

Date: September 01, 2025

BSE Limited,
Market Operations Dept.
P. J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip Code: 532039

Subject: Annual Report 2024-25 and Notice of 36th Annual General Meeting of Zenotech Laboratories Limited (the Company)

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report for the financial year 2024-25, including the Notice of Thirty-Sixth Annual General Meeting ("36th AGM"), scheduled to be held on Friday, September 26, 2025 at 10:30 a.m. IST through Video Conferencing.

A copy of the Annual Report 2024-25 is enclosed herewith. The Notice and Annual Report is also available on the Company's website at <https://www.zenotechlab.com/annual-reports/> and can also be accessed by scanning the following QR code:



The information about key events for the AGM and Remote E-voting is as follows:

Timeline	
Cut-off date (for voting eligibility)	Friday, September 19, 2025
Remote E-voting Begins	Tuesday, September 23, 2025 at 09:00 A.M. IST
Remote E-voting Ends	Thursday, September 25, 2025 till 05:00 P.M. IST

For **Zenotech Laboratories Limited**

(Abdul Gafoor Mohammad)
Company Secretary & Compliance Officer
ICSI Membership No.: A22331

Encl: as above

The background features three large, overlapping curved bands in blue, yellow, and green, set against a solid orange background.

Annual Report 2024-25

ZENOTECH LABORATORIES LIMITED

CIN: L27100TG1989PLC010122

Board of Directors

Dr. Azadar Husain Asghar Mehdi Khan	:	Non-Executive Director
Jignesh Anantray Goradia	:	Non-Executive Director
Kavita Rakesh Shah	:	Independent Director (upto March 31, 2025)
Chintan Jitendra Shah	:	Independent Director
Jagruti Prashant Sheth	:	Independent Director
Rakeshchandra Jagdishprasad Sinha	:	Non-Executive Director
Premal Hemant Gandhi	:	Independent Director (Appointed w.e.f. January 28, 2025)

Key Managerial Personnel

Devendra Chandrakant Shenvi Kenkre	:	Chief Executive Officer (upto July 24, 2024)
Dr. Sachin Laxmanappa Gavandare	:	Chief Financial Officer (Appointed w.e.f. October 23, 2025)
Poly K.V.	:	Chief Financial Officer
Abdul Gafoor Mohammad	:	Company Secretary & Compliance Officer

Manufacturing & Registered Office	:	Survey No.250-252, Turkapally Village, Shamirpet Mandal, Hyderabad – 500 078 Telangana State, India Telephone Nos. +91 90320 44584/585/586 Email Id: info@zenotech.co.in Website: https://www.zenotechlab.com
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Registrar and Share Transfer Agent	:	KFin Technologies Limited (formerly, KFin Technologies Private Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana State, India Telephone Nos.: 1800-3454-001 (Toll Free) Email Id: einward.ris@kfintech.com
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Statutory Auditors	:	M/s. PKF Sridhar & Santhanam LLP 8-2-577/B/5F, Road No.8, 5 th Floor, Maas Heights, Banjara Hills, Hyderabad – 500 034, Telangana State. India
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Secretarial Auditor	:	Mr. Mahadev Tirunagari Company Secretary in Practice Hyderabad, Telangana State, India.
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Internal Auditor	:	V R P S & Co., (formerly, N. Sai Baba & Co., Chartered Accountants Hyderabad, Telangana State, India.
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36TH ANNUAL GENERAL MEETING
 Friday, September 26, 2025 at 10:30 A.M
 Through Video Conferencing (VC)

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Important Communication to Members:

Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-Sixth (36th) Annual General Meeting of the members of Zenotech Laboratories Limited will be held on Friday, September 26, 2025 at 10:30 a.m. IST through Video Conferencing ("VC")**, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Standalone Financial Statements of the Company

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Re-appointment of Mr. Rakeshchandra Jagdishprasad Sinha as a Director, liable to retire by rotation

To appoint Mr. Rakeshchandra Jagdishprasad Sinha (DIN: 07340998), who retires by rotation and being eligible, has offered himself for re-appointment.

Item No. 3: Appointment of M/s. G S K A & Co., Chartered Accountants, (Firm Registration No. 147093W) as the Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. G S K A & Co., Chartered Accountants (Firm Registration No.147093W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 36th Annual General Meeting (AGM) until the conclusion of the 41st AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

Item No. 4: Approval for Material Related Party Transaction(s) with Sun Pharmaceutical Industries Limited

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**Listing Regulations**'), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/continue with the existing Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party' within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations in the course of sale and purchase of goods and/or material, availing/ rendering of any services, sharing of resources, reimbursement of expenses, purchase/ sale/ transfer/ exchange/ lease of business assets to meet business objectives and requirements or any other obligations including leasing of property, as detailed in the explanatory statement to this Resolution, with Sun Pharmaceutical Industries Limited ('**Sun Pharma**'), a holding Company/Promoter of the Company on such terms and conditions as mentioned therein and as may be mutually agreed between the Company and Sun Pharma, aggregating to an amount of ₹ 200 Crores from the conclusion of this 36th Annual General Meeting (AGM) to the conclusion of 37th AGM of the Company provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board') of the Company and any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution."

Item No. 5: Appointment of Mr. Mahadev Tirunagari, Practising Company Secretary, as the Secretarial Auditor of the Company and fix his remuneration

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

“RESOLVED THAT pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Mahadev Tirunagari, Practising Company Secretary (CP No.7350), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five (5) consecutive years, from April 01, 2025 to March 31, 2030 ('the term'), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the secretarial audit of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws.

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board of Directors
For **Zenotech Laboratories Limited**

Date: July 28, 2025
Place: Hyderabad

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer
ICSI Membership No. A22331

Registered Office:

Zenotech Laboratories Limited
Survey No.250-252, Turkapally Village,
Shamirpet Mandal, Hyderabad – 500 078, Telangana
CIN: L27100TG1989PLC010122
Tel No. +91 9032044584/585/586
Email: info@zenotech.co.in
Website: www.zenotechlab.com

Explanatory Statement in respect of item of Ordinary Business:

Item No. 3: Appointment of Statutory Auditors of the Company

The Members of the Company at the 31st Annual General Meeting (AGM) held on September 26, 2020 had approved the re-appointment of M/s. PKF Sridhar & Santhanam LLP (Firm registration number - 003990S/S 200018) Chartered Accountants (M/s. Sridhar & Santhanam LLP), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 36th AGM. They will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this AGM.

The Board of Directors of the Company (the Board), at its meeting held on July 28, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. M/s. G S K A & Co, Chartered Accountants (Firm Registration No. 147093W), as Statutory Auditors of the Company in place of M/s. PKF Sridhar & Santhanam LLP. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of this 36th AGM till the conclusion of the 41st AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time. There is no material change in the remuneration proposed to be paid to M/s. G S K A & Co., for the statutory audit to be conducted for the financial year ending March 31, 2026 vis-à-vis the remuneration paid to M/s. PKF Sridhar & Santhanam LLP, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended March 31, 2025. The proposed remuneration to be paid to the Auditors for the FY 2025-26 is ₹ 9.50 lakhs (Rupees Nine Lakhs Fifty Thousand only). The said remuneration excludes applicable taxes and out of pocket expenses.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. G S K A & Co., has been recommended to be appointed as the Statutory Auditors of the Company. M/s. G S K A & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It was established in the year 2018. It has its registered office at 4th Floor, Red Building, Above Shinhan Bank, Boat Club Road, Pune - 411 001. It is primarily engaged in providing audit and assurance services to its clients.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. G S K A & Co., and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. G S K A & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

As required under Section 102 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this statement sets out material facts and disclosures about the Special Business at Item Nos. 4 & 5 of the Notice.

Item No. 4: Approval of Material Related Party Transaction(s) with Sun Pharmaceutical Industries Limited

Pursuant to provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Audit Committee considered and approved Related Party Transactions proposed to be entered into/ on-going transactions with Sun Pharmaceutical Industries Limited, ('Sun Pharma'), a holding company/Promoter of the Company, since the Company manufactures the products offered by Sun Pharma under Loan Licensing arrangement and mainly depends on Sun Pharma for its current operations to sustain by itself. The maximum annual value of the proposed transactions with the Sun Pharma is estimated based on Company's current transactions with them and future business projections.

Approval of the shareholders was obtained at the 33rd Annual General Meeting ('AGM') held on September 24, 2022 for transactions between Sun Pharma and the Company aggregating to an amount of ₹ 200 Crores for each of the financial year (FY) commencing from FY 2022-23 to FY 2025-26, i.e., four (4) financial years. However, on a conservative basis, it is proposed that the approval of the shareholders should be obtained necessarily AGM to AGM basis and hence, we are seeking approval for Material Related Party Transactions from the conclusion of this 36th AGM to the conclusion of 37th

AGM of the Company. The Material Related Party Transactions placed for Members' approval have been approved by the Audit Committee.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into/continuing with the existing RPTs with Sun Pharma, aggregating to an amount of ₹ 200 Crores from the conclusion of 36th AGM till the conclusion of 37th AGM of the Company. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

It is in the above context that Resolution No. 4 is placed for the approval of the Members of the Company.

The Audit Committee considered and approved the following cumulative transactions with Sun Pharma, aggregating to an amount of ₹ 200 Crores from the conclusion of 36th AGM till the conclusion of 37th AGM of the Company:

Sl. No.	Name of the Related Party	Relationship	Nature of transaction(s)* (singly or all together)	Tenure	Annual Limit {maximum value of transaction(s) from the conclusion of 36 th AGM till the conclusion of 37 th AGM} (₹ in Crores)
1	Sun Pharmaceutical Industries Limited	Promoter Company	Conversion Charges	At mutually agreed rates/ on-going**	200
2	Sun Pharmaceutical Industries Limited	Promoter Company	Purchases	At actuals/ on-going**	
3	Sun Pharmaceutical Industries Limited	Promoter Company	Leasing of Equipment/ Facility	7 years**	
4	Sun Pharmaceutical Industries Limited	Promoter Company	Term Loan/ Trade Advances	3 years	
5	Sun Pharmaceutical Industries Limited	Promoter Company	Repayment of Term Loan	3 years	
6	Sun Pharmaceutical Industries Limited	Promoter Company	Term Loan Interest	3 years	
7	Sun Pharmaceutical Industries Limited	Promoter Company	Receipt towards reimbursement of expenses	At actuals	
8	Sun Pharmaceutical Industries Limited	Promoter Company	Payment towards reimbursement of expenses	At actuals	

* Transaction(s) are in the ordinary course of business and on arms' length basis

** as per agreement entered by the Company with Sun Pharma.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the Act, required to be disclosed is as follows:

- Type, material terms and particulars of the proposed transaction: As provided in the above table, all the transactions are material in nature and the transactions were on-going.
- Name of the Related Party and its relationship with the Company including nature of its concern or interest (financial or otherwise): Sun Pharmaceutical Industries Limited, Promoter of the Company and holding company.
- Tenure of the proposed transaction (particular tenure shall be specified): As provided in the above table.
- Value of the proposed transaction: As provided in the above table.
- The percentage of the Company's annual turnover, for the immediately preceding financial year, i.e. represented by the value of the proposed transaction: 100%
- If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company: Not applicable

- vii) Justification as to why the Related Party Transactions is in the interest of the Company: The above transactions are based on business requirements and are necessary for the smooth and efficient functioning of the Company.
- viii) A copy of the valuation or other external party report, if any such report has been relied upon:

Arm's length Certificate received from Independent Chartered Accountant.

- ix) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis: Negligible
- x) Any other information that may be relevant: The proposed transactions of the Company with the aforesaid party are in the ordinary course of business and on arm's length basis.

The Company has in place a structured process for approval of Material Related Party Transactions. As per the process, necessary details for each of the Related Party Transaction irrespective of the materiality threshold along with the justification are provided to the Audit Committee which enables them to arrive at the right decision. Additionally, an update and certification from an independent consultant on the actual Related Party Transactions is provided to the Audit Committee on annual basis confirming compliance as per the Act and Listing Regulations.

Except Dr. Azadar Husain Asghar Mehdi Khan and Mr. Rakeshchandra Jagdishprasad Sinha, Directors, none of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5: Appointment of Secretarial Auditor of the Company

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors at their meeting held on April 25, 2025 have approved, subject to approval of Members, appointment of Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) as Secretarial Auditor for a term of 5 (Five) consecutive years from April 01, 2025 till March 31, 2030.

Mr. Mahadev Tirunagari is a Fellow Member of Institute of Company Secretaries of India (ICSI) and an Insolvency Professional registered with Insolvency and Bankruptcy Board of India (IBBI). He also holds a Master's Degree in Finance and Master's Degree in Law. He possesses more than 20 years of rich Experience in Secretarial Services, Merchant Banking Activities and Insolvency matters. He is currently Vice Chairman of ICSI-SIRC and was the Chairman for Hyderabad Chapter of ICSI in the year 2016.

Mr. Mahadev Tirunagari is Peer reviewed in terms of the guidelines issued by the ICSI. Mr. Mahadev Tirunagari has been the Secretarial Auditor of the Company from FY13 and as part of his Secretarial audit demonstrated his expertise and proficiency in handling Secretarial audits of the Company till date. He is considered as expert in corporate and securities law advisory and handles regular and complex advisory assignments on corporate and securities law.

The proposed fee for FY 2025-26 is ₹ 2,00,000/- per annum (Previous year: ₹ 2,00,000/- per annum) plus applicable taxes and out-of-pocket expenses. The Board of Directors shall be authorised to fix the annual fee. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Mahadev Tirunagari under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors of the Company.

The Board of Directors have approved and recommended the aforesaid proposal for approval of members.

Mr. Mahadev Tirunagari have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified by the Institute of Company Secretaries of India. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

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

The Board recommends Ordinary resolution under Item No.5 of the accompanying Notice for approval of Members.

Profile of Directors seeking appointment/re-appointment

 Details of Directors seeking appointment/re-appointment at the 36th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and revised Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Rakeshchandra Jagdishprasad Sinha
DIN	07340998
Date of Birth	27/12/1964
Date of First Appointment on the Board	01/02/2020
Qualifications	Bachelor of Commerce & LL.B
Brief resume of the Director including nature of expertise in specific functional areas:	<p>He is a graduate in Commerce and LL.B, with 39 years of experience in the field of legal and compliance functions. At Sun Pharmaceutical Industries Limited, he is managing the legal function which comprises of over 20 lawyers across multiple jurisdictions. He is also commended for working on a number of important projects of Sun Pharma.</p> <p>In his 39 years of experience, he has worked for many renowned companies/groups viz., Reliance Industries Limited, Hitachi, Vedanta Group etc. He has also practiced as an advocate and was associated with Bank of Baroda and Government of Uttar Pradesh.</p>
No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
Directorship held in other companies (excluding foreign companies and section 8 companies)	1. Sun Pharma Distributors Limited 2. Sun Pharmaceutical Medicare Limited 3. Realstone Infra Limited 4. Sun Pharma Laboratories Limited
Membership / Chairmanships of Committees of other public Companies	Sun Pharma Laboratories Limited - Member of the Audit Committee - Member of the Corporate Social Responsibility Committee Sun Pharma Distributors Limited - Member of the Corporate Social Responsibility Committee
Listed entities from which the person has resigned in the past three years	None
Inter-se Relationship between Directors	N.A.

 By Order of the Board of Directors
 For **Zenotech Laboratories Limited**
Abdul Gafoor Mohammad
 Company Secretary & Compliance Officer
 ICSI Membership No. A22331

 Date: July 28, 2025
 Place: Hyderabad

Registered Office:

 Zenotech Laboratories Limited
 Survey No.250-252, Turkapally Village,
 Shameerpet Mandal, Hyderabad – 500 078, Telangana
 CIN: L27100TG1989PLC010122
 Tel No. +91 9032044584/585/586
 Email: info@zenotech.co.in
 Website: <https://www.zenotechlab.com>

NOTES:

1. The Ministry of Corporate Affairs ('MCA') had, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, the latest being 09/2024 dated 19th September, 2024 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the registered office of the Company, i.e., Zenotech Laboratories Limited, Survey No. 250-252, Turkapally Village, Shamirpet Mandal, Hyderabad – 500 078.
2. Since this AGM is being held through VC, pursuant to MCA Circulars, physical attendance of the members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for this 36th AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email to mahadev.pcs@gmail.com with a copy marked to evoting@nsdl.com.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, 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 this 36th AGM, i.e. September 26, 2025. Members seeking to inspect such documents can send an email to abdul.gafoor@zenotech.co.in.
6. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
7. The Board of Directors of the Company had appointed Mr. Mahadev Tirunagari, Practicing Company Secretary, Hyderabad (Membership No. FCS 6681, CP No. 7350), as the Scrutinizer to scrutinise the remote e-voting process and e-voting in a fair and transparent manner.
8. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., September 19, 2025, may cast their votes electronically.
The e-voting period commences on Tuesday, September 23, 2025 (9:00 a.m. IST) and ends on Thursday, September 25, 2025 (5:00 p.m. IST).
The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., September 19, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e., September 19, 2025, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e., September 19, 2025, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
11. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 36th AGM and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

12. **A letter containing a weblink and QR code for accessing the Notice and Annual Report for the financial year 2024-25 will be sent to those shareholders who have not registered their email address with the Company/ Depositories/RTA**
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfinotech.com, to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report.
14. Members may also note that the Notice of the 36th AGM and the Annual Report 2024-25 will also be available on the Company's website, <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Laboratories-Limited-Annual-Report-2024-25.pdf>, website of the stock exchange, i.e. BSE at www.bseindia.com and on the website of NSDL, <https://www.evoting.nsdl.com>.
15. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the director seeking re-appointment at this AGM, forms part of this Notice.
16. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfinotech.com. The forms for updating the same are available at <https://zenotechlab.com/forms-for-shareholders/>.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website at <https://zenotechlab.com/forms-for-shareholders/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
18. The Scrutinizer will submit his report to the Chairperson or to any other person authorized by the Chairperson after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange at www.bseindia.com, NSDL website, <https://www.evoting.nsdl.com> and will also be displayed on the Company's website, www.zenotechlab.com.
19. Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an e-Mail ID: abdul.gafoor@zenotech.co.in exclusively for quick redressal of members/ investors grievances.

By Order of the Board of Directors
For **Zenotech Laboratories Limited**

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer
ICSI Membership No. A22331

Date: July 28, 2025
Place: Hyderabad

Registered Office:
Zenotech Laboratories Limited
Survey No.250-252, Turkapally Village,
Shamirpet Mandal,
Hyderabad – 500 078, Telangana
CIN: L27100TG1989PLC010122
Tel No. +91 9032044584/585/586
Email: info@zenotech.co.in
Website: www.zenotechlab.com

INSTRUCTIONS FOR E-VOTING

General guidelines for VC participation

- i. Members may note that the 36th AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") read with the Circulars.
- ii. The Members can join the 36th AGM in the VC mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure as detailed in this Notice. As per the MCA Circulars, the facility of participation at the 36th AGM through VC will be made available to at least 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 36th AGM without restriction on account of first come first served basis.
- iii. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" 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 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.
- iv. Members are requested to join the Meeting through Laptops for better experience and 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 connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- v. Shareholders who would like to express their views/ ask questions during the 36th AGM may register themselves by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at abdul.gafoor@zenotech.co.in on or before September 19, 2025.

