.39%	9,925.82
indigenous	11.93%	1017.05	18.61%	2268.94
Total		8523.96		12,194.76
<b>Stores and Spares</b>				
Imported				
indigenous	100%	197.76	100%	169.72

**L. RELATED PARTY TRANSACTIONS**

Rs in Lakhs

A	<b>Associated Companies</b>	
	Godavari Capital Private Limited.	
	Godavari Homes Private Limited.	
B	<b>Associated Firms: Nil.</b>	
C	<b>Key Management Personnel</b>	
	Mr. Mukund Kakani, Mr. Mohit Jaju, Mr. Venkatesh Achanta	
D	<b>Relatives of Key Management Personnel</b>	
	Mr. Ghanshyam Jaju, Mrs. Sushma Kakani, and Mr. Isheir Jaju	
E	<b>Nature of transaction</b>	Amount (Rs.)
(i)	<b>Rent</b>	
	Sushma Kakani	4.80
	Mohit Jaju	8.40
(ii)	<b>Remuneration</b>	
	Mukund Kakani	18.00

	Mohit Jaju	18.00
	Isheir Jaju	9.00
	Venkatesh Achanta	5.40
(iii)	<b>Interest</b>	
	Ghanshyam Jaju	31.37
	Mukund Kakani	35.41
	Mohit Jaju	53.99
(iv)	<b>Sundry Creditors</b>	
	Sushma Kakani	2.59
	Mohit Jaju	4.54
(v)	<b>Loans</b>	
	Mohit Jaju	525.00
	Mukund Kakani	340.00
	Ghanshyam Jaju	312.00

- M. Corporate Social Responsibility:** The company has incurred an expense of **Rs.12.63 lakhs** on CSR obligations. PY Rs.11.79 lakhs. (FY 24-25 Spent for Supporting other government institutions and community supporting villages in the neighbourhood to our factory)
- N. Expenses in Foreign Exchange – Towards Travelling Rs. 18.55 lakhs** (Previous Year- Rs. 39.45 lakhs)
- O. Value of Imports calculated on CIF basis in respect of Raw Material: Rs. 7295.63 lakhs** (Previous Year Rs. 9225.90 lakhs)
- P. Foreign Currency exposure that are not hedged by derivative or forward contract as on the last day of the year: Rs. 4247.56 Lakhs** (Previous Year Rs. 4387.35 Lakhs)
- Q. Earnings in Foreign Exchange: Exports on FOB basis: Rs. 78.67 Lakhs.** (Previous Year – Rs. 241.42 Lakhs).
- R. CWIP Ageing Schedule:**

Rs. In Lakhs

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project In Progress	1783.25	1211.37	-	-	2994.61
Project Temporarily Suspended	-	-	-	-	-
Total	1783.25	1211.37	-	-	2994.61

**S. Aging Schedule of Receivables**

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					
	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total	Total
(i) Undisputed Trade receivables — considered good	3740.47	17.72	-	-	19.71	3777.90
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-

(iv) Disputed Trade Receivables—considered good	-	-	-	-	454.46 **	454.46 **
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>3740.47</b>	<b>17.72</b>	<b>-</b>	<b>-</b>	<b>474.17</b>	<b>4232.36</b>

\*\* This amount relates to two parties against whom cases for the recovery of the amounts have been filed. The cases are pending before Fast Track Court, XIXth Metropolitan Magistrate Courts, Secunderabad and before the Hon'ble NCLT, Jaipur.

#### T. Trade Payables aging schedule.

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	31.59	-	-	-	31.59
(ii) Others	2809.68	18.41	2.02	8.90	2839.01
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
<b>Total</b>	<b>2841.27</b>	<b>18.41</b>	<b>2.02</b>	<b>8.90</b>	<b>2870.60</b>

#### U. Ratio Analysis

Sl. No.	Ratio	Numerator	Denominator	Current Year	Previous Year	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	1.08	1.08	Nil	
2	Debt-Equity Ratio	Long Term Borrowings	Total Equity	0.55	0.29	89.66%	Note 1
3	Debt Service Coverage Ratio	PAT + Noncash Charges + Interest	Interest + Repayment Obligations	2.32	2.99	-22.41%	
4	Return on Equity Ratio	PAT	Total Equity	0.10	0.14	-28.57%	Note 2
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	3.94	6.72	-41.37%	Note 2
6	Trade Receivables Turnover Ratio	Sales	Average Trade Receivables	2.23	2.67	-16.48%	
7	Trade Payables Turnover Ratio	Purchases	Average Trade Payables	2.95	3.12	-5.45%	
8	Net Capital Turnover Ratio	Sales	Capital Employed	1.69	3.13	-46.01%	Note 2

9	Net Profit Ratio	PAT	Sales	0.04	0.04	Nil	Note 2
10	Return on Capital Employed	PBIT	Capital Employed	0.15	0.24	-37.50%	Note 2

Note 1 – On account of increase in borrowings.

Note 2 – On account of reduction of quantum of profit due to reduction in turnovers.

- V. Previous year's figures have been regrouped / reclassified wherever necessary to conform with the current year's presentation.



**GODAVARI DRUGS  
LIMITED**

**37** YEARS OF  
GODAVARI DRUGS  
ANNUAL REPORT  
2024-25

Contact us

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A6/2, MIDC, Nanded District,  
Maharashtra, 431603.