Only registered speakers shall be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- vi. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number/ folio number, e-mail id and mobile number, to abdul.gafoor@zenotech.co.in. These queries will be suitably replied to by the Company by e-mail.

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode

In terms of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Shareholders / members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>     </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call the toll-free number 1800-21-09911.

B) Login method for e-voting and voting during the meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	
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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

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 in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

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 on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "e-Voting Even Number" (EVEN) in which you are holding shares and whose voting cycle is in active status.
3. Select EVEN of the Company, which is 135795.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. In case shares are held in physical mode, please provide a signed request letter mentioning folio number, name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhaar/ utility bill (not older than 3 months) by email to einward.ris@kfintech.com.
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, self-attested scanned copy of PAN card and Aadhaar/ Utility bill (not older than 3 months) to einward.ris@kfintech.com.
2. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. If you are an individual shareholder 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.
4. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is send through e-mail and holding shares as of the cut-off date i.e., September 19, 2025, may obtain the login id and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., September 19, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

General guidelines for e-voting & other details:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mahadev.pcs@gmail.com with a copy marked to evoting@nsdl.com.
2. 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.
3. It is strongly recommended that you do not 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.
4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call 022 - 4886 7000 or send a request at evoting@nsdl.com to get your grievances on e-voting addressed.

5. Online application for Investor Query:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are requested to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Senior Citizens - Investor Support

As part of the initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details:

- ID proof showing Date of Birth
- Folio Number
- Company Name
- Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App:

Mobile application for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

Information at a glance

Particulars	Details
Time and date of AGM	10:30 a.m. IST, Friday, September 26, 2025
Mode	Video conference and other audio-visual means
Participation through video-conferencing	https://www.evoting.nsdl.com/
Cut-off date for e-voting	Friday, September 19, 2025
E-voting start time and date	9:00 a.m. IST, Tuesday, September 23, 2025
E-voting end time and date	5:00 p.m. IST, Thursday, September 25, 2025
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Contact name: Amit Vishal Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower, Parel, Mumbai 400013, India Contact details: Email ID: evoting@nsdl.com ; Contact number: 022 – 4886 7000
Name, address and contact details of Registrar and Transfer Agent	Contact name: Mr. Rajeev Kumar Manager KFin Technologies Limited Unit: Zenotech Laboratories Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 Contact details: Email ID: einward.ris@kfintech.com ; Contact number: 1800-309-4001

BOARD'S REPORT

Your directors take pleasure to present the Board's Report in line with the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this report presents the Audited financial results for the financial year ended on March 31, 2025 ("FY25"/ "Financial Year") and up to the date of the Board meeting held on July 28, 2025 to approve this report.

Financial Highlights

The Company's financial performance for the financial year ended March 31, 2025: (₹ in Lakhs)

S.No.	Particulars	2024-25	2023-24
(i)	Revenue from operations	3,897.57	3,676.15
(ii)	Other Operating Income	407.14	407.16
(iii)	Other income	154.86	100.41
(iv)	Total Revenue (i+ii+iii)	4,459.57	4,183.72
(v)	Depreciation	696.01	708.52
(vi)	Finance cost	0	0
(vii)	Other expenses	2,886.69	2,361.06
(viii)	Total Expenses (v+vi+vii)	3,582.70	3,069.58
(ix)	Profit/(Loss) before exceptional items and tax (iv-viii)	876.87	1,114.14
(x)	Exceptional item	192.32	0
(xi)	Profit/(Loss) before tax (ix+x)	1069.19	1114.14
(xii)	Tax expense	507.90	284.27
(xiii)	Profit/(Loss) after tax (xi-xii)	561.29	829.87
(xiv)	Other Comprehensive Income	-1.68	-2.72
(xv)	Total Comprehensive Income for the period (xiii+xiv)	559.61	827.15
(xvi)	Loss brought forward from previous year	-18,003.22	-18,830.36
(xvii)	Profit/(Loss) carried forward to Balance Sheet (xv+xvi)	-17,443.61	-18,003.22

Performance review and the state of Company's affairs

During the year under review, the Company recorded revenue of ₹ 3,897.57 Lakhs (Previous year ₹ 3,676.15 Lakhs) from its operations, 6% increase over the corresponding previous year, due to marginal increase in volumes for sterile formulations which supported in maintaining the estimated revenues. The Company reported profit after tax of ₹ 561.29 Lakhs as against previous year reported profit after tax of ₹ 829.87 Lakhs. Based on the projected business plans for the current and forthcoming years, the Company believes that it can maintain its positive performance by utilizing its resources to its maximum.

Your Company is constantly striving to optimize its operational capacities, restricting costs to remain competitive which would help to improve the operational efficiency.

The Company is engaged in the business of Pharmaceuticals, and there has been no change in the nature of the business of the Company during the financial year ended March 31, 2025.

Material changes and commitments

There have been no material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of this report.

Dividend

The Board of Directors of your Company have not recommended any dividend on Equity Shares for the year under review, in order to conserve the resources for future growth of the Company.

Transfer to Reserves

During the year under review, there was no amount proposed to be transferred to the Reserves.

Loans, Guarantees & Investments

During the year under review, your Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under Section 185 and 186 of the Companies Act, 2013.

Public Deposits

The Company did not accept any public deposits during the year under review, as outlined in Chapter V of the Act and the corresponding Rules.

Changes in Capital Structure

During the year under review, there was no change in the Capital Structure of the Company. The Share Capital of the Company stood at ₹ 61,03,05,680/- (6,10,30,568 Equity Shares of ₹ 10/- each).

Credit Rating

No Credit Rating was obtained during the financial year 2024-25.

Subsidiaries/ Joint Ventures/ Associates

The Company does not have any joint venture or associate company. The Company's overseas subsidiaries viz., Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc. (Zenotech-USA) were defunct and reported as cancelled/ revoked respectively based on the Registration Cancellation Certificate dated 8th June, 2022 and Long Form Standing Certificate dated 15th June, 2022 respectively, received from the concerned authorities. Accordingly, the Company is of the view that it does not have subsidiaries, joint ventures and associates within the definition of Ind AS 110 and hence no longer CFS is applicable. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

For more information on subsidiaries, please refer to section "Consolidated financial statements" in this Report.

Directors and Key Managerial Personnel

Change in Directorate:

During the year under review, Smt. Kavita Rakesh Shah (DIN: 02566732) had completed her second and final tenure as Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on March 31, 2025. The Board places on record its appreciation for the invaluable contribution made during her tenure.

The Board, at its meeting held on January 28, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Company, approved the following appointment/ re-appointment to the Board:

- (a) the appointment of Mr. Premal Hemant Gandhi (DIN: 09668275) as an Additional Director – Independent Director of the Company for a term of 5 (five) consecutive years with effect from January 28, 2025; and
- (b) the re-appointment of Smt. Jagruti Prashant Sheth (DIN: 07129549) as an Independent Director of the Company for a further term of 5 (five) years with effect from February 01, 2025.

The above-mentioned appointment/ re-appointment were duly approved by the Members of the Company vide Postal Ballot on March 14, 2025.

Retirement by rotation:

Mr. Rakeshchandra Jagdishprasad Sinha (DIN: 07340998), Director, is liable to retire by rotation at the ensuing 36th Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his appointment.

The necessary disclosures required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, for the above-mentioned re-appointment is provided in the Notice of 36th Annual General Meeting of the Company.

Key Managerial Personnel:

During the year under review, Mr. Devendra Chandrakant Shenvi Kenkre, had resigned as Chief Executive Officer w.e.f. July 24, 2024. The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Sachin Laxmanappa Gavandare as Chief Executive Officer of the Company w.e.f. October 23, 2024.

Pursuant to Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Dr. Sachin Laxmanappa Gavandare, Chief Executive Officer, Mr. Poly K.V., Chief Financial Officer and Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer continued as the 'Key Managerial Personnel' of the Company.

Declaration by Independent Directors

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Additionally, the Independent Directors have declared their compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding their inclusion in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. There have been no changes in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board, the Independent Directors meet the conditions specified under the Act and the Listing Regulations, and they remain independent of management.

Familiarization Programme for the Independent Directors

In compliance with the requirements of Regulation 25(7) of the Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The policy and programme details are available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Familiarization-Programme-FY-2024-25.pdf>.

Board Performance Evaluation

Board performance evaluation is carried out under a comprehensive Performance Evaluation Programme ("PEP") every year. PEP is a part of the roles and responsibilities of the Nomination and Remuneration Committee ("NRC"). Every year NRC reviews the performance evaluation criteria for the Board as a whole, the Board committees and individual board members, taking into consideration the SEBI guidelines and the guidance note issued by the ICSI.

The PEP 2024-25 was conducted through Questionnaire Approach wherein a questionnaire for performance evaluation of the Board as a whole, Board committees and individual Board members was circulated seeking input from each Board member on the effectiveness of the Board processes.

The Board also assessed the fulfilment of the independence criteria by the Independent Directors of the Company and their independence from the management as specified in the Listing Regulations.

The performance evaluation of the Non-Independent Directors and the performance of the Board as a whole was discussed at the separate meeting of the Independent Directors as well.

Remuneration Policy and Criteria for Appointment of Directors

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Schedule II Part D of Listing Regulations, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a Director.

The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management. The purpose of the Remuneration Policy is to establish and govern the procedure applicable: a) To evaluate the performance of the members of the Board. b) To ensure remuneration payable to Directors, KMP & other senior Management, strike appropriate balance and commensurate, among others, with the functioning of the Company and its long-term objectives. c) To retain, motivate and promote talent within the Company and to ensure long term sustainability of the managerial persons and create competitive advantage.

The Remuneration Policy is available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Remuneration-Policy.pdf>.

Particulars of Employees

Information as per Section 197(12) of the Act read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in Annexure-1 to this Report. Further, the information pertaining to Rule 5(2) and 5(3) of the aforesaid Rules, pertaining to the names and other particulars of employees is available for inspection at the Registered Office of the Company during business hours and the Annual Report is being sent to the members excluding this information. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer either at the Registered Office address or by email to abdul.gafoor@zenotech.co.in.

Succession Plan

Your Company has an effective succession planning mechanism focusing on the orderly succession of Directors, Key Managerial Personnel and Senior Management. The NRC implements this mechanism in conjunction with the Board.

Management Discussion and Analysis

The Management Discussion and Analysis as prescribed under Part B of Schedule V read with Regulation 34(3) of the Listing Regulations is provided in a separate section and forms part of this Report which includes the state of affairs of the Company.

Corporate Governance Report

The Corporate Governance Report and the certificate from the Company's auditors, as stipulated in Schedule V of the Listing Regulations, are provided in a separate section which forms part of this Annual Report.

Board Meetings

The Board of Directors of the Company met 5 (five) times during the year under review. The dates of the Board meeting and the attendance of the Directors at the said meetings are provided in the Corporate Governance Report, which forms a part of this Report.

Committees of the Board

As on March 31, 2025, the Board has 4 (four) Committees. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

The details pertaining to the meetings and composition of the Committees of the Board are included in the Corporate Governance Report, which forms part of this Report.

Board Policies

The various policies that the Board has approved and adopted in accordance with the requirements set forth by the Act and the SEBI Listing Regulations can be accessed at our website at <https://zenotechlab.com/policies/>.

Internal Financial Controls and their adequacy

The Company has in place an adequate system of internal controls, policies and procedures for ensuring orderly and efficient conduct of the business, including adherence to the 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.

The current system of internal financial controls is aligned with the statutory requirements and is in line with the globally accepted risk-based framework. The internal financial controls with respect to the financial statements are adequate and operating effectively. Effectiveness of internal financial controls is ensured through management reviews, control self-assessment and independent testing by the Internal Audit Team.

The Audit Committee reviewed the internal financial controls that ensure that the Company's accounts were properly maintained and that the transactions were recorded in the books of accounts in accordance with the applicable accounting standards, laws and statutes. The Statutory and Internal auditors have confirmed that there was no internal control weakness during FY 2024-25.

Vigil Mechanism/Whistle Blower Policy

The Company is committed to conducting its business by adopting the highest standards of professional integrity and ethical behaviour. The organisation has a detailed Code of Conduct ('Code') that directs the Employees to uphold the Company values and urges them to conduct business with integrity and the highest ethical standards. Management intends to prevent the occurrence of any practice not in compliance with this Code or enable reporting any concerns about suspected misconduct, through the Whistle Blower Policy. This mechanism aims to provide a secure environment to Employees for responsible reporting to the management any instances of unethical behaviour, actual or suspected fraud, any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports or violation of the Company's Code by Employees.

The Policy is available on the website, www.zenotechlab.com and may be accessed through the web link at <https://zenotechlab.com/wp-content/uploads/2025/08/Vigil-Mechanism.pdf>.

Auditors

Statutory Auditors

In terms of provisions of Section 139 of the Act, M/s. PKF Sridhar & Santhanam LLP (Firm registration number - 003990S/S 200018), Chartered Accountants, Hyderabad were re-appointed as the Statutory Auditors of the Company for a further period of 5 (five) years at the 31st Annual General Meeting (AGM) held on September 26, 2020, to hold office till the conclusion of 36th AGM of the Company. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

As the term of M/s. PKF Sridhar & Santhanam LLP as the Statutory Auditors of the Company expires at the conclusion of 36th AGM, the Board of Directors of the Company at their meeting held on July 28, 2025, based on the recommendation of the Audit Committee, has recommended to the Members the appointment of M/s. G S K A & Co, Chartered Accountants (Firm Registration No. 147093W) as Statutory Auditors of the Company, for a term of 5 (five) consecutive years from the

conclusion of 36th AGM till the conclusion of the 41st AGM. Accordingly, an Ordinary Resolution, proposing appointment of M/s. G S K A & Co., as the Statutory Auditors of the Company for a term of five consecutive years pursuant to Section 139 of the Act, forms part of the Notice of the 36th AGM of the Company. The Company has received the written consent and a certificate that M/s. G S K A & Co., satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

M/s. G S K A & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It was established in the year 2018. It has its registered office at 4th Floor, Red Building, Above Shinhan Bank, Boat Club Road, Pune - 411 001. It is primarily engaged in providing audit and assurance services to its clients. Your Board recommends the appointment of M/s. G S K A & Co., as Statutory Auditors of the Company, for a term of five consecutive years. Your Board recommends the appointment of M/s. G S K A & Co., as the Statutory Auditors of the Company for a term of five consecutive years.

Secretarial Auditor

The Board had appointed Mr. Mahadev Tirunagari, Company Secretary in Practice, Hyderabad, to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2025. The Secretarial Audit Report in the Form MR-3 for the year is provided as Annexure-2 to this Report. The Secretarial Audit Report for the year does not contain any qualification, reservation or adverse remark, except emphasis of the following matters:

1. As informed by the management /reported in the Annual Report for the financial year ended 31 March 2025 we report the following:
 - a) It is noticed that there are ongoing litigations between the erstwhile promoters and the present promoters of the Company. The present management of the Company took over the possession of the Company's premises effective from 11 November 2011, pursuant to an Order passed by Company Law Board. Consequent to the takeover, it was found that, among others, various statutory books and records of the Company were missing. In order to recover the related missing records, the Company has initiated appropriate actions against Dr. Jayaram Chigurupati, the erstwhile Managing Director. The matter is currently sub-judice. However, Dr. Jayaram Chigurupati has passed away on 31 January 2019 and all the criminal cases against him were subsequently closed.

Further, the Company is in process of closure of all Civil Cases against Late Dr. Jayaram Chigurupati and his legal heirs, if any.
 - b) Due to the missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements and attach the required statements and particulars in terms of the provisions of Section 129 of the Companies Act, 2013 and relevant provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also corresponding compliances under FEMA were not complied in relation to ODI etc., in subsidiaries.
 - c) The Company has complied with all the conditions of corporate governance code as envisaged under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except for:
 1. Disclosures and compliance concerning subsidiaries of the Company due to the missing and non-availability of the books of account and other related records and documents of the subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

In the opinion of the Board of Directors, the above matters related to legacy issues and are sub-judice.

In order to comply with the recent amendments of Listing Regulations Board of Directors of the Company has proposed, to appoint Mr. Mahadev Tirunagari, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for a period of 5 (five) consecutive years, commencing from the financial year 2025-26 to the financial year 2029-30, on payment of such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditor from time to time.

Mr. Mahadev Tirunagari have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified by the Institute of Company Secretaries of India. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Disclosure regarding appointment as required under Listing Regulations is provided in the Notice of the 36th AGM of the Company and forms part of this Annual Report. Your Board recommends the appointment of Mr. Mahadev Tirunagari, Practicing Company Secretary, as the Secretarial Auditor of the Company, for a term of five consecutive years.

Cost Auditor

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act and accordingly the Cost Audit is not applicable.

Related Party Transactions

The policy on Related Party Transactions as approved by the Board is available on the website of the Company and can be accessed through the web link: <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Policy-on-Related-Party-Transactions-2022.pdf>.

All contracts/arrangements/transactions entered by the Company during the year under review with the related parties were in the ordinary course of business and on an arm's length basis.

As required under Section 134(3)(h) of the Act, details of transactions entered with related parties under the Act exceeding ten percent of the annual consolidated turnover as per the last audited financial statements are given in Form AOC-2 provided as Annexure-3 to this Report.

Corporate Social Responsibility ("CSR")

In compliance with the requirements of Section 135 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a CSR Committee. The details of membership of the Committee and the meetings held are detailed in the Corporate Governance Report, forming part of this Report. The CSR Policy of the Company is available on the website of the Company and can be assessed through the web link at <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-CSR-Policy-2022.pdf>. The Annual Report on CSR activities containing details of expenditure incurred by the Company and brief details on the CSR activities are provided in Annexure-4 to this Report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided as Annexure-5 to this Report.

Human Resources & Industrial Relations

Our Company has always aspired to build a culture that demonstrates standards in safety, environment and sustainability. People are our most valuable asset and we are committed to provide all our employees, a safe and healthy work environment. Our culture exemplifies our core values and nurtures innovation, creativity and diversity. We ensure alignment of business goals and individual goals to enable our employees to grow on personal as well as professional front. It is through the passion and continued dedication of our people that our Company continues to succeed and we have always unequivocally and firmly believed in rewarding our people for their consistent efforts through our best-in-class and globally benchmarked people practices and reward programs.

Your Board would like to take this opportunity to express their gratitude and appreciation for the passion, dedication and commitment of the employees and look forward to their continued contribution.

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

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has arranged various interactive awareness workshops in this regard for the employees at the factory office during the year under review.

During the year ended March 31, 2025, no complaint pertaining to sexual harassment was received by the Company. Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Prohibition of Insider Trading

The Company has established a Code of Conduct for Prohibition of Insider Trading ("Code") to govern, monitor, and report trading in the Company's shares by designated persons and their immediate relatives, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Code outlines the procedures that designated persons must follow when trading or dealing in the Company's shares and sharing Unpublished Price Sensitive Information ("UPSI").

The Code can be accessed at the Company's website at <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Code-of-Fair-Disclosure-01-Apr-2019.pdf>.

Regulatory Orders

Currently, there are no substantial or impactful orders issued by regulatory bodies, courts, or tribunals that could affect the Company's capacity to continue as a going concern. According to the Listing Regulations, the Company is committed to transparently disclosing any significant events, important information, or regulatory directives it receives, ensuring that stakeholders are kept informed on a regular basis.

Annual Return:

The draft Annual Return as required under sub-section (3) of Section 92 of the Companies Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at <https://zenotechlab.com/annual-return/>

Secretarial Standards

The Company has complied with the applicable Secretarial Standards as amended from time to time.

Consolidated financial statements

Books of accounts and other related records/documents of the overseas subsidiaries of the Company were missing and due to non-availability of those records/information, the Company is unable to prepare consolidated accounts and attach the required statements and particulars in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The facts of the case had already been reported in earlier years.

Overseas subsidiaries were apparently created; investments and loans were made during the period from 2006-07 to 2010-11 under the erstwhile management headed by Late Dr. Jayaram Chigurupati. Therefore, it was the responsibility of that management to handover those details to the Company during the transition. However, no details on those subsidiaries were made available to your Company. Despite several attempts by the Company to recover them, details concerning those subsidiaries including the documents and certificates related to the foreign exchange transactions which included loans and investments made to those foreign subsidiaries, could not be obtained.

These subsidiaries viz., Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc. (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation Certificate dated 8th June, 2022 and Long Form Standing Certificate dated 15th June, 2022 respectively, received from the concerned authorities. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of Ind AS 110 and hence Consolidated Financial Statements are no longer applicable. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

The Company had filed a complaint before the Hon'ble Economic Offences Court, Nampally, Hyderabad, under the provisions of Section 630 of erstwhile Companies Act, 1956 against the former Managing Director, Late Dr. Jayaram Chigurupati, who was in complete control over the Company affairs during the period of these events. However, due to demise of Dr. Jayaram Chigurupati on January 31, 2019 the case before Economic Offence Court was abated.

Risk Management

The Company has adequate internal controls in place at various functional levels and does not foresee any major risk such as financial, credit, legal, regulatory and other risk keeping in view the nature and size of its business. There is no risk, which in the opinion of the Board which may threaten the existence of the Company. Pursuant to Section 134 (3) (n) of the Companies Act, 2013 it is stated that at present the Company has not identified any element of risk which may threaten the existence of the Company.

Environment, Health & Safety

Occupational Health and Safety ("OHS") and the wellbeing of our workforce is integral to Zenotech. We are committed to maintaining a safe and healthy work environment through strict safety standards and proactive risk management. Our comprehensive Environment, Health and Safety ("EHS") policy ensures regulatory compliance, continuous improvement and extends its coverage to all employees and the communities we operate in reinforcing our commitment to holistic stakeholder wellbeing.

We are committed to providing a safe and healthy workplace for all our workforce. This commitment is clearly mentioned in our EHS policy. We encourage our workforce to report any unsafe acts or conditions on site to ensure we always have safe workplace. We actively encourage our workforce to share their views and participate in safety-related decision making.

Employees are represented on various committees, including the Safety Committee, Canteen Committee and Transport Committee, among others. We have established a well-equipped Occupational Health Centre, supported by a full-time doctor, to ensure timely medical attention and emergency care for our workforce. We organise annual medical check-ups for all our workforce at manufacturing units to check their health conditions and suggest corrective measures if any.

Significant and material orders passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status of the Company.

Other Disclosures

1. During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee and /or Board under Section 143(12) of the Act.
2. There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.
3. The Company has not issued any equity shares with differential rights regarding dividends, voting or other rights.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134 (5) read with Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

Your Board wish to thank all stakeholders, employees, Company's bankers and business associates for their continued support and valuable co-operation.

Your Board also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

For and on behalf of the Board of Directors

Dr. Azadar Husain Asghar Mehdi Khan
Chairman of the Board Meeting
(DIN: 01219312)
Place: New Delhi
Date: July 28, 2025

Jignesh Anantray Goradia
Director
(DIN: 07229899)
Mumbai
July 28, 2025

Annexure 1

Information 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) Ratio of the remuneration* of each director to the median remuneration of the employees of the Company for the financial year 2024-25:

Name of the Director	Ratio of the remuneration of each director to the median remuneration of the employees of the Company
Dr. Azadar Hussain Asghar Mehdi Khan	N.A.
Smt. Kavita Rakesh Shah	0
Mr. Jignesh Anantray Goradia	0
Mr. Chintan Jitendra Shah	0
Smt. Jagruti Prashant Sheth	0
Mr. Rakeshchandra Jagdishprasad Sinha	N.A.

* Remuneration to Independent Directors / Non-Executive Directors consists only of sitting fees.

- (ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name & Designation of Director & KMP	% increase* in Remuneration in the financial year 2024-25
Dr. Azadar Husain Khan Non-Executive Director	N.A.
Smt. Kavita Rakesh Shah Independent Director	0
Mr. Jignesh Anantray Goradia Non-Executive Director	0
Mr. Chintan Jitendra Shah Independent Director	0
Smt. Jagruti Prashant Sheth Independent Director	0
Mr. Rakeshchandra Jagdishprasad Sinha Non-Executive Director	N.A.
Mr. Devendra Chandrakant Shenvi Kenkre Chief Executive Officer (up to July 2024)	3.2%
Dr. Sachin Laxmanappa Gavandare Chief Executive Officer (w.e.f. October 2024)	0
Mr. Poly K.V. Chief Financial Officer	7.2%
Mr. Abdul Gafoor Mohammad Company Secretary & Compliance Officer	7.2%

* Remuneration to Independent Directors / Non-Executive Directors consists only of sitting fees.

- (iii) The percentage increase in the median remuneration of employees in the financial year:

10%

- (iv) The number of permanent employees on the rolls of Company:

228

- (v) Average percentile increases already made in the salaries of employees other than key 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:

10%

- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Key Managerial Personnel and other employees. It is also affirmed that no remuneration other than sitting fees is being paid to the Independent Directors.

Annexure 2**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31 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,

Zenotech Laboratories Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Zenotech Laboratories Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Zenotech Laboratories 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Zenotech Laboratories Limited for the financial year ended on 31 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company during the period under review).
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not Applicable to the company during the period under review).
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).
 - (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; - (Not Applicable to the company during the period under review).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - (Not Applicable to the company during the period under review) and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The other laws as applicable specifically to the company are as under:
 - 1. Drugs and Cosmetics Act, 1940
 - 2. Indian Boilers Act, 1923

3. Standards of Weights and Measures Act, 1976
4. The Drugs Control Act, 1950 / DPCO, 2013 / rules;
5. Air (Prevention and Control of Pollution) Act, 1981
6. Water (Prevention & Control of Pollution) Act, 1974
7. Explosives Act, 1884
8. Environment Protection Act, 1986
9. Hazardous Waste Management Rules, 2016
10. E-Waste (Management) Rules, 2016

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.
- (iii) Auditing Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above with an emphasis to the following matters:

1. As informed by the management /reported in the Annual Report for the financial year ended 31 March 2025 we report the following:
 - d) It is noticed that there are ongoing litigations between the erstwhile promoters and the present promoters of the Company. The present management of the Company took over the possession of the Company's premises effective from 11 November 2011, pursuant to an Order passed by Company Law Board. Consequent to the takeover, it was found that, among others, various statutory books and records of the Company were missing. In order to recover the related missing records, the Company has initiated appropriate actions against Dr. Jayaram Chigurupati, the erstwhile Managing Director. The matter is currently subjudice. However, Dr. Jayaram Chigurupati has passed away on 31 January 2019 and all the criminal cases against him were subsequently closed.

Further, the Company is in process of closure of all Civil Cases against Late Dr. Jayaram Chigurupati and his legal heirs, if any.
 - e) Due to the missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements and attach the required statements and particulars in terms of the provisions of Section 129 of the Companies Act, 2013 and relevant provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also corresponding compliances under FEMA were not complied in relation to ODI etc., in subsidiaries.
 - f) The Company has complied with all the conditions of corporate governance code as envisaged under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except for:
2. Disclosures and compliance concerning subsidiaries of the Company due to the missing and non-availability of the books of account and other related records and documents of the subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. However, there are no Executive Directors on Board. The following changes have taken place in the composition of Board of Directors during the year under review:

1. Mr. Premal Hemant Gandhi was appointed as the Additional Director of the company under the category of Non-Executive Independent Director w.e.f. 28 January 2025 and was subsequently regularized as the Director under the category of Independent director by passing a special resolution through postal ballot dated 14 March 2025
2. Ms. Jagruti Prashant Sheth was reappointed as the Independent Director of the company by passing a special resolution through postal ballot dated 14 March 2025.

3. Ms. Kavita Rakesh Shah ceased to be the Independent Director of the Company w.e.f. 31 March 2025.

Further apart from the above the following changes have taken place in the composition of Key managerial personnel of the company:

1. Mr. Devendra Chandrakant Shenvi Kenkre ceased to be the CEO of the Company w.e.f. 24 July 2024
2. Mr. Sachin Laxmanappa Gavandare was appointed as the CEO of the Company w.e.f. 23 October 2024

Adequate notice is given to all directors to schedule the Board Meetings/Committee meetings, agenda and detailed notes on agenda were duly sent, 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 decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period, no major events have happened which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.,

During the period under review the Company has complied with the provisions of the other Acts, Rules, Regulations, Guidelines, Standards, etc.

Place: Hyderabad
Date: 28/07/2025
UDIN: F006681G000880114

Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681
CP No.: 7350

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY
IN PRACTICE (QUALIFIED/NON-QUALIFIED)**

To,
The Member
Zenotech Laboratories Limited
Survey No. 250-252, Turkapally Village,
Shameerpet Mandal, Hyderabad-500078

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I 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. My 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.

Date: 28/07/2025
Place: Hyderabad

Signature:
Mahadev Tirunagari
Practicing Company Secretary
Membership No. 6681
Certificate of Practice No. 7350
UDIN: F006681G000880114

Annexure 3

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 arms-length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:		
(a)	Name(s) of the related party and nature of relationship	Not applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) 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 material contracts or arrangement or transactions at arm's length basis:		
(a)	Name(s) of the related party and nature of relationship	Sun Pharmaceutical Industries Limited
(b)	Nature of contracts/arrangements/transactions	*Please refer the note given below
(c)	Duration of the contracts / arrangements / transactions	On-going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	*Please refer the note given below
(e)	Date(s) of approval by the Board, if any:	
(f)	Amount paid as advances, if any:	

***NOTE:** The details of names, nature of relationship; nature of such contracts/ arrangements/ transactions are disclosed in Note No. 29 of the Financial Statements.

Annexure-4

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2024-25

1. Brief outline on CSR Policy of the Company:

The Company's CSR policy encompasses the company's philosophy towards corporate social responsibility and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large. The CSR Policy and programs focus on the areas covered under Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Azadar Husain Asghar Mehdi Khan	Chairperson	1	1
2.	Mr. Jignesh Anantray Goradia	Member	1	1
3.	Smt. Jagruti Prashant Sheth	Member	1	1

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

The details and the web-links, where such details can be accessed are given hereunder:

Details	Web-links
Composition of CSR Committee	https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Committees-of-the-Board-2025.pdf
CSR Policy	https://www.zenotechlab.com/policies/
CSR projects approved by the Board	https://www.zenotechlab.com/policies/

4. Provide the executive summary along with web-links of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 11,84,83,239/-

(b) Two percent of average net profit of the company as per sub-section (5) of section 135:

₹ 23,69,665/-

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

(d) Amount required to be set off for the financial year, if any: ₹ 63,065/-

(e) Total CSR obligation for the financial year [5(b)+5(c)-5(d)]: ₹ 23,06,600/-

6. (a) Amount spend on CSR Projects (both Ongoing Project and other than Ongoing Project):

₹ 27,02,585/-

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 27,02,585/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per 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
27,02,585/-	NIL				

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	23,69,665
(ii)	Total amount spent for the Financial Year	27,65,650
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3,95,985
(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)]	3,95,985

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer.	
1	2021-22	0	0	Prime Minister's National Relief Fund	4,26,000	01/06/2022	0
2	2022-23	0	0	Nil	0	Nil	0
3	2023-24	0	0	Nil	0	Nil	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Date: July 28, 2025

Dr. Azadar Husain Khan
Chairman of CSR Committee
(DIN: 01219312)

Jignesh Anantray Goradia
Director
(DIN: 07229899)

Annexure 5

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A. Conservation of energy-

- i. the steps taken or impact on conservation of energy and the capital investment made thereon: The Company regularly reviews power consumption patterns across its units and implement requisite improvements/changes in the process in order to optimize power consumption.

During previous FY 2022-23, the Company had installed 1 (one) Megawatt (MW) Solar Power Generation (panels ground mounted) to conserve energy and to reduce carbon footprints.

B. Technology absorption-

- i. the efforts made towards technology absorption and the benefits derived there from: None
- ii. Particulars of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): None

EXPENDITURE INCURRED ON RESEARCH & DEVELOPMENT

- a. Expenditure on R&D:

No specific expenditure exclusively on R&D has been incurred. The indigenous technology available is continuously being upgraded to improve the overall performance of the Company.

- b. Specific areas in which R&D carried out by the Company: NA

- c. Benefits derived as a result of the above R&D: NA

- d. Future course of action: N.A.

C. FOREIGN EXCHANGE EARNINGS / OUTGO:

The details of foreign exchange earnings / outgo during the year 2024-25 are as follows:

Total foreign exchange used and earned: (₹ in Thousands)

	31.03.2025	31.03.2024
Earnings in Foreign Currency		
Export of Goods (FOB Value)	-	-
CIF value of Imports		
Raw Materials	-	-
Components and Spare Parts	11,190.61	11,444.75
Capital Goods	-	10,518.93
Total	11,190.61	21,963.68
Professional fees	-	-

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans: Nil

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Corporate Governance

Zenotech Laboratories Limited (herein after referred to as "Company") as an organization, strongly believes that good corporate governance practices are vital tools in directing and controlling the affairs of the Company in a most effective and efficient manner. We further believe that by adoption of the best Corporate Governance practices, the Company would be able to achieve its long-term goal of maximizing its value for all its stake holders.

Transparency, integrity, honesty and accountability are recognized as core values in discharging the responsibilities towards this end.

The Corporate Governance standards demonstrate absolute importance given to all the Stakeholders and strong commitment to values and ethics in the business conduct. Your Company is committed to good Corporate Governance, based on an effective Independent Board, by abiding the guidelines and continuous assessment, clear and ethical direction and sound business decisions, with action plan to performance measurement and customer satisfaction.

The Company adheres to the principles of corporate governance and commits itself to accountability and fiduciary duty in the implementation of guidelines and mechanisms to ensure its corporate responsibility to the members and other stakeholders.

Code of Conduct

The code of conduct as adopted by the Board of Directors is applicable to all directors, senior management and employees above officers' level. The prime purpose of the code is to create an environment wherein all the Board Members and Senior Management of the Company maintain ethical standards and ensure compliance to the laid down ethical standards. All the Directors and senior management have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors and a declaration to this effect signed by the Chief Executive Officer of the Company has been annexed as Annexure - A to this Corporate Governance Report.

2. Board of Directors

(a) Board Composition

The Board of Directors of the Company as on March 31, 2025 (hereinafter referred to as 'the Board') comprises of seven (7) Directors, which consists of four Independent Directors including two Women Directors. The Composition and category of Directors is as follows:

Category of Directors	Sl. No.	Name of the Directors	DIN	Inter-se Relationship between Directors
Independent Directors	1.	Smt. Kavita Rakesh Shah ¹	02566732	---
	2.	Mr. Chintan Jitendra Shah	07325664	---
	3.	Smt. Jagruti Prashant Sheth	07129549	---
	4.	Mr. Premal Hemant Gandhi ²	09668275	---
Non-Independent Non-Executive Directors	5.	Dr. Azadar Husain Asghar Mehdi Khan	01219312	---
	6.	Mr. Jignesh Anantray Goradia	07229899	---
	7.	Mr. Rakeshchandra Jagdishprasad Sinha	07340998	---

Notes:

- Completed her second and final tenure as Independent Director and consequently ceased to be a Director of the Company effective from the close of business hours on March 31, 2025.
- Appointed as an Independent Director of the Company for a term of five years commencing from January 28, 2025 till January 27, 2030.

The Independent directors fulfil conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and are independent of the management.

(b) Board Meetings and attendance

Five (5) meetings of the Board were held during the financial year ended March 31, 2025 on May 01, 2024; July 26, 2024; September 26, 2024; October 23, 2024 and January 28, 2025.

The 35th Annual General Meeting ("AGM") was held on September 27, 2024.

Details of attendance of the Board members are as follows:

Name of the Director	Attendance					No. of Meetings entitled to attend	No. of Meetings attended	Whether attended 35 th AGM?
	May 01, 2024	July 26, 2024	September 26, 2024	October 23, 2024	January 28, 2025			
Dr. Azadar Husain Asghar Mehdi Khan	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Smt. Kavita Rakesh Shah	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Jignesh Anantray Goradia	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Chintan Jitendra Shah	Yes	Yes	Yes	Yes	Yes	5	5	No
Smt. Jagruti Prashant Sheth	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Rakeshchandra Jagdishprasad Sinha	Yes	Yes	Yes	Yes	Yes	5	5	No
Mr. Premal Hemant Gandhi ¹	NA	NA	NA	NA	NA	NA	NA	NA

Notes:

1. Appointed as an Independent Director of the Company effective from January 28, 2025.

(c) **Other Directorship**

Name of the Director	No. of other Directorships and Committee Memberships/Chairmanships as of March 31, 2025			Directorships in other listed entity	Category of Directorship
	Other Directorships*	Committee Memberships [#]	Committee Chairmanships [#]		
Dr. Azadar Husain Asghar Mehdi Khan	1	0	0	Nil	Nil
Smt. Kavita Rakesh Shah	1	2	1	Nilkamal Limited	Non-Executive and Independent Director
Mr. Jignesh Anantray Goradia	0	0	0	Nil	Nil
Mr. Chintan Jitendra Shah	1	0	0	Nil	Nil
Smt. Jagruti Prashant Sheth	0	0	0	Nil	Nil
Mr. Rakeshchandra Jagdishprasad Sinha	3	0	0	Nil	Nil
Mr. Premal Hemant Gandhi	0	0	0	Nil	Nil

* Does not include Directorships in Private Limited, Foreign and Section 8 Companies.

[#] Include only Memberships and Chairmanships of Audit and Stakeholders' Relationship Committees, also includes Chairmanships.

(d) Board skill matrix

In terms of requirements of Listing Regulations, the Board has identified the following core skills/expertise/competencies of the Directors, as given below:

Knowledge	Skills	Behavioural traits
Specialization/Expertise	Strategic Thinking	Integrity
Finance & Accounts	Problem Solving	Genuine Interest
Governance	Analytical Skills	Inter-personal Skills
Industry Knowledge	Decision Making Skills	Active Participation
General Management		
Legal		

The skills/expertise of the Board members are given below:

Expertise	Name of the Director						
	Azadar Husain Khan	Jignesh Goradia	Kavita Shah	Chintan Shah	Jagruti Sheth	Rakeshchandra Sinha	Premal Gandhi
Finance & Accounts	No	Yes	Yes	Yes	Yes	No	Yes
Legal	Yes	No	No	No	Yes	Yes	No
Governance	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry Knowledge (Pharma Industry)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes
General Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Skills	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Behavioral Traits	Yes	Yes	Yes	Yes	Yes	Yes	Yes

(e) Familiarisation Programme

Details of the familiarisation programme for the independent directors are available on the website of the Company, <https://www.zenotechlab.com/policies/>

(f) Equity Shares held by Non-Executive Directors as on March 31, 2025:

Name of the Director	No. of Equity Shares
Dr. Azadar Husain Asghar Mehdi Khan	Nil
Smt. Kavita Rakesh Shah	Nil
Mr. Jignesh Anantray Goradia	Nil
Mr. Chintan Jitendra Shah	Nil
Smt. Jagruti Prashant Sheth	Nil
Mr. Rakeshchandra Jagdishprasad Sinha	Nil
Mr. Premal Hemant Gandhi	Nil

3. Committees of the Board**A. Audit Committee**

Composition of the Audit Committee and the terms of reference are in compliance with the requirements under Section 177 of the Companies Act, 2013 ("Act") and Regulation 18 of the Listing Regulations.

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has entrusted the Audit Committee to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial reporting.

Head of Finance Function, representatives of the Statutory Auditors and Internal Auditors are also invited to attend the Audit Committee Meetings, whenever necessary.

The terms of reference of the Audit Committee, inter-alia, include, overseeing Company's financial reporting process, reviewing the annual financial statements and auditor's report thereon; reviewing and monitoring the

auditor's independence and performance and effectiveness of audit process; recommending appointment and remuneration of the auditors of the company; reviewing the adequacy of internal audit function, discussing with internal auditors of any significant findings and follow up there on; evaluating internal financial controls and risk management systems; reviewing transactions with related parties, etc.

Meetings and Composition:

The Audit Committee met four (4) times during the financial year ended March 31, 2025 on May 01, 2024; July 26, 2024; October 23, 2024 & January 28, 2025. Details of the composition of the Audit Committee and attendance at meetings are as follows:

Sl. No.	Name of the Director	Designation	Position on the Committee	Number of Meetings	
				Held	Attended
1.	Smt. Kavita Rakesh Shah*	Independent Director	Chairperson	4	4
2.	Mr. Jignesh Anantray Goradia	Non-Independent Director	Member	4	4
3.	Mr. Chintan Jitendra Shah	Independent Director	Member	4	4
4.	Smt. Jagruti Prashant Sheth	Independent Director	Member	4	4

**Ceased to be a member of the Committee upon her retirement on 31 March 2025.*

Subsequent to the year end at the Board Meeting held on April 25, 2025, the Committee was re-constituted consequent to completion of second & final tenure of Smt. Kavita Rakesh Shah, appointment of Mr. Premal Hemant Gandhi, Independent Director and Smt. Jagruti Prashant Sheth was elevated from member to Chairperson of the Committee as follows:

Sl. No.	Name of the Director	Designation	Position on the Committee
1.	Smt. Jagruti Prashant Sheth	Independent Director	Chairperson
2.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Member
3.	Mr. Chintan Jitendra Shah	Independent Director	Member
4.	Mr. Premal Hemant Gandhi	Independent Director	Member

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of the Audit Committee.

B. Nomination and Remuneration Committee

Composition of Nomination and Remuneration Committee (NRC) and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 19 of the Listing Regulations.

The terms of reference of NRC, inter alia, include, identification, selection and recommendation of senior management personnel and directors; formulation of criteria for evaluation of Directors and Board and carrying out such evaluation; review and recommendation of remuneration of senior management and directors, etc.

Meetings and Composition:

Three (3) meetings of NRC were held on May 01, 2024; October 23, 2024 & January 28, 2025. Details of the composition of NRC and attendance at meetings are as follows.

Sl. No.	Name of the Director	Designation	Position on the Committee	Number of Meetings	
				Held	Attended
1.	Smt. Kavita Rakesh Shah*	Independent Director	Chairperson	3	3
2.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Member	3	2
3.	Mr. Chintan Jitendra Shah	Independent Director	Member	3	3

**Ceased to be a member of the Committee upon her retirement on 31 March 2025.*

During the Board Meeting held on January 28, 2025, the Committee was re-constituted consequent to completion of second & final tenure of Smt. Kavita Rakesh Shah, appointment of Mr. Premal Hemant Gandhi, Independent Director and Mr. Chintan Jitendra Shah was elevated from member to Chairperson of the Committee, effective from April 01, 2025, as follows:

Sl. No.	Name of the Director	Designation	Position on the Committee
1.	Mr. Chintan Jitendra Shah	Independent Director	Chairperson
2.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Member
3.	Mr. Premal Hemant Gandhi	Independent Director	Member

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of NRC.

Performance evaluation criteria for Independent Directors

NRC has adopted the performance evaluation criteria for Independent Directors which is in-line with the Guidance Note of SEBI and ICSI on Board Evaluation. The said criteria provide certain parameters like knowledge, competency, fulfillment of functions, availability and attendance, initiative, integrity, contribution, independence and independent views and judgment. The details of the performance evaluation carried out for the financial year is provided in the Board's Report forming part of this Annual Report.

C. Stakeholders' Relationship Committee

Composition of Stakeholders' Relationship Committee (SRC) and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 20 of the Listing Regulations.

The terms of reference of SRC, inter alia, include, resolving the grievances of the security holders of the Company; reviewing measures taken for effective exercise of voting rights by shareholders; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent; reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company, etc.

Meetings and Composition:

During the year, the SRC met one (1) time on January 28, 2025. Details of the composition of SRC and attendance at meetings are as follows:

Sl. No.	Name of the Director	Designation	Position on the Committee	Number of Meetings	
				Held	Attended
1.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Chairperson	1	1
2.	Smt. Kavita Rakesh Shah*	Independent Director	Member	1	1
3.	Mr. Chintan Jitendra Shah	Independent Director	Member	1	1

*Ceased to be a member of the Committee upon her retirement on 31 March 2025.

During the Board Meeting held on January 28, 2025, the Committee was re-constituted consequent to completion of second & final tenure of Smt. Kavita Rakesh Shah and appointment of Mr. Premal Hemant Gandhi, Independent Director of the Company, effective from April 01, 2025, as follows:

Sl. No.	Name of the Director	Designation	Position on the Committee
1.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Chairperson
2.	Mr. Chintan Jitendra Shah	Independent Director	Member
3.	Mr. Premal Hemant Gandhi	Independent Director	Member

Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer of the Company is the Secretary of SRC.

Compliance Officer:

The Board has designated Mr. Abdul Gafoor Mohammad, Company Secretary & Compliance Officer as the Compliance Officer for the purposes of /under rules, regulations etc., issued by the Securities Exchange Board of India, Stock Exchange(s) and Companies Act, 2013.

Investor Complaints:

Details of investor complaints received and redressed during the financial year 2024-25 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	3	3	0

Further, no complaint was received on SCORES i.e., SEBI online redressal portal during the year under review.

D. Corporate Social Responsibility Committee:

Composition of the CSR Committee and the terms of reference are in compliance with the requirements under section 135 of the Act.

The terms of reference of the CSR Committee, inter alia, include formulation and recommendation of the CSR Policy and the Annual Action Plan for the financial year, and review and monitoring of the implementation of CSR projects, etc.

Meetings and Composition:

One meeting of CSR Committee was held during the financial year ended March 31, 2025 on September 26, 2024. Details of the composition of CSR Committee and attendance at meetings are as follows.

Sl. No.	Name of the Director	Designation	Position on the Committee	Number of Meetings	
				Held	Attended
1.	Dr. Azadar Husain Asghar Mehdi Khan	Non-Executive Non-Independent Director	Chairperson	1	1
2.	Mr. Jignesh Anantray Goradia	Non-Executive Non-Independent Director	Member	1	1
3.	Smt. Jagruti Prashant Sheth	Independent Director	Member	1	1

E. Senior Management

The NRC reviews the criteria in accordance with the definition of Senior Managerial Personnel as prescribed by the Listing Regulations and the following individuals are identified as the Senior Managerial Personnel:

S. No.	Name	Designation & Role	Category
1.	Dr. Sachin Laxmanappa Gavandare	Chief Executive Officer	Key Managerial Personnel / Core Management Team Member
2.	Mr. Poly K.V.	Chief Financial Officer	Key Managerial Personnel
3.	Mr. Abdul Gafoor Mohammad	Company Secretary & Compliance Officer	Key Managerial Personnel
4.	Mr. Ramesh Kumar	Head - Engineering	Core Management Team Member
5.	Mr. Nitesh Rasiklal Sheth	Head - Quality	Core Management Team Member
6.	Mr. K. Srinivas Reddy	Head - HR & Admin	Core Management Team Member
7.	Mr. Bijaya Dora	Head - Production	Core Management Team Member
8.	Mr. Manohar Pawar	Head - Production - Biotech	Core Management Team Member
9.	Mr. Praveen Veeravelli	Head - QA - Biotech	Core Management Team Member

4. Remuneration of Directors:

- During the year ended March 31, 2025, none of the non-executive directors have any pecuniary relationship or transactions with the Company.
- No Director was paid remuneration for the financial year ended March 31, 2025. Hence, the disclosures with respect to remuneration under the Companies Act, 2013 does not arise. However, the Company had paid sitting fee to Directors for attending the Board Meetings held during the financial year 2024-25.

The details of Remuneration paid/payable to the Directors of the Company for the year ended March 31, 2025 are as follows: (Amount in ₹)

Directors	Salary	Bonus	Perquisites/ Benefits	Sitting Fees	Commission	Total
Dr. Azadar Khan	-	-	-	-	-	-
Smt. Kavita Shah	-	-	-	1,00,000	-	1,00,000
Mr. Jignesh Goradia	-	-	-	1,00,000	-	1,00,000
Mr. Chintan Shah	-	-	-	1,00,000	-	1,00,000
Smt. Jagruti Sheth	-	-	-	1,00,000	-	1,00,000
Mr. Rakesh Sinha	-	-	-	-	-	-
Mr. Premal Gandhi	-	-	-	-	-	-

5. General Meetings and Postal Ballot/E-voting

Annual General Meeting

The 35th Annual General Meeting of the Company was held on Friday, September 27, 2024 at 10:30 AM through video conferencing/other audio-visual means as permitted by the Ministry of Corporate Affairs.

General Meetings and Tribunal convened meetings held during the preceding three years

Details of the General Meetings and Tribunal convened meetings held during the preceding three years and Special Resolutions passed therein are summarized as under:

Year	Particulars of the AGM	Day, Date & Time	Venue	Special Resolutions Passed, if any.
2023-24	35 th AGM	Friday, September 27, 2024 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.
2022-23	34 th AGM	Friday, September 29, 2023 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.
2021-22	33 rd AGM	Saturday, September 24, 2022 at 10:30 AM	Held through Video Conferencing / other audio - visual means	No Special Resolution passed.

Resolution passed through Postal Ballot:

During the year, two (2) Special Resolutions were passed through postal ballot on March 14, 2025 for the following items:

- (1) Appointment of Mr. Premal Hemant Gandhi (DIN:09668275) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from January 28, 2025; and
- (2) Re-appointment of Smt. Jagruti Prashant Sheth (DIN: 07129549) as an Independent Director of the Company for a further term of 5 (five) years with effect from February 01, 2025.

Mr. Mahadev Tirunagari, Practicing Company Secretary was appointed as Scrutinizer for the Postal Ballot event.

As on the date of this report, no special resolution is proposed to be passed by postal ballot. However, if required, the same shall be passed in compliance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations or any other applicable laws.

6. Means of communication

Website: The Company's website www.zenotechlab.com/investors/ contains a separate dedicated section 'Investors' where shareholders' information is available. The Annual Report for FY 2024-25 and Annual Reports for the past years are also available on the website in a user friendly and downloadable form.

Financial Results: The quarterly results are regularly posted by the Company on its website www.zenotechlab.com and are also submitted to BSE Limited, on which the securities of the Company are listed in accordance with the requirements of the Listing Regulations.

The extracts of quarterly financial results were published in all English Editions of 'Financial Express' or 'Business Standard' and Telugu Editions of 'Nava Telangana' or 'Telugu Prabha' which are published in Hyderabad.

Annual Report: Annual Report containing inter-alia Audited Annual Accounts, Board's Report, the Management Discussion and Analysis Report, Auditor's Report and other important information is available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Laboratories-Limited-Annual-Report-2024-25.pdf>. Pursuant to enabling circulars issued by SEBI and MCA from time to time, the Annual Report for FY 2024-25 is being sent electronically to the shareholders whose e-mail IDs are registered. Hard copies shall be sent to those shareholders who request for the same.

7. General Shareholder information

i) Annual General Meeting

Date : Friday, September 26, 2025
 Time : 10:30 A.M.
 Venue : Through Video Conferencing/ Other Audio Visual means

ii) Financial Year ending : March 31, 2025

iii) Listing on Stock Exchange : BSE Limited (Listing fees has been paid up to financial year 2025-26)

iv) Stock Code / Symbol on BSE

(Physical & Demat) : ZENOTECH / 532039

v) International Securities Identification

Number (ISIN) allotted to the

Company's Shares : INE486F01012

vi) registrar and Transfer Agents

Name & Address : KFin Technologies Limited
 (formerly known as, KFin Technologies Private Limited)
 Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
 Hyderabad - 500 032 Fax: 040-23001153 ,
 e-mail: einward.ris@karvy.com
 Toll Free No: 1800-3454-001, Website: www.kfintech.com

vii) Share Transfer System: Effective from April 01, 2019, SEBI has mandated that shares can be transferred only in Demat. Hence, no transfer of shares in physical form can be lodged by the shareholders.

viii) Shareholding:

a) Distribution of shareholding as on March 31, 2025:

S.No.	Category	No. of Folios		Shares of face value Rs. 10/- each	
		Numbers	% to total folios	Numbers	% to total Shares
1	1-5000	10433	97.60	3489527	5.72
2	5001- 10000	120	1.12	853343	1.40
3	10001- 20000	73	0.69	1005021	1.64
4	20001- 30000	24	0.22	594165	0.97
5	30001- 40000	6	0.06	194143	0.32
6	40001- 50000	5	0.05	227618	0.37
7	50001- 100000	13	0.12	1010948	1.66
8	100001& Above	16	0.15	53655803	87.92
	Total:	10690	100.00	61030568	100.00

b) Categories of Shareholders as on March 31, 2025:

Sl. No.	Category	No. of Holders	No. of Shares	% to equity
1	Indian Promoters	1	42014578	68.84
2	Foreign Promoters	0	0	0
3	Banks, Mutual funds, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	1	4364	0.01
4	HUF	279	951892	1.56
5	NBFC	0	0	0
6	Foreign Corporate Bodies	1	692791	1.14
7	Private Corporate Bodies	62	3252418	5.33
8	Indian Public	10232	13753248	22.53
9	Non-Resident Indians	114	361277	0.59
11	Clearing members	0	0	0
	TOTAL	10690	61030568	100.00

ix) Dematerialization of shares and liquidity:

Company's Shares are compulsorily traded in dematerialized form. Equity Shares of the Company representing 90.44 percent of the Company's Share Capital are dematerialized as on March 31, 2025. The Company's Shares are regularly traded on BSE Limited.

x) The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments as on March 31, 2025.

xi) During the year under review, no Credit Rating was obtained.

xii) Manufacture facility & Address for correspondence:

Zenotech Laboratories Limited
 Survey No. 250-252, Turkapally Village,
 Shameerpet Mandal, Hyderabad – 500 078,
 Telangana State.

8. Other Disclosures

(a) Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the year under review with the related parties were in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to omnibus and specific approvals were reviewed periodically by the Audit Committee. The policy on Materiality of and dealing with Related Party Transactions as approved by the Board is available on the website of the Company at <https://www.zenotechlab.com/policies/>.

No transaction of a materially significant nature has been entered into by the Company with its related parties that may have a potential conflict with the interests of the Company.

(b) There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

(c) The Company has a Whistle Blower Policy / Vigil Mechanism to monitor the actions taken on complaints received under the said policy. This policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee or external stakeholder blows the whistle for any wrong-doing in the Company. The policy is available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Vigil-Mechanism.pdf>. No personnel have been denied access to the Audit Committee.

(d) Details of compliance with mandatory requirements:

As earlier reported in the annual reports, BSE Limited vide its public notice dated March 27, 2012 had suspended the trading of the Shares of the Company in view of the various non-compliances of the listing agreement. Aggrieved by this action, the Company has filed Writ Petition (No. 11095/2012) and thereafter, the Hon'ble High Court of Andhra Pradesh, Hyderabad vide its Order dated November 18, 2012 suspended the operation of the public notice dated March 27, 2012 of BSE Limited, which remained in force and the shares are currently

being traded on BSE Limited. The matter is currently pending. During the year under review, the Company was generally compliant with the relevant provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above with an emphasis to the following matters:

Disclosure relating to subsidiaries

Reasons for the non-compliance and steps taken for remedying them are mentioned hereunder:

Overseas Subsidiaries:

Due to missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements and attach the required statements and particulars in terms of the provisions of Section 129 of the Companies Act, 2013 and relevant provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also corresponding compliances under FEMA were not complied in relation to ODI etc., in subsidiaries.

(e) Material Subsidiaries:

The Company does not have any material subsidiary as per the criteria prescribed under Regulation 16 and Regulation 24 of the Listing Regulations, for the year ended March 31, 2025. The policy for determining material subsidiaries of the Company is available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Policy-on-Material-Subsidiaries.pdf>.

(f) Disclosure of commodity price risk or foreign exchange risk and commodity hedging activities - None

The Company does not have any exposure on commodities directly. Accordingly, the disclosure pursuant to SEBI Master Circular dated November 11, 2024 is not applicable.

(g) The Board has accepted the recommendations of all the Committees during the year 2024-25.

(h) Fees to the Statutory Auditors of the Company: The total fees for all services paid by the Company on a consolidated basis, to the Statutory Auditors of the Company is mentioned at Note No. 20_Note (i) of the Notes to standalone financial statements. The Company has not availed any service from the network firm/network entity of which the Statutory Auditors is a part.

(i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are provided in the Board's Report. The number of complaints during the financial year are given below:

Particulars	Information
Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

(j) During the year, there were no pecuniary transactions with the Companies in which Non-Executive Directors are interested.

No loans and / or advances in the nature of loans are given to the firms / companies in which directors are interested.

(k) Prevention of Insider Trading:

The Company has a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to regulate, monitor and report trading by the Designated Person(s) / and other connected person(s). The structured digital database of unpublished price sensitive information is maintained with adequate internal controls.

The Company's Code of practices and procedures for fair disclosure of unpublished price sensitive information is available on the website of the Company at <https://zenotechlab.com/wp-content/uploads/2025/08/Zenotech-Code-of-Fair-Disclosure-01-Apr-2019.pdf>.

(l) The Company has laid down procedures to inform Board members about the risk assessment and its minimisation, which is periodically reviewed to ensure that risk control is exercised by the management effectively.

- (m) Details of adoption of non-mandatory requirements for the year ended March 31, 2025:
- The Statutory Auditor has issued an unmodified opinion to the financial statements of the Company.
 - The findings of the Internal Audit are reported to the Audit Committee periodically.
- (n) Compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) of Listing Regulations are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of the Company	No*
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46(2)(b) to (i)	Website	Yes

*refer to note under Other Disclosures-8 (d) above

- (o) Disclosure of certain types of agreements binding the Company: None
- (p) During the year, a separate meeting of the independent directors was held on January 28, 2025. At the meeting of independent directors, the performance of non-independent directors and the board as a whole was evaluated.
- (q) CEO & CFO Certificate
Certificate from the Chief Executive Officer and Chief Financial Officer were placed and noted by the Board of Directors in terms of SEBI Listing Regulations.
- (r) Management Discussion and Analysis
A report on the Management Discussion and Analysis forms part and annexed to this Annual Report;
- (s) During the year under report, no personnel of the Company was denied access to the Audit Committee.
- (t) Share Capital Audit: A practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository services (India) Limited (CDSL) and the total issued and listed capital.
- (u) 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 the Company by the Board/ Ministry of Corporate Affairs or any such statutory authority has been annexed as Annexure - B to the Corporate Governance Report.

For and on behalf of the Board of Directors

Dr. Azadar Husain Asghar Mehdi Khan
Chairman of the Board Meeting
(DIN: 01219312)

Jignesh Anantray Goradia
Director
(DIN: 07229899)

Place: New Delhi
Date: July 28, 2025

Mumbai
July 28, 2025

Annexure - A to Corporate Governance Report

Declaration of Compliance with Code of Conduct for the year ended March 31, 2025

I, Dr. Sachin Laxmanappa Gavandare, Chief Executive Officer of Zenotech Laboratories Limited ("the Company") hereby declare that, to the best of my information, all the Board Members and Senior Management Personnel of the Company have affirmed their compliance and undertaken to continue to comply with the Code of Conduct laid down by the Board of Directors of the Company.

For **Zenotech Laboratories Limited**

Date: July 28, 2025

Dr. Sachin Laxmanappa Gavandare
 Chief Executive Officer

Annexure - B to Corporate Governance Report

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligation Disclosure requirement) Regulation, 2015)

To,
 The Members of
 Zenotech Laboratories Limited,
 Survey No. 250-252, Turkapally Village,
 Shameerpet Mandal, Hyderabad – 500078

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zenotech Laboratories Limited having CIN L27100TG1989PLC010122 and having registered office at Survey No. 250-252, Turkapally Village, Shameerpet Mandal, Hyderabad – 500078 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Azadar Husain Asghar Mehdi Khan	01219312	25/08/2015
2.	Kavita Rakesh Shah	02566732	01/04/2015
3.	Jignesh Anantray Goradia	07229899	08/07/2015
4.	Chintan Jitendra Shah	07325664	27/01/2016
5.	Jagruti Prashant Sheth	07129549	01/02/2020
6.	Rakeshchandra Jagdishprasad Sinha	07340998	01/02/2020
7.	Premal Hemant Gandhi	09668275	28/01/2025

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

Mahadev Tirunagari
 Company Secretary in Practice
 FCS: 6681
 CP No.: 7350

Date: 28/07/2025
 Place: Hyderabad
 UDIN: F006681G000880169

Certificate on Corporate Governance

To
The Members,
Zenotech Laboratories Limited

I have examined the compliance of conditions of Corporate Governance by Zenotech Laboratories Limited ('the Company'), for the year ended 31 March 2025, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of Listing Regulations, as applicable except for the following:

- a. ***Disclosures and compliance concerning subsidiaries of the Company due to the missing and non-availability of the books of account and other related records and documents of the subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

I 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.

Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681
CP No: 7350

Date: 28/07/2025
Place: Hyderabad
UDIN: F006681G000880136

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW

Global Pharmaceutical Industry

The global pharmaceutical industry witnessed a transformative phase in the past year, driven by scientific breakthroughs, demographic shifts, evolving patient needs and rapid digitalization. Amidst evolving global health demands and economic pressures, the industry strengthened its foundation for long-term growth while adapting to structural changes across regions and therapeutic segments.

In 2024, global medicine spending continued its upward trajectory, reflecting a growing demand for chronic care, specialty treatments and innovative therapies. Total pharmaceutical spending remains on course to exceed US\$ 2.3 Trillion by 2028, supported by a projected CAGR of 5–8%. While volume growth plateaued in 2023, it is expected to grow at an average rate of 2.3% through 2028, driven by emerging markets such as China, India, Southeast Asia and Latin America. These regions are poised to drive the next phase of global demand, in contrast to mature markets such as North America, Western Europe and Japan, where per capita consumption levels are already high and future growth is expected to moderate.

Therapeutic innovation has remained a key driver with increased use of specialty medicines for chronic and rare conditions, along with growing adoption of novel biologics and small molecule therapies. Oncology and immunology have continued to lead growth in therapy areas, while new developments in neurology and mental health treatments have added momentum. In particular, the rapid uptake of GLP-1 agonists for diabetes and obesity are signaling a paradigm shift in metabolic care, further reshaping usage trends.

Despite lower manufacturer net sales due to confidential rebates and pricing pressures, last few years have seen robust spending across key regions, driven by the launch of new brands and the expansion of innovative treatment options. Developed economies, while mature in terms of volume, have continued to invest in high-value therapeutics, contributing to a more diverse and innovation-led portfolio mix.

Digital transformation has advanced across the pharmaceutical value chain in last few years. Companies are adopting data-driven tools to optimize clinical trials, enhance patient targeting and strengthen supply chains. AI-enabled drug discovery, real-world evidence platforms and integrated digital health solutions are redefining how pharmaceutical organizations engage with patients and deliver care outcomes. Operational agility has also improved, supported by advancements in modular manufacturing and predictive analytics.

Global disparities in per capita consumption have persisted through last few years. High-income countries like Japan and Western Europe have recorded usage levels more than twice that of lower-income regions. While consumption is gradually rising in Africa and the Middle East, challenges in infrastructure, affordability and access continue to limit growth. These persistent gaps underscore the critical need for inclusive access strategies.

As cost pressures mount, particularly in developed economies, payers are recalibrating reimbursement models to ensure value-based outcomes. Efforts to moderate spending include greater emphasis on generics and biosimilars, performance-linked pricing mechanisms and cost-sharing arrangements with patients. Striking the balance between affordability and innovation remains a core priority for healthcare systems worldwide.

Global Pharmaceutical Market

Table 1

(US\$ Billion)

Regions	2023	2019-2023 CAGR	2028	2024-2028 CAGR
Developed Markets	1,276	7.2%	1,775-1,805	5-8%
Pharmerging	304	7.8%	400-430	10-13%
Other Markets	28	5.6%	33-37	3-6%
Global Pharmaceutical Market Markets	1,607	7.3%	2,225-2,255	6-9%

Global Pharmaceutical Market – Share by Product Type

Table 2

(% of Total)

Region	Original Brands (%)		Non-original Brands (%)		Unbranded Generics (%)		OTC, Vaccines & Others (%)		Total (US\$ Billion)	
	2023	2028	2023	2028	2023	2028	2023	2028	2023	2028
Developed Markets	76	78-79	10	9-10	9	7-8	5	4-5	1,276	1,775-1,805
Pharmerging Markets	27	28-30	35	33-35	14	13-17	24	21-24	304	400-430
Other Markets	32	27-35	49	45-51	6	5-7	13	11-12	28	33-37
Global Markets	66	68-69	15	14-15	10	8-9	9	7-8	1,607	2,225-2,255

(Source: IQVIA Institute)

Developed Markets

In developed markets, medicine spending growth is projected to range from US\$ 1.775 Trillion to US\$ 1.805 Trillion by 2028. This growth trajectory is driven by innovative therapeutics despite challenges from generic and biosimilar competition. Immunology treatments exhibit steady utilisation rises, with nearly half facing biosimilar competition, thereby driving increased usage. Over the forecast period, spending in developed markets is expected to accelerate, led by existing branded medicines and new products.

Developed Markets - Pharmaceutical Spending and Growth

(US\$ Billion)

Region	2023	2019-2023 CAGR	2028	2024-2028 CAGR
Top 10 Developed Markets	1,082	7.0%	1,505-1,535	5-8%
Other Developed Markets	194	8.5%	255-285	5-8%
Total Developed Markets	1,276	7.2%	1,775-1,805	5-8%

Pharmerging Markets

Medicine spending in pharmerging markets is expected to continue expanding through 2028, largely driven by increased use of generic and non-originator branded medicines. These markets remain price-sensitive and focus on improving access to basic healthcare needs, with growth primarily coming from higher volume rather than adoption of high-cost therapies.

Although some countries such as Russia and Turkey have transitioned into the 'other developed' category due to rising healthcare spending and improvements in GDP per capita, most pharmerging markets continue to operate under constrained healthcare budgets. As a result, specialty medicines accounted for just 13% of total pharmaceutical spending in 2023, and this share is not expected to change meaningfully over the next five years.

The lower spending share on originator products reflects the broader market reliance on generics and cost-effective alternatives. Pricing levels for pharmaceutical products in these regions remain well below those in developed markets, shaped by a combination of affordability challenges and policy emphasis on essential medicines.

While the overall outlook is positive in terms of access and volume growth, limitations in infrastructure, reimbursement frameworks, and access to advanced therapies continue to constrain the broader uptake of innovation. Nonetheless, sustained efforts to expand healthcare coverage and the role of local manufacturing are likely to support continued growth across these markets.

Pharmerging Markets – Pharmaceutical Spending and Growth¹

(US\$ Billion)

Region	2023	2019-2023 CAGR	2028	2024-2028 CAGR
Pharmerging Markets	304	7.8%	400-430	10-13%

(Source: IQVIA Institute)

Specialty Medicines

Specialty medicines are set to become an increasingly prominent segment of global pharmaceutical spending, with their share projected to reach 43% by 2028. In developed markets, this share is expected to exceed 55%, reflecting a continued shift toward therapies targeting chronic, complex and rare conditions. This trend highlights a growing focus on precision treatment and unmet medical needs.

In contrast, specialty medicines account for a much smaller share of spending in pharmerging markets around 13%, which is likely to remain stable through 2028. Cost remains a key barrier, limiting broader access to these high-value therapies in lower-income settings.

While specialty medicines are typically used by a small portion of the population (2–3%), they play a critical role in managing serious diseases. Their continued growth underscores the evolving landscape of global healthcare, where treatment effectiveness and patient outcomes are increasingly prioritised despite higher unit costs.

Share of Specialty Products in Overall Pharmaceutical Spending – By Market (%)

Year	2013	2018	2023	2028 - Forecast
Developed Markets	29	43	50	55
Other Developed Markets	23	31	36	41
Pharmerging Markets	8	10	13	13
Global Markets	24	35	40	43

(Source: IQVIA Institute, 2023)

Global Injectables Industry

The global injectable drug delivery market size was estimated at USD 467,530.0 million in 2023 and is projected to reach USD 823,292.7 million by 2030, growing at a CAGR of 8.7% from 2024 to 2030. The rising prevalence of chronic diseases and increasing technological advancements are driving demand for injectable drug delivery devices. Government initiatives for various injectable drugs for chronic diseases is further fueling the market growth.

Chronic diseases such as diabetes, cancer, and autoimmune disorders are becoming increasingly common around the world. The World Health Organization (WHO) estimates chronic diseases such as diabetes, cancer and cardiovascular diseases, contribute to over 70% of deaths globally. These conditions often require long-term treatment with injectable medications, which is fueling the demand for injectable drug delivery devices. The United Nations projects the global population aged 65 or above to reach 1.6 billion by 2050. This elderly population is more susceptible to chronic diseases, further increasing the demand for injectable drug delivery devices.

The market is witnessing continuous development in new and improved devices like autoinjectors, wearable injectors and needle-free injectors. Government agencies around the world are increasingly focusing on improving healthcare access and affordability. This includes initiatives to promote the use of injectable drugs for chronic disease management. Such initiatives are expected to further propel the market growth. There is a notable shift towards self-administration of medications, as they provide convenience and empower patients to manage their health more effectively, driving the market growth.

Ophthalmic eye care

The prevalence and incidence of eye infections are anticipated to grow globally. The increased awareness of the importance of maintaining good eye health and having regular eye examinations has increased the market for ophthalmic eye drops. People are becoming more aware of the early warning signs and symptoms of eye problems. Early detection and treatment of eye disorders have become more common due to this increasing awareness. As a result, it has offered opportunities for eye care practitioners and ophthalmic product makers, including eye drops. The increasing prevalence of eye-related diseases such as dry eye disease, glaucoma and other eye-related disorders is driving market expansion.

According to the American Academy of Ophthalmology, dry eye disease (DED) affects roughly 20 million individuals in the United States and 344 million people globally. Furthermore, according to the WHO 2022, at least 2.2 billion individuals globally have near or far vision impairment. As a result of the rising prevalence of cases of vision impairment throughout the world, there is an increased demand for effective treatment and drugs, which is likely to raise demand for ophthalmic eye drops, supporting market growth.

Drug delivery mechanism and formulation technology advancements have resulted in novel ophthalmic eye drops. These developments have increased the safety, efficacy, and patient compliance of eye drops. As a result, they are propelling the ophthalmic eye drops business forward. The development of preservative-free eye drops and innovative medication delivery strategies has improved treatment outcomes.

Biologics & Biosimilars

The global biosimilars market size was valued at USD 20.44 billion in 2022 and is projected to grow from USD 23.96 billion in 2023 to USD 73.03 billion by 2030, exhibiting a CAGR of 17.3% during the forecast period. Europe dominated the global market with a share of 50.44% in 2022.

Biosimilars are safe, effective, and highly similar versions of approved and authorized biologics. A biological drug is a large and complex protein produced from living cells through complex manufacturing processes. A generic drug is a copy of a chemical drug. A biosimilar is similar to the original biologic, however, it is not identical. Once a patent on an authorized biologic has expired, a biosimilar may enter the market. Approval for a biosimilar is only granted after its efficiency and similarity compared to its biologic has been established. Obtaining approval for a biosimilar is easier compared to a biologic.

Moreover, the growing prevalence of chronic diseases and expensive treatment costs are increasing the demand for cost-effective solutions to reduce the economic burden of the patient population. The growing demand for a comparatively easier approval process has influenced the market players' focus on introducing novel drugs that are similar to biologics, available at comparatively lower rates and intended to treat a wide range of diseases. Such initiatives are anticipated to gradually shift the preference of the patient population toward these products, which is anticipated to drive the demand for these drugs during the forecast period.

INDIAN PHARMACEUTICAL INDUSTRY:

India's pharmaceutical market is projected to see strong growth, with medicine spending expected to reach US\$ 38-42 billion by 2028, with a CAGR of 7–10% from 2024 to 2028. This growth is driven by a combination of expanding access, growing demand for treatments across both acute and chronic conditions, and continued reliance on affordable generic medicines.

In 2023, acute therapies such as anti-infectives and vitamins/minerals recorded notable volume increases, indicating a recovery in demand patterns. At the same time, chronic therapy areas like cardiac and respiratory treatments have sustained robust performance, supported by the rising burden of non-communicable diseases and improved diagnosis rates.

India's cost-sensitive market continues to favour high-volume, lower-cost products, with generics dominating the therapeutic landscape. However, ongoing investments in domestic manufacturing, greater healthcare outreach, and increasing insurance coverage are expected to further support growth across therapy areas.

Indian Pharmaceutical Spending and Growth

(US\$ Billion)

022-2026

Region	2023	2028	2024-2028 CAGR
Indian Pharmaceutical Spending & Growth	27	38-42	7-10%

(Source: IQVIA Institute)

Growth Drivers:

- Growing Population: India's growing population provides a larger consumer base for pharmaceutical products, driving demand.
- Expertise in Low-Cost Manufacturing: India's proficiency in cost-effective end-to-end manufacturing processes enables competitive pricing of pharmaceutical products, both domestically and globally.
- Demographic and Lifestyle Changes: Shifts in demographics and lifestyle patterns, such as an aging population and increasing prevalence of chronic diseases, lead to higher consumption of medications, particularly chronic medications.
- Improving Affordability: Rising per capita incomes contribute to improved affordability of healthcare and pharmaceuticals, making them more accessible to a broader segment of the population.
- Government Support and Incentives: Various government schemes and incentives, such as the Production Linked Incentive (PLI) scheme, bolster the pharmaceutical industry, encouraging investment and growth.
- Increasing Access to Modern Medicines: Efforts to enhance healthcare infrastructure and distribution networks are expanding access to modern and innovative medicines across the country.

Market Size

FY25 Business Highlights

Our Company is a loan licensing company catering exclusively to Sun Pharmaceutical Industries Limited, Promoter & holding company and we are specialized contract manufacturing services /processing in parenteral depot formulations, ophthalmic, oncology oral & injectables and general injectables.

SWOT Analysis

The Strong global prominence of Indian Pharma sector with robust R&D infrastructure and capabilities to develop technologically complex products in the generics, branded generics, API and specialty segments, focus on driving growth & profitability through a pragmatic mix of organic and inorganic initiatives and the ability to supply high-quality products at affordable prices across the world are the strengths of Indian Pharma sector.

Developed markets have witnessed a consistent increase in contribution of specialty products in their overall pharmaceutical spending and this trend is expected to continue in the future. Favourable macro-economic parameters for India and emerging markets are likely to ensure reasonable volume growth for pharmaceutical products across these markets in the long term. Growing penetration of generics in Japan and opening of the China market present good long-term opportunities for Indian Pharma sector.

The current geopolitical issues give rise to uncertainties related to supply chains, inflation and overall economic growth to Indian Pharma companies. The potential fresh outbreaks of the pandemic across the world and subsequent disruption in economic activities may impact economic growth across countries and could indirectly impact pharmaceutical consumption. Given the additional spending on battling the pandemic, governments across the world may try to control pricing of certain products, which may lead to government mandated price controls on pharmaceutical products. Developing a specialty pipeline entails high upfront investments for long-term benefits, and may impact short-term profitability.

OUTLOOK

Pursuing a dynamic strategy of intra-industry partnerships, extensive emphasis on research, innovation and development, increase in licensing technologies and assets from start-ups are some of the approaches that could be undertaken by the Indian pharmaceutical companies.

ICRA research shows that domestic pharma companies are expected to register a growth of 6% to 8% in revenues in FY2025. The operating profit margin, however, is estimated to drop slightly due to inflationary pressures. The Indian pharmaceutical industry is on an upward growth track and India is in a position to claim the spot of the world's most preferred pharma destination in the coming years.

RISKS AND CONCERNS

Every business carries inherent risks and all of them cannot be eliminated. The management at Zenotech has been striving to minimize the known risks. Further, Pharma companies in India, will need to realign their quality and compliance structure to conform to the constantly evolving regulatory guidelines. With the FDA and other regulators broadening the scope of compliance requirements, it helps if companies have a holistic approach and make regulatory compliance part of their corporate strategy. This includes effective training, proper timely communication, periodic reviews, and support from the top management. Regulators have to focus on aligning country-specific regulatory frameworks to global standards enabling harmonization of standards and help companies drive efficiencies.

Internal Controls

The management believes that internal controls are the prerequisite of governance and that action emanating from agreed business plans should be exercised within a framework of checks and balances. The management is committed to ensuring adequate internal controls environment commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws and regulations, ensures reliability and accuracy of records, promotes operational efficiency, protects resources and assets, helps to prevent and detect fraud, errors and irregularities and overall minimizes the risks.

Internal Financial Controls

The Company has a well-established internal financial controls framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of internal financial controls. The management is committed to ensuring an effective internal financial controls environment, commensurate with the size and complexity of the business, which provides an assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Operational Performance

During the year under review, the Company recorded revenue of ₹ 3,897.57 Lakhs (Previous year ₹ 3,676.15 Lakhs) from its operations, 6% increase over the corresponding previous year, due to marginal increase in volumes for sterile formulations which supported in maintaining the estimated revenues. The Company reported profit after tax of ₹ 561.29 Lakhs as against previous year reported profit after tax of ₹ 829.87 Lakhs. Based on the projected business plans for the current and forthcoming years, the Company believes that it can maintain its positive performance by utilizing its resources to its maximum.

Your Company is constantly striving to optimize its operational capacities, restricting costs to remain competitive which would help to improve the operational efficiency.

Financial Performance

The Company's financial performance for the financial year ended March 31, 2025:

(₹ in Lakhs)

S.No.	Particulars	2024-25	2023-24
(i)	Revenue from operations	3,897.57	3,676.15
(ii)	Other Operating Income	407.14	407.16
(iii)	Other income	154.86	100.41
(iv)	Total Revenue (i+ii+iii)	4,459.57	4,183.72
(v)	Depreciation	696.01	708.52
(vi)	Finance cost	0	0
(vii)	Other expenses	2,886.69	2,361.06
(viii)	Total Expenses (v+vi+vii)	3,582.70	3,069.58
(ix)	Profit/(Loss) before exceptional items and tax (iv-viii)	876.87	1,114.14
(x)	Exceptional item	192.32	0
(xi)	Profit/(Loss) before tax (ix+x)	1069.19	1114.14
(xii)	Tax expense	507.90	284.27
(xiii)	Profit/(Loss) after tax (xi-xii)	561.29	829.87
(xiv)	Other Comprehensive Income	-1.68	-2.72
(xv)	Total Comprehensive Income for the period (xiii+xiv)	559.61	827.15
(xvi)	Loss brought forward from previous year	-18,003.22	-18,830.36
(xvii)	Profit/(Loss) carried forward to Balance Sheet (xv+xvi)	-17,443.61	-18,003.22

Key Financial Ratios:**[Pursuant to Schedule V (B) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

S. No.	Particulars	2024-25	2023-24	Variance (%)	Reasons if variance is more than 25%
1.	Debtors Turnover (times)	1.61	2.80	-42%	Due to increase debtors.
2.	Inventory Turnover (times)	23.19	21.88	6%	Due to increase in current year inventory values
3.	Interest Coverage Ratio (times)	---	---	---	Not applicable – Since company is debt free
4.	Current Ratio (times)	2.86	1.93	48%	Due to increase in cash and cash equivalents and other Bank balances
5.	Debt Equity Ratio (times)	---	---	---	Not applicable – Since company is debt free
6.	Operating Profit Margin (%)	27.43	30.31	-9.05%	---
7.	Net Profit Margin (%)	14.40	22.57	-36%	Due to decrease in turnover
8.	Return on Capital Employed (%)	0.11	0.12	-10%	Due to decrease in turnover

HUMAN RESOURCES

During the year, the strength of human resource engaged by the Company is 325. Industrial relations have been cordial during the year under report.

(Cautionary Statement: Statements in this Report, which seeks to describe the Company's objectives, projections, estimates, expectations or predictions may be considered to be 'forward looking statements' and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied. Several factors including global and domestic demand-supply conditions, prices, raw-materials availability, technological changes in government regulations and policies, tax laws and other statutes may affect the actual results, which can be different from what the Directors envisage in terms of future performance and outlook.)

INDEPENDENT AUDITORS' REPORT

To the Members of Zenotech Laboratories Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Zenotech Laboratories Limited ("the Company"), which comprise the balance sheet as at 31 March 2025, and the statement of Profit and Loss (including other comprehensive income), 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 material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (Ind AS), and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	Auditor's Response
Revenue The Company solely depends on its holding company for its Revenue as stated below: 1. All the manufacturing job work is done as per their requirements at the agreed conversion charges. 2. Revenue is earned by leasing out its biotech facility & equipment. In view of the significance of the dependence on holding company for revenue, it represented a key audit matter in the audit	Our Audit Procedures included: <ul style="list-style-type: none"> Validating appropriate approval process for the agreements with related party and verifying that the job work charges invoiced are aligned with the agreements. Validating comprehensiveness of revenue recognition through testing of transactions and production records Cut off procedures performed. Carrying out analytical procedures and identifying reasons for significant variance. Confirming with the balance confirmation received from external party. Evaluating the disclosures made with requirements under the Accounting Standards and the Companies Act, 2013

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors' report but does not include the financial statements and our auditors' report thereon. The Directors' report is expected to be made available to us after the date of this auditor's report.

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 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. When we read the Directors' report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit, and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 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, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' 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 auditors' 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- 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 auditors' 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 (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 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 purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed 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 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) The matters relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (h) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2025 on its financial position in its financial statements – Refer Note 31 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 during the year ended 31 March 2025.
 - iv.
 - (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in note no 36(g) in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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, as disclosed in note no 36(h) in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

- (c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not paid/declared any dividend during the financial year. Accordingly, reporting on compliance with the provisions of Section 123 of the Act is not applicable.
- vi. As stated in Note 37 to the financial statement and relying on representations / explanations from the company and based on our examination which included test checks, for the financial year 2024-25, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has been enabled and operated throughout the year for all relevant transactions. The accounting software is such that it has no database but only objects and collections, hence, no changes is possible at that level.

Further, for the periods where the audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

Audit trail has been preserved by the company as per statutory requirements for record retention.

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018

Viswanadh VNSS Kuchi
Partner
Membership No. 210789
UDIN: 25210789BMOUUR1057

Place of Signature: Hyderabad
Date: 25th April 2025

Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Zenotech Laboratories Limited ("the Company") on the financial statements as of and for the year ended 31 March 2025.

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- (i) (a) In respect of the company's fixed assets:
- The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - The Company does not have any intangible assets in the books and hence this sub-clause is not applicable.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified once in three years which, in our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, Property, Plant and Equipment were physically verified by the management during the previous financial year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties disclosed in the financial statements are held in the name of the Company as at Balance Sheet date,
- (d) The Company has not revalued its Property, Plant and Equipment during the year and hence this clause is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and rules made thereunder.
- (ii) (a) In The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records are not 10% or more in the aggregate for each class of inventory. However, company doesn't have inventory at the year ending March 31, 2025.
- (b) Based on our audit procedures & according to the information and explanation given to us, the Company has not been sanctioned any working capital limits from banks or financial institution on the basis of security of current assets and hence the question of filing quarterly returns or statements by the company with such banks or financial institutions does not arise. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) Based on our audit procedures & according to the information and explanation given to us, 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. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) Based on our audit procedures & according to the information and explanation given to us, the Company has neither given any loan, guarantees and security nor made any investment during the year covered under section 185 and 186 of the Act. Therefore paragraph 3(iv) of the Order is not applicable to the Company.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The central government has specified the maintenance of cost records under sub section (1) of section 148 of the act in respect of products or services of the company. We have broadly reviewed the books of account maintained by the Company as specified under sub section (1) of section 148 of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.

- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service 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 as applicable with the appropriate authorities.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of Goods and Service 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 were in arrears, as at 31 March 2025 for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us and based on our examination of the records of the company, there are no statutory dues referred to in sub-clause (a) as at 31 March 2025, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the Dues	Amount demanded (Rs. In Lakhs)	Amount paid (Rs. In 'lakhs)	Period to which amount relates	Forum where dispute is pending	Remarks, if any
The Customs Act, 1962	Customs Duty	223.05*	202.68	Prior to the financial year 2011-12 (Customs Act)	Principal Commissioner of customs	-
Income Tax Act, 1961	Income Tax Dues	204.79	-	A.Y 2020-21	Commissioner of Income-tax (Appeals)	-

* The amount pertains to 6 licenses for which Export Obligation Discharge Certificates are yet to be received out of a total of 18 licenses

** AY – Assessment year, FY – Financial year

- (viii) As per the information and explanations given by the management and on the basis of our examination of the records of the company, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.
- (ix) (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and the records of the Company examined by us, there were no funds raised on short term basis by the Company. Accordingly, paragraph 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any loans during the year on pledge of securities held in its subsidiaries. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year and hence the question of whether money raised were applied for the purposes for which those are raised does not arise. Accordingly, paragraph 3(x) (a) of the Order is not applicable to the Company.

- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence the question of whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised does not arise. Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section (12) of section 143 of the Companies Act has been filed by secretarial auditor or by cost auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government for the period covered by our audit.
- (c) As represented to us by the management there are no whistle blower complaints that were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details of the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors issued till date for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.
- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) Based on our audit procedures and according to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) On the basis of 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 and based on our examination of the evidence supporting the assumptions nothing has come to our attention which causes us to believe that any material uncertainty exist as on the date of balance sheet as and when they fall due with in a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) (a) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under Clause 3(xx) of the Order is not applicable to the company
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to transfer unspent amount under sub-section (5) of section 135 of the Companies Act, pursuant to ongoing project to special account in compliance with provision of sub-section (6) of section 135. Accordingly, paragraph 3(xx)(b) of the Order is not applicable to the Company.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018

Viswanadh VNSS Kuchi
Partner
Membership No. 210789
UDIN: 25210789BMOUUR1057

Place of Signature: Hyderabad
Date: 25th April 2025

Annexure B

Referred to in paragraph 2(g) on 'Report on Other Legal and Regulatory Requirements' of our report of even date Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to financial statements of Zenotech laboratories Limited as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018
Signature

Place of Signature: Hyderabad
Date: 25th April 2025

Viswanadh VNSS Kuchi
Partner
Membership No. 210789
UDIN: 25210789BMOUUR1057

Standalone Balance Sheet as at March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	3	608,673	655,813
(b) Capital Work-In-Progress	3	35,733	19,562
(c) Financial Assets			
(i) Investments	4(a)	-	-
(ii) Others	4(b)	14,474	13,819
Deferred Tax Assets (net)	5	39,404	65,261
Income Tax Assets		51,204	44,598
(d) Other Non-current Assets	6	923	1,383
Total Non - Current Assets		750,411	800,436
Current Assets			
(a) Inventories	7	-	8,402
(b) Financial Assets			
(i) Trade Receivables	8(a)	74,543	32,494
(ii) Cash and Cash Equivalents	8(b)	265,751	18,157
(iii) Bank balances other than (ii) above	8(c)	1,271	178,700
(iv) Other Financial Assets	8(d)	11,962	16,001
(c) Other Current Assets	9	6,367	7,874
Total Current Assets		359,894	261,628
TOTAL ASSETS		1,110,305	1,062,064
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	610,306	610,306
(b) Other Equity	11	351,002	295,110
Total Equity		961,308	905,416
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12 (d)	-	-
(ii) Other financial liabilities	12 (c)	8,798	8,001
(b) Other Non Current Liabilities	13 (b)	944	1,700
(c) Provisions	14 (a)	13,385	11,716
Total Non - Current Liabilities		23,127	21,417
Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables			
(a) Total outstanding dues of Micro and Small Enterprises	12 (a)	6,165	650
(b) Total outstanding dues other than Micro and Small Enterprises	12 (a)	19,071	32,269
(ii) Other financial liabilities	12 (b)	28,315	28,120
(b) Other Current Liabilities	13 (a)	15,627	10,533
(c) Provisions	14 (b)	44,539	63,659
(d) Current Tax Liabilities (Net)		12,153	-
Total Current Liabilities		125,870	135,231
TOTAL EQUITY AND LIABILITIES		1,110,305	1,062,064

The accompanying notes are an integral part of the standalone financial statements Summary of Material accounting policies 1 & 2

 As per our Report of even date attached
for PKF Sridhar & Santhanam LLP
 Chartered Accountants
 Firm Registration Number: 003990S/S200018

Viswanath VNSS Kuchi
 Partner
 Membership No.: 210789
 UDIN: 25210789BMOUUR1057

Azadar Husain Khan
 Chairman
 DIN:01219312

for and on behalf of the Board of Directors of
Zenotech Laboratories Limited
 CIN: L27100TG1989PLC010122

Jagruiti Prashant Sheth
 Director
 DIN:07129549

Dr.Sachin Laxmanappa Gavandare
 Chief Executive Officer

Poly K.V.
 Chief Financial Officer

Abdul Gafoor Mohammad
 Company Secretary
 Place: Hyderabad
 Date: April 25, 2025

 Place: Hyderabad
 Date: April 25, 2025

 Place: Delhi
 Date: April 25, 2025

 Place: Mumbai
 Date: April 25, 2025

Statement of Profit and Loss for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	Particulars	Note No.	For the Year ended 31 March 2025	For the Year ended 31 March 2024
	Income			
I	Revenue from Operations	15 (a)	389,757	367,615
II	Other Operating income	15 (b)	40,714	40,716
III	Other income	16	15,486	10,041
IV	Total Income (I+II+III)		445,957	418,372
	Expenses			
	Cost of materials consumed	17	8,402	-
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	17	-	-
	Employee benefits expense	18	123,778	94,640
	Finance costs	19	-	-
	Depreciation and amortisation expense	3	69,601	70,852
	Other expenses	20	156,489	141,466
V	Total Expenses		358,270	306,958
VI	Profit / (Loss) before exceptional items and tax (IV-V)		87,687	111,414
VII	Exceptional item	14 (b)	19,232	-
VIII	Profit / (Loss) before tax (VI+VII)		106,919	111,414
IX	Tax expense:			
	(1) Current tax		19,049	-
	(2) Prior period tax		5,884	-
	(3) Deferred tax	22	25,857	28,427
X	Profit / (Loss) for the year (VIII-IX)		56,129	82,987
XI	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss		-	-
	Gain/(loss) on Remeasurement of employee benefits obligations	14(c)	(237)	(384)
	Income Tax on above		69	112
XII	Total Comprehensive Income for the year (X+XI)		55,961	82,715
XIII	Earning per equity share (face value per equity share Rs 10 each)	23		
	(1) Basic (Rs.)		0.92	1.36
	(2) Diluted (Rs.)		0.92	1.36
	See accompanying notes referred to above form an integral part of Financial Statements Summary of Material accounting policies 1 & 2			

As per our Report of even date attached
for **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration Number: 003990S/S200018

Viswanath VNSS Kuchi
Partner
Membership No.: 210789
UDIN: 25210789BMOUUR1057

Azadar Husain Khan
Chairman
DIN:01219312

for and on behalf of the Board of Directors of
Zenotech Laboratories Limited
CIN: L27100TG1989PLC010122

Jagruiti Prashant Sheth
Director
DIN:07129549

Dr.Sachin Laxmanappa Gavandare
Chief Executive Officer

Poly K.V.
Chief Financial Officer

Abdul Gafoor Mohammad
Company Secretary
Place: Hyderabad
Date: April 25, 2025

Place: Hyderabad
Date: April 25, 2025

Place: Delhi
Date: April 25, 2025

Place: Mumbai
Date: April 25, 2025

Statement of changes in equity for the year ended 31 March, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Equity Share Capital	Reserves and Surplus		Total equity
		Securities premium	Retained earnings	
Balance as at 1 April 2023	610,306	2,095,431	(1,883,036)	822,701
Changes in accounting policy or prior period errors	-	-	-	-
Restated Balance as at April 1st,2023	610,306	2,095,431	(1,883,036)	822,701
Additions during the year	-	-	-	-
Profit/(Loss) for the year	-	-	82,987	82,987
Other comprehensive income- Remeasurement of defined benefit obligations	-	-	(272)	(272)
Total comprehensive income for the year	-	-	82,715	82,715
Balance as at 31st March 2024	610,306	2,095,431	(1,800,321)	905,416
Balance as at 1 April 2024	610,306	2,095,431	(1,800,321)	905,416
Changes in accounting policy or prior period errors	-	-	-	-
Restated Balance as at April 1st,2024	610,306	2,095,431	(1,800,321)	905,416
Profit/(Loss) for the year	-	-	56,129	56,129
Other comprehensive income- Remeasurement of defined benefit obligations	-	-	(237)	(237)
Total comprehensive income for the year	-	-	55,892	55,892
Balance as at 31st March 2025	610,306	2,095,431	(1,744,429)	961,308
Nature and purpose of reserves:				
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013				

As per our Report of even date attached
for PKF Sridhar & Santhanam LLP
 Chartered Accountants
 Firm Registration Number: 003990S/S200018

Viswanath VNSS Kuchi
 Partner
 Membership No.: 210789
 UDIN: 25210789BMOUUR1057

Azadar Husain Khan
 Chairman
 DIN:01219312

for and on behalf of the Board of Directors of
Zenotech Laboratories Limited
 CIN: L27100TG1989PLC010122

Jagruti Prashant Sheth
 Director
 DIN:07129549

Dr.Sachin Laxmanappa Gavandare
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Abdul Gafoor Mohammad
 Company Secretary
 Place: Hyderabad
 Date: April 25, 2025

Place: Hyderabad
 Date: April 25, 2025

Place: Delhi
 Date: April 25, 2025

Place: Mumbai
 Date: April 25, 2025

Standalone Cash flow statement for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	For the Year ended 31 March 2025	For the Year ended 31 March 2024
A. Cash flows from operating activities		
Profit/(Loss) before taxation	106,919	111,414
Adjustments for:		
Depreciation and amortisation	69,601	70,852
Amounts written back	(19,401)	(116)
Unrealised foreign exchange loss, net	177	(54)
(Profit)/ Loss on sale of Property , Plant and Equipment	-	437
Interest expenses	-	-
Interest income	(14,090)	(9,451)
Operating cash flows before working capital changes	143,206	173,082
Changes in Working Capital:		
(Increase)/decrease in trade receivables	(42,049)	741
(Increase)/decrease in inventories	8,402	(8,402)
(Decrease)/ increase in trade payables	(7,514)	(1,733)
(Increase)/decrease in other financial assets	4,039	(8,758)
(Increase)/decrease in current non financial assets	-	-
(Increase)/decrease in non-current financial assets	(655)	-
(Increase)/decrease in non-current assets	460	-
(Increase)/decrease in other current assets	1,507	1,936
(Decrease)/increase in provisions	1,585	(17,955)
(Decrease)/increase in other financial liabilities	195	(9,340)
(Decrease)/increase in other current liabilities	5,094	(620)
Cash generated/(used) in operations	114,270	128,952
Income taxes paid/ TDS (net)	(19,386)	(10,726)
Net cash generated/(used) in operating activities (A)	94,884	118,226

Standalone Cash flow statement for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	For the Year ended 31 March 2025	For the Year ended 31 March 2024
B. Cash flows from investing activities		
Payment for Purchase of property plant equipment (Including Capital advance & Work in Progress)	(38,632)	(42,335)
Proceeds from sale of Property , Plant and Equipment		37
Deposits towards margin money	-	-
(Increase)/Decrease in other bank balances	177,429	(178,700)
Interest income received	14,090	9,451
Net cash provided by/ (used in) investing activities (B)	152,887	(211,547)
C. Cash flows from financing activities		
Repayment of long-term borrowings	-	-
Interest paid	-	-
Net cash provided by/(used in) financing activities (C)	-	-
Net increase/ (decrease) in cash and cash equivalents during the year (A+B+C)	247,771	(93,321)
Cash and cash equivalents at the beginning of the year	18,157	111,424
Add/(less): exchange (loss)/gain on cash and cash equivalents	(177)	54
Cash and cash equivalents at the end of the year (refer Note 8(b))	265,751	18,157

Note 1: Cash and cash equivalents does not include restricted cash balance (Margin money) of Rs 1,000 (previous year: Rs 1,000).

Note 2: Cash flow statements has been prepared under " Indirect Method" on Statement of Cash flows in accordance with the Ind AS standard.

Note 3: Please refer Net Debt Reco annexed

As per our Report of even date attached
for PKF Sridhar & Santhanam LLP
 Chartered Accountants
 Firm Registration Number: 003990S/S200018

Viswanath VNSS Kuchi
 Partner
 Membership No.: 210789
 UDIN: 25210789BMOUUR1057

Azadar Husain Khan
 Chairman
 DIN:01219312

**for and on behalf of the Board of Directors of
 Zenotech Laboratories Limited**
 CIN: L27100TG1989PLC010122

Jagruti Prashant Sheth
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 Company Secretary
 Place: Hyderabad
 Date: April 25, 2025

Place: Hyderabad
 Date: April 25, 2025

Place: Delhi
 Date: April 25, 2025

Place: Mumbai
 Date: April 25, 2025

Standalone Cash flow statement for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	31 March 2025	31 March 2024
Cash and cash equivalents	265,751	18,157
Liquid Investments	-	-
Current borrowings (Including interest accrued)	-	-
Non-current borrowings	-	-
Net debt	265,751	18,157

	Other assets		Liabilities from financing activities			
	Cash and bank	Liquid Investments	Finance lease obligations	Non-current borrowings	Current borrowings	Total
Net debt as at 1 April 2023	111,424	-	-	-	-	111,424
Cash flows	(93,321)	-	-	-	-	(93,321)
Acquisitions-finance leases	-	-	-	-	-	-
Foreign exchange adjustments	54	-	-	-	-	54
Interest expenses	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-
Other non-cash movements	-	-	-	-	-	-
Acquisitions/disposals	-	-	-	-	-	-
Fair value adjustments	-	-	-	-	-	-
Net debt as at 31 March 2024	18,157	-	-	-	-	18,157
Cash flows	247,771	-	-	-	-	247,771
Acquisitions-finance leases	-	-	-	-	-	-
Foreign exchange adjustments	(177)	-	-	-	-	(177)
Conversion of Current to Non-Current	-	-	-	-	-	-
Interest expenses	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-
Other non-cash movements	-	-	-	-	-	-
Acquisitions/disposals	-	-	-	-	-	-
Fair value adjustments	-	-	-	-	-	-
Net debt as at 31 March 2025	265,751	-	-	-	-	265,751

Notes to the Standalone Financial Statements for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

1.1 Corporate information

Zenotech Laboratories Limited (the "Company") is a public limited company listed on BSE. The Company is a pharmaceutical specialty generic injectables company engaged in the area of manufacturing biotechnology products. The Company's injectables product portfolio primarily serves niche therapy areas like oncology and anaesthesiology.

1.2 Consolidated Financial Statements

The Books of accounts and other related records/documents of the overseas subsidiaries of the Company were missing and due to non-availability of those records/information, complaint before the Hon'ble Economic Offences Court, Nampally, Hyderabad, under the provisions of Section 630 of erstwhile Companies Act, 1956 was filed against the former Managing Director, Late Dr. Jayaram Chigurupati, who was in complete "control over the Company's affairs during the period of those events", which is abated by the court due to demise of the accused. The Company has evaluated and concluded that it is not controlling the US Subsidiary as per Ind AS 110 Consolidated Financial Statements basis, its inability to exercise power over the investee. Further, during the previous year, the Company received the winding up order for its defunct subsidiary in Nigeria. The Company engaged consultant in Brazil to file the winding-up applications in adherence to the laws of the country. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of Ind AS 110 and hence is not required to prepare and present a Consolidated Financial Statement.

2. Material accounting policies**2.1 Statement of compliance**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

Basis of preparation and presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in INR and all values are rounded to the nearest thousands (INR 000), except when otherwise indicated.

Functional and Presentation currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional and presentation currency of the Company.

IND AS 27 Separate financial statements

An entity is required to account for its investments in subsidiaries, joint ventures and associates either:

- (a) at cost; or
- (b) in accordance with IND AS 109. Such cost shall be cost as per IND AS 27 or deemed cost.

The investments in subsidiaries is recognised at deemed cost

2.2 Summary of Material accounting policies**a. Use of estimates and judgement**

The preparation of financial statements in conformity with INDAS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumptions having the most significant effect on the amounts recognized in financial statements are as follows:

i) Useful life of PPE

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management based on technical assessment. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives of property, plant and equipment.

ii) Measurement of defined benefit plan obligation

The cost of the defined benefit gratuity plan and other post-employment leave absences benefits and the present value of the gratuity obligation and leave absence obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India. Further details about gratuity obligations are given in Note 14 (c).

iii) Impairment of non-financial assets

Property Plant & Equipment are tested for impairment when there are indicators of impairment, using the model to compare the higher of value in use and fair value less costs to sell with the carrying value of the said assets. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate the projected cash flows, risk adjusted discount rate, future economic and market conditions.

iv) Estimation for litigations

The Company has been advised by its legal counsel, the probability of outflow of resources and based on this, the contingent liability has been recognised. Any change in the estimated probability will impact upon the contingent liability.

b. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that, the transaction to sell the asset or transfer the liability takes place either:

- > in the principal market for the asset or liability, or
- > in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- > Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- > Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- > Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- > Quantitative disclosures of fair value measurement hierarchy (Refer Note 24(a) & (b))

c. Revenue recognition

The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' which introduces a new five-step approach to measuring and recognising revenue from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer. The Company has elected to use the practical expedient that there is no financing component involved when the credit period offered to customers is less than 12 months (also refer Credit Risk).

Rendering of Services:

Revenue from sale of services is recognised in accordance with the terms of the relevant agreements as accepted and agreed with the customers. Upfront non-refundable payments received are deferred and recognised as revenue over which the related services are performed.

Price variance is accounted as and when the amounts are confirmed as recoverable.

Income from leasing of assets:

Rental income from leasing of buildings, plant and machineries are recognised as revenue over the lease period at contracted lease amount, in accordance with IND AS 116.

Interest income

Interest on deposits is recognized on the time proportion method using the underlying interest rates.

d. Taxes

Current income tax

Income tax expense comprises of current and deferred tax. Income tax expenses is recognised in profit or loss except to the extent that it relates to items recognised in OCI or directly in equity in which case it is recognised in OCI or directly in equity respectively. Current tax is the expected tax payable on the taxable profit for the year using tax rates enacted or substantively enacted by the end of the reporting period and any adjustments to the tax payable in respect of previous years.

The tax currently payable is based on taxable profit for the year, if any. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off deferred tax assets against deferred tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. Property, plant and equipment

Freehold land is carried at historical cost.

Fixed assets (Tangible/ Intangible) are stated at cost less accumulated depreciation/amortization and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Expenditure directly relating to construction activity is capitalized to the extent those relate to the construction activity or is incidental thereto.

Gains and losses on disposal of a property plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property plant and equipment and are recognised in other income/ other expenses in the statement of profit and loss.

Depreciation is fully provided using the Straight Line Method ('SLM') over the useful lives of the assets considered by the management's technical assessment, as given below:

1)	Factory Building	30 years
2)	Plant & Machinery	10 to 20 years
3)	Furniture & Fittings	10 years
4)	Motor Vehicles	8 years
5)	Office Equipment	5 years
6)	EDP Equipment	3 years

Depreciation and amortization methods and useful lives are reviewed periodically, including at each financial year end. Depreciation is charged on a proportionate basis for all assets purchased and sold during the year.

Assets costing below Rs.5,000/- are depreciated in full in the same year.

The cost of fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress and are carried at cost.

For transition to the Ind AS, the Company has decided to continue with the carrying value of all of its Property, Plant and Equipment as at April 01, 2015 (transition date) measured as per the previous GAAP as its deemed cost as of transition date.

f. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The method of determining cost of various categories of inventories is as below:

- i) Raw materials, Packing materials, Stores and spares, consumables - First - in - First Out method.
- ii) Finished goods and Work-in-process - Weighted average method, which comprises direct material costs and appropriate overheads.

Consumables received are booked as consumption on quality clearance for convenience purpose, as needed.

Inventories are stated net of write downs or allowances on account of obsolete, damaged or slow moving inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and costs necessary to affect the sale.

g. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit (CGU). In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately to reach the Company's CGU to which individual assets are allocated.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior period years. Such reversal is recognised in the statement of profit or loss.

h. Provisions, contingent Liabilities & contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts only in case of inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts for possible obligations which will be confirmed only by future events not wholly within the controls of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amounts of the obligation cannot be made.

i. Retirement and other employee benefits

- i) **Gratuity:** Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made at the end of each financial year under the projected unit credit method. Actuarial gains/losses comprise experience adjustments and the effect of changes in actuarial assumptions and are recognized immediately in the other comprehensive Income as Income on the basis of valuation by an independent Actuary. The liability is unfunded.
- ii) **Provident Fund:** A retirement benefit in the form of provident fund scheme is a defined contribution and the contribution is charged to the statement of profit and loss of the year when the contribution to the respective fund is due. There are no other obligations other than the contribution payable to the respective fund.
- iii) **Compensated Absences:** Liability in respect of compensated absence is determined and charged to the statement of profit and loss on the basis of valuation by an independent actuary.

j. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

For purposes of subsequent measurements, 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity investments

All equity investments in subsidiaries are measured at cost less diminution other than temporary. All equity investments in scope of Ind AS 109 are measured at fair value.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of similar financial assets) is primarily derecognised i.e. removed from the Company's balance sheet when:

- > the Company has transferred its rights to receive cash flows from the asset ; and either
- > the Company has transferred substantially all the risks and rewards of the asset, or
- > the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the assets carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss will be recognised as profit or loss on disposal.

Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- > Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- > Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The company follows 'simplified approach' for recognition of impairment loss allowance on:

- > Trade receivables or contract revenue receivables; and
- > The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets that are debt instruments, and are measured at amortised cost.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- > All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- > Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix based on the assumptions which are derived based on the expected outcomes.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- > ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- > For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

> Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

> Financial liabilities at amortised cost

After initial recognition financial liabilities if any are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

> Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

> Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has a legal right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

k. Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

2.3 Recent Accounting Pronouncements:

i) New and amended standards adopted by the Company:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has notified Ind AS – 117 Insurance Contracts & consequential amendments to the other standards and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024.

The Company has reviewed this new pronouncement and based on its evaluation has determined that it does not have any significant impact in its financial statements.

ii) New Standards/Amendments notified but not yet effective:

MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025
(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 3: Property, Plant and Equipment.									
	Freehold Land	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	EDP Equipment	Total	
Gross Block at Cost/ Deemed Cost									
As at 31st March 2023	10,831	211,963	811,563	6,598	3,657	3,251	19,901	1,067,764	
Adjustments:	-	-	-	-	-	-	-	-	
Additions	-	-	70,291	327	37	1,644	995	73,293	
Disposals	-	-	586	-	-	-	-	586	
As at 31st March 2024	10,831	211,963	881,268	6,925	3,694	4,894	20,897	1,140,472	
Adjustments:	-	-	-	-	-	-	-	-	
Additions	-	563	18,343	1,754	396	-	1,404	22,460	
Disposals	-	-	-	-	-	-	-	-	
As at 31st March 2025	10,831	212,526	899,611	8,679	4,090	4,894	22,301	1,162,932	
Accumulated Depreciation and Impairment									
As at 31st March 2023	-	65,247	320,185	5,568	2,745	2,586	17,590	413,919	
Adjustments:	-	-	-	-	-	-	-	-	
Depreciation charge during the year	-	9,813	58,844	190	473	239	1,291	70,852	
Disposals	-	-	113	-	-	-	-	113	
As at 31st March 2024	-	75,060	378,916	5,758	3,218	2,825	18,881	484,658	
Adjustments:	-	-	-	-	-	-	-	-	
Depreciation charge during the year	-	9,796	57,778	197	328	392	1,110	69,601	
Disposals	-	-	-	-	-	-	-	-	
As at 31st March 2025	-	84,856	436,694	5,955	3,546	3,217	19,991	554,259	
Net Book Value									
As at 31st March 2025	10,831	127,670	462,917	2,724	544	1,677	2,310	608,673	
As at 31st March 2024	10,831	136,903	502,352	1,167	476	2,068	2,016	655,813	
Note									
1. Plant & Equipment as at the year end includes assets given on operating lease: Cost Rs. 187,083 (PY: Rs. 187,083); Accumulated depreciation Rs 55,468 (PY: Rs. 46,297) and carrying value as at the reporting date of Rs. 131,615 (Previous year Rs 140,786).									
2. For details of the assets pledged for TDB loan, refer Note 32 of the financial statements.									
Gross block as at 1st April, 2015	10,831	209,970	576,164	13,659	963	7,735	6,826	826,149	
Accumulated depreciation as at 1st April, 2015	-	(60,867)	(221,940)	(9,068)	(726)	(5,967)	(6,313)	(304,881)	
Net block as at 1st April, 2015 treated as deemed cost	10,831	149,103	354,224	4,591	237	1,768	513	521,268	

Notes to the Standalone Financial Statements for the Year ended March 31, 2025

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

B. Capital Work in Progress

As at 1st April 2023	49,787
Assets impaired	103,156
Additions during the year	42,975
Gross Capital Work In Progress	195,918
Less: Transferred to Property, Plant and Equipment during the year	73,199
Assets impaired	(103,156)
Net CWIP as at 31 March, 2024	19,562
As at 1st April 2024	19,562
Assets impaired	103,156
Additions during the year	38,592
Gross Capital Work In Progress	161,310
Less: Transferred to Property, Plant and Equipment during the year	22,421
Assets impaired	(103,156)
Net CWIP as at 31 March, 2025	35,733

Capital work in progress ageing

Particulars	Amount in CWIP as at March 31, 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	26,854	7,942	937	-	35,733
Projects temporarily suspended	-	-	-	-	-
Total	26,854	7,942	937	-	35,733

Capital work in progress ageing

Particulars	Amount in CWIP as at March 31, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	18,308	1,254	-	-	19,562
Projects temporarily suspended	-	-	-	-	-
Total	18,308	1,254	-	-	19,562

Note 4: Financial Assets - Non Current
4(a). Non-current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investments in equity shares of Subsidiaries# at Deemed cost		
Unquoted		
Zenotech Farmaceutica Do Brasil Ltda*	-	-
39,600 (previous year: 39,600) shares of Reais 10 each		
Zenotech Laboratories Limited, Nigeria*	-	-
9,99,000 (previous year: 9,99,000) Ordinary shares of Naira 1 each		
Zenotech Inc., USA	-	-
10,00,000 (previous year: 10,00,000) shares of USD 0.10 each		

Considered as Subsidiaries only for the limited purpose of Companies Act basis voting rights and not as per Ind AS 110 on Consolidated Financial Statements

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20. However, related filings with RBI is pending.

4(b). Other Non-current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with Government, public bodies		
-Considered good	12,583	12,493
-Credit Impaired	211	211
Margin Money deposits	1,000	1,000
Others	891	326
Total	14,685	14,030
Less: Provision for doubtful assets	211	211
Total Other Non-current Financial Assets	14,474	13,819

Note 5: Deferred tax assets /(liabilities)

The balances comprises temporary differences attributable to :

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Asset on account of:		
Provision for Gratuity	2,137	2,009
Provision for Leave Encashment	1,188	1,188
Carry Forward Business Losses and Unabsorbed Depreciation	102,479	151,729
Other Comprehensive Income for defined benefit obligation	69	112
MAT Credit	18,747	-
Customs duty	180	-
Total Deferred tax assets (A)	124,800	155,038
Deferred Tax Liability on account of:		
- Depreciation	(85,395)	89,777
Total Deferred tax Liability (B)	(85,395)	89,777
Total deferred tax assets/(Liabilities) (net) (A-B)	39,404	65,261

Note 6: Other Non Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good except stated other wise)		
Capital Advances	-	-
Advances other than Capital Advances		
(i) Deposits with Government, public bodies	447	447
(ii) Others- Prepaid expenses	476	936
Total Other Non Current Assets	923	1,383

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 7: Inventories (at lower of cost and net realisable value)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials and Packing materials	-	-
Consumables	-	8,402
Work-in-progress	-	-
Stores & Spares	-	-
Total Inventories	-	8,402

Note 8: Financial Assets - Current
8(a): Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables considered good-Secured	-	-
Trade receivables considered good-Unsecured*	74,543	32,494
Trade receivables which have significant increase in credit risk	-	-
Trade receivables-credit impaired	-	-
Total	74,543	32,494
Less : Allowance for credit impaired	-	-
Total Trade Receivables	74,543	32,494
*Total trade receivables are from related party. Refer note 29 for related party disclosures		

Note 8(a): Trade receivables
Table 1: (Balances which have specified due date) - Below table will capture ageing for balances from due date of receipt

External Trade Receivable	As at March 31, 2025							
	Outstanding for following periods from due date of receipt							
	Not due	Unbilled	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	61,267	-	13,276	-	-	-	-	74,543
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total external trade receivables	61,267	-	13,276	-	-	-	-	74,543

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

External Trade Receivable	As at March 31, 2024							
	Outstanding for following periods from due date of receipt							
	Not due	Unbilled	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	26,934	-	5,560	-	-	-	-	32,494
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total external trade receivables	26,934	-	5,560	-	-	-	-	32,494

8(b): Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- in current accounts	5,713	18,152
Cash on hand	38	5
Other Bank Balances		
- Deposits with original maturity of less than 3 months	260,000	-
Cash and Bank Balances	265,751	18,157

8(c): Bank Balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Bank Balances other than cash and cash equivalents		
- Margin Money deposits	1,000	1,000
Less: Margin Money Deposit with Bank maturing after 12 months from the balance sheet date classified as Non-Current (Note 4(b))	1,000	1,000
Deposits with banks having original maturity more than 3 months but less than 12 months	1,271	178,700
Bank Balances other than cash and cash equivalents	1,271	178,700

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

8(d) : Other Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured considered good		
Interest accrued but not due	3,645	4,522
Biotech Facility Expenses Receivable	6,931	10,645
Salaries Recoverable from employees	478	158
Salary Advance to employees	718	488
Others	170	168
Deposits	20	20
Total Other Financial Assets (Current)	11,962	16,001

Note 9: Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered doubtful	-	-
Unsecured, considered good		
Balance with Statutory authorities	3,415	6,286
Advance for supply of goods and services	908	195
Prepaid expenses (including prepaid expenses towards CSR-Rs.396/- in the current year)	2,044	1,393
Total Other Current Assets	6,367	7,874

Note 10: Equity

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Value	No. of shares	Value
Authorised				
Equity shares of Rs.10/- each	100,000,000	1,000,000	100,000,000	1,000,000
	100,000,000	1,000,000	100,000,000	1,000,000
Issued, Subscribed and Fully Paid-up				
Equity shares of Rs.10/- each	61,030,568	610,306	61,030,568	610,306
TOTAL	61,030,568	610,306	61,030,568	610,306

(a) Reconciliation of the equity shares capital amount outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Value	No. of shares	Value
Equity shares				
At the beginning of the year	61,030,568	610,306	61,030,568	610,306
Issued during the year	-	-	-	-
Outstanding at the end of the year	61,030,568	610,306	61,030,568	610,306

(b) Terms/rights attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. On winding up of the Company, the holders of equity shares will be entitled to receive residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held by the shareholders.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

(c) Shares held by holding company - Promoters

Particulars	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of shares	Value	No. of shares	Value	
Equity shares of Rs. 10/- each (Held by Sun Pharmaceutical Industries Limited)	42,014,578	420,145,780	42,014,578	420,145,780	0.00%
	42,014,578	420,145,780	42,014,578	420,145,780	

d. Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of- Shares	% of hold- ing in the class	No. of Shares	% of hold- ing in the class	
Sun Pharmaceutical Industries Limited*	42,014,578	68.84%	42,014,578	68.84%	0.00%
Padmasree Chigurupati	3,209,982	5.26%	3,209,982	5.26%	0.00%

Note:

Aggregate number of shares allotted as fully paid pursuant to contracts without payment being received in cash, bonus shares and shares bought back for period of 5 years immediately preceding balance sheet date Nil (Previous year: NIL)

During the year ended March 31, 2025, the amount of per share dividend recognised as distribution to equity shareholders was NIL (Previous year: NIL)

Note 11: Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserves & Surplus		
Securities premium	2,095,431	2,095,431
Retained Earnings	(1,744,429)	(1,800,321)
Total Reserves & Surplus	351,002	295,110
Securities Premium		
Opening Balance	2,095,431	2,095,431
Rights issue	-	-
Closing Balance	2,095,431	2,095,431
Retained Earnings		
Opening balance	(1,800,321)	(1,883,036)
Net profit / (loss) for the period	56,129	82,987
Remeasurements of post-employment benefit obligation, net of tax (OCI)	(237)	(272)
Closing Balance	(1,744,429)	(1,800,321)
Total Reserves & Surplus	351,002	295,110

Nature and purpose of each reserve

Securities premium - The amount received in excess of face value of the equity shares is recognised in securities premium. It is utilised in accordance with the provisions of the Companies Act, 2013

Retained Earnings - This reserve represents undistributed accumulated earnings of the company as on balance sheet date.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 12: Financial liabilities - Current & Non current
(a): Trade payables - Current
Table 1 (Balances which have specified due date)

Below table will capture ageing for balances from due date of payment

External trade Payable	As at March 31, 2025						
	Outstanding for following periods from due date of payment						
	Unbilled Dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues							
MSME	-	6,165	-	-	-	-	6,165
Others	6,864	10,964	1,243	-	-	-	19,071
Disputed dues							
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total Trade payables	6,864	17,129	1,243	-	-	-	25,236
External trade Payable	As at March 31, 2024						
	Outstanding for following periods from due date of payment						
	Unbilled Dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues							
MSME	-	650	-	-	-	-	650
Others	4,863	26,064	1,211	-	-	131	32,269
Disputed dues							
MSME	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total Trade payables	4,863	26,714	1,211	-	-	131	32,919

Note 2: Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	6,165	650
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) the amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(v) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(vi) Interest remaining due and payable to supplier disallowable as deductible expenditure under Income tax Act, 1961 for the current year	-	-
(vii) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(b): Other financial liabilities - Current

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued and due	27,645	27,645
Payable to employees	620	425
Security Deposit - Others	50	50
Total other current financial liabilities	28,315	28,120

The Company had repaid the principal loan amount of Rs.29,648 to Technology Development Board (TDB) during the year 2017-18. However, Rs. 27,645 towards Interest due is payable to TDB subject to realisation of 6,00,000 shares of Late.Dr. Jayaram Chigurupati held by TDB as security against the secured loan, as per the settlement agreement dated 22nd February, 2018 signed between the Company and TDB

(c): Other financial liabilities - Non Current

Particulars	As at March 31, 2025	As at March 31, 2024
Advance Rental Deposit - Biotech Facility	8,798	8,001
Security Deposit - Others	-	-
Total other non current financial liabilities	8,798	8,001

(d): Borrowings - Non current

Particulars	As at March 31, 2025	As at March 31, 2024
Loans repayable on demand		
<u>Secured</u>	-	-
<u>Unsecured - amortised cost</u>		
Loan from holding Company	-	-
Total non current borrowings	-	-
Less: Interest accrued	-	-
Non current borrowings	-	-

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 13 (a): Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory liabilities	10,514	5,420
Advance Rent Received SPIL	4,357	4,357
Advance Rent Biotech Facility	756	756
Total Other current liabilities	15,627	10,533

Note 13(b): Other Non Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Advance Rent Biotech Facility	944	1,700
Total other non current liabilities	944	1,700

Note 14 (a): Provisions - Long Term

Particulars	As at March 31, 2025 Non-Current	As at March 31, 2024 Non-Current
Provision for Compensated Leave absences (Refer Note 14(c))	6,298	5,552
Provision for Gratuity (Refer Note 14(c))	7,087	6,164
Total	13,385	11,716

Note 14 (b): Provisions - Short Term

Particulars	As at March 31, 2025 Current	As at March 31, 2024 Current
Provision for indirect taxation (Refer footnotes below)	42,210	61,314
Provision for Compensated Leave absences (Refer Note 14(c))	2,078	1,611
Provision for Gratuity (Refer Note 14(c))	251	734
Total	44,539	63,659

Provision for indirect taxation:

Provision for indirect taxation comprises of dues towards Custom duty (EPCG). Directorate General of Foreign Trade (DGFT) had issued 18 EPCG licenses during the period 2003 to 2009 for which fulfilment of Export Obligation was pending. On 06.05.2016, Directorate of Revenue Intelligence (DRI) issued a show cause notice to the Company for non-fulfilment of export obligation for the said licenses. The case was adjudicated by the Principal Commissioner of Customs vide OR.No. 48/2016-Adjn.Cus.(Commr.) dated 27.03.2017 directing the Company to pay the duty foregone along with applicable interest and redemption fines on 14 licenses. The Company filed export redemption requests for 3 EPCG licenses to RA-Hyderabad on 28.03.2018 and remitted Customs duties amounting to Rs. 2.97 Crores in compliance to the order. Meanwhile, the Company filed an appeal before CESTAT on 06.07.2017 challenging the order on interest, penalties and fines, which is pending for hearing as on date. On 01.04.2023, DGFT notified Amnesty Scheme for one time settlement of default in export obligation by advance and EPCG authorisations vide Public Notice No. 02/2023 dated 01.04.2023 applicable for all such authorisations whose export obligation period (original or extended) was valid beyond 12.08.2013. Though the Company registered to avail the scheme for all pending licenses, only 4 out of 15 licenses were approved by DGFT for consideration under the Scheme. The Company further appealed to the Policy Relaxation Committee (PRC) of DGFT on 20.12.2023 for consideration of 10 licenses under the scheme, which was granted by PRC on its meeting 33/AM24 held on 22.03.2024. The Company remitted balance duties and interest of Rs. 1.96 Cr as per Amnesty Scheme during the quarter ended 31st March, 2024 and request filed for Export Obligation Discharge Certificate (EODC) with DGFT online, DGFT had issued EODC for 12 EPCG licenses till 31st March, 2025 and the process is in progress for balance 2 licenses.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

i) Information about individual provisions and significant estimates.

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Customs (EPCG Duty)	42,210	61,314
Total	42,210	61,314

ii) Movements in provisions

Towards Custom Duty Movements in each class of provisions during the financial year, are set below:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Provision	61,314	80,901
Charged/(credited) to profit or loss		
-additional provisions recognised	617	-
Amounts reversed during the year	(19,721)	(19,587)
Closing Provision	42,210	61,314

Note 14 (c):
a) Employee Benefits

Particulars	As at March 31, 2025	As at March 31, 2024
Amount recognised as expense in the statement of Profit and Loss		
- Provident Fund Contribution	5,601	4,312

b) Leave Obligation

The actuarial valuation has been carried out using the Projected Unit Credit Method. Under this method, the Defined Benefit Obligation is calculated taking into account pattern of availment of leave whilst in service and qualifying salary on the date of availment of leave. In respect of encashment of leave, the Defined Benefit Obligation is calculated taking into account all types of decrement and qualifying salary projected up to the assumed date of encashment.

Particulars	As at March 31, 2025	As at March 31, 2024
Current Liability	2,078	1,611
Non-Current Liability	6,298	5,552
Total	8,376	7,163

c) Gratuity (Unfunded)

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity on departure at 15 days last drawn salary for each completed year of service or part thereof in excess of six months

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Changes in defined benefit obligation

Particulars	As at March 31, 2025	As at March 31, 2024
Projected benefit obligation at the beginning of the year	6,899	5,792
Current Service Cost	1,884	1,313
Interest Cost	470	412
Actuarial (gain)/ loss on obligation	237	384
Benefits paid	(2,152)	(1,003)
Projected benefit obligation at the end of the year	7,338	6,898

Break up of the Provision for Gratuity into Current & Non- current

Particulars	As at March 31, 2025	As at March 31, 2024
Current Liability	251	734
Non-Current Liability	7,087	6,164
Total	7,338	6,898

Expense recognised in the Statement of Profit and Loss

Particulars	As at March 31, 2025	As at March 31, 2024
Service Cost	1,884	1,313
Interest Cost	470	412
Net Gratuity Costs	2,354	1,725

Summary of Actuarial Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.75%	7.20%
Salary escalation rate	7.00%	7.00%

Mortality

Age (Years)	Rates (p.a)
18	0.000874
23	0.000936
28	0.000942
33	0.001086
38	0.001453
43	0.002144
48	0.003536
53	0.006174
58	0.009651

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Maturity profile of the defined benefit obligation

Particulars	As at March 31, 2025	As at March 31, 2024
Weighted average duration of defined benefit obligation (in years)	10.56	9.82
Expected benefit payments for the year ending:		
Not later than 1 year	251	734
Later than 1 year and not later than 5 years	2,076	1,920
Later than 5 year and not later than 10 years	2,833	2,409
Above 10 years	12,103	11,169

Remeasurement of the net defined benefit liability recognised in other comprehensive income

Particulars	As at March 31, 2025	As at March 31, 2024
Remeasurement for the period - Obligation (gain)/loss arising from		
– change in demographic assumptions	-	-
– change in financial assumptions	337	166
– experience variance	(99)	218
Amount recognised in OCI	238	384

Sensitivity analysis of significant actuarial assumptions

Particulars	Gratuity Liability	
	Discount Rate	Salary Escalation rate
	March 31, 2025	
Increase/(decrease) on plus 50bps	6965.77	7738.46
Increase/(decrease) on minus 50bps	7741.38	6964.93
	March 31, 2024	
Increase/(decrease) on plus 50bps	6572.39	7249.41
Increase/(decrease) on minus 50bps	7250.43	6570.33

Note 15 (a): Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of services	389,757	367,615
Total*	389,757	367,615

*Refer note 21 for further details

Note 15(b): Other Operating Income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Facility Lease Charges - Biotech	21,788	21,788
Machinery Lease Charges - Biotech	17,427	17,427
Machinery Lease Charges - Other than Biotech	743	743
Notional Income on Advance Rent Biotech	756	758
Total	40,714	40,716

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 16: Other income and other gains/(losses)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income from bank deposits at amortised cost	14,090	9,451
Liabilities no longer required written back*	169	116
Profit on Sale of Asset	-	-
Miscellaneous income	1,227	474
Total	15,486	10,041

* includes unclaimed balances of creditors

Note 17: Cost of materials consumed

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Raw materials ,Packing materials,Consumables at the beginning of the year	8,402	-
Add: Purchases	-	8,402
Less: Raw materials and Packing materials at the end of the year	-	8,402
Total cost of materials consumed	8,402	-

Note 18 Employee benefits Expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	111,198	85,774
Contribution to provident fund and other funds	8,302	6,564
Staff welfare expenses	4,278	2,302
Total	123,778	94,640

Note 19: Finance Costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on Term Loan - SPIL	-	-
Others	-	-
Total	-	-

Note 20: Other Expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Power and fuel	27,128	26,897
Repairs and maintenance		
- Buildings	2,101	655
- Plant and machinery	26,038	25,300
- Others	6,696	4,936
Contract manpower expenses	15,344	13,687
Other manufacturing expenses		
- Analytical Charges	1,139	846

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
- Quality Control Cost	15,820	14,332
- Consumables	27,283	26,872
Advertisement	218	182
Communication	178	115
Rates and taxes	6,022	2,746
Insurance	8,238	7,556
Legal and professional fees	2,637	3,125
Remuneration to Auditors (Refer note(i) below)	991	921
Printing & Stationery	1,705	1,494
Office and general maintenance	742	409
Security charges	3,194	2,564
Net gain/(loss) on foreign currency transactions	177	(54)
Miscellaneous Balance Written off	124	-
Loss on Sale of Asset	-	437
Travelling and conveyance	5,351	4,568
Corporate Social Responsibility	2,370	1,546
Miscellaneous Expenses	2,993	2,333
Total	156,489	141,466

Note (i)**Details of payments to auditors**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Payment to auditors		
As Statutory auditor	575	500
In other capacities:		
Certificates fees	100	100
Tax Audit fees	200	200
Other services	50	50
Out of pocket expenses	66	71
Total payment to auditors	991	921

Note (ii):**Corporate Social Responsibility Expenditure:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
i. Amount required to be spent by the company during the year	2,370	1,546
ii. Amount of expenditure incurred	2,766	1,609
iii. Shortfall/(Excess) at the end of the year	(396)	(63)
iv. Total of previous years shortfall	-	-
v. Reason for shortfall	NA	NA

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
vi. Nature of CSR activities	Disaster Relief, Education, Skill-ing, Employment, Entrepreneurship, Health, Wellness and Water, Sanita-tion and Hygiene, Heritage	Disaster Relief, Education, Skill-ing, Employment, Entrepreneurship, Health, Wellness and Water, Sanita-tion and Hygiene, Heritage
vii. Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
viii. where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA
Amount spent in cash during the year on:		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	2,766	1,609
Total	2,766	1,609

Note 21: Customer contracts

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Contract with customers		
Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss.		
Revenue from operations		
Revenue from contract with customers		
a) Sale of Oncology Products	-	-
b) Sale of Services- Contract Manufacturing	389,757	367,615
c) Lease rental income	40,714	40,716
Total Income	430,471	408,331
Disaggregate Revenue		
The Company derives its revenue from sale of goods and services related to manufacturing of pharmaceutical products to its only one customer i.e. Sun Pharmaceutical Industries Limited in India		
Contract balances		
Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards sales/Services. Revenue is recognised once the performance obligation is met.		
As at 31 March, 2025	-	-

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 22: Income Tax

The major components of income tax expense are:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Statement of Profit and Loss:		
Current tax	19,049	-
Prior period tax	5,884	-
Deferred Tax	25,857	28,427
Income tax expense reported in the statement of profit & loss	50,789	28,427

Reconciliation of tax expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit before tax (a)	106,919	111,414
Income Tax Rate (b)	29.12%	29.12%
Calculated taxes based on above without any adjustments for deductions [(a) x (b)]	31,135	32,444
Adjustments		
Due to MAT tax rate and DTA on MAT credit	(31,201.00)	-
On account of Corporate Social Responsibility	690.14	450.00
On Account of Notional adjustments as per Ind AS	12.01	(9.00)
On account of adjustment / change in carry forward losses and depreciation	49,250	(10,304)
Other Adjustments	903	5,846
Income tax expense reported in the statement of profit & loss	50,789	28,427

Reconciliation of deferred tax asset (net)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance as of April 1, 2024	(65,261)	(93,576)
Tax income / (expense) during the year recognised in profit or loss	(25,857)	(28,315)
Closing Balance as at 31 March, 2025	(39,404)	(65,261)

Note 23: Earnings Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

a) Basic Earnings Per Share	Year ended March 31, 2025	Year ended March 31, 2024
From continuing operations attributable to the equity shareholders of the company	0.92	1.36
From Discontinued Operations	-	-
Total basic earnings per share attributable to the equity shareholders	0.92	1.36

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

b) Diluted Earnings Per Share	Year ended	
	March 31, 2025	March 31, 2024
From continuing operations attributable to the equity shareholders of the company	0.92	1.36
From Discontinued Operations	-	-
Total diluted earnings per share attributable to the equity shareholders	0.92	1.36
c) Reconciliation of earnings used in calculating earnings per share	Year ended	
	March 31, 2025	March 31, 2024
Basic Earnings Per Share		
Profit attributable to the equity shareholders		
From continuing operations	56,129	82,987
From discontinued operations	-	-
Profit attributable to the equity shareholders of the company used in calculating basic earnings per share:	56,129	82,987
Diluted Earnings per share		
Profit attributable to the equity shareholders		
From continuing operations	56,129	82,987
From discontinued operations	-	-
Profit attributable to the equity shareholders of the company used in calculating diluted earnings per share	56,129	82,987
d) Weighted average number of shares used as denominator	No. of Shares	
	March 31, 2025	March 31, 2024
Weighted average number of shares used as denominator in calculating basic earnings per share	61,030,568	61,030,568
Adjustments:	-	-
Weighted average number of shares and potential equity shares used as denominator in calculating diluted earnings per share	61,030,568	61,030,568

Note 24 (a): Fair Value Measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the companies' financial instruments:

	March 31, 2025			March 31, 2024		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Trade Receivables			74,543			32,494
Cash and cash equivalents and Bank Balances			265,751			18,157
Bank balances other than Cash and cash equivalents			1,271			178,700
Other Financial Assets - Non Current			14,474			13,819
Other Financial Assets - Current			11,962			16,001
Total Financial Assets			368,001			259,171

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

	March 31, 2025			March 31, 2024		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Liabilities						
Borrowings	-		-	-		-
Trade payables			25,236			32,919
Other Financial liabilities- Current			28,315			28,120
Other Financial liabilities- Non Current			8,798			8,001
Total Financial Liabilities			62,349			69,040

The management assessed that cash and cash equivalents, bank balances, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note 24 (b): Fair Value Hierarchy

As no financial instrument has been re-measured at fair value on recurring basis as at each financial period end, fair value hierarchy disclosure is not applicable

Note 25: Financial Risk Management
A) Credit Risk

As the Company currently deals only with the parent entity, it is not exposed to any credit risk as on the reporting date

B) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the companies' liquidity position comprising the cash and cash equivalents on the basis of expected cash flows.

i) Financial Arrangements NIL

ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

There are no derivatives financial liabilities for the company.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual Maturities as at 31st March, 2025	Due in 1st year	Due in 2nd to 5th year	Due in 6th to 7th year	Total
Non derivatives				
Borrowings	-	-	-	-
Obligations under finance lease	-	-	-	-
Trade payables	25,236	-	-	25,236
Other financial liabilities	28,315	10,893	-	39,208
Total non-derivative liabilities	53,551	10,893	-	64,444

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Contractual Maturities as at 31st March, 2024	Due in 1st year	Due in 2nd to 5th year	Due in 6th to 7th year	Total
Non derivatives				
Borrowings	-	-	-	-
Obligations under finance lease	-	-	-	-
Trade payables	32,919	-	-	32,919
Other financial liabilities	28,120	10,893	-	39,013
Total non-derivative liabilities	61,039	10,893	-	71,932

C) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument may result from changes in the foreign currencies, exchange ratios, interest ratio, credit, liquidity and other market changes. However, currency risk and the interest risk are not significant to the Company since, the Company has only Indian rupee borrowings which is medium term in nature.

Note 26 (a) Operating Lease

Operating leases, in which the Company is the lessor, relate to equipment owned by the Company with lease terms up to 7 years. The agreement can be terminated any time by Lessor/ Lessee by giving 60 days prior written notice. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Maturity analysis of operating lease payments:

Year	As at March 31, 2025	As at March 31, 2024
Year 1	39,215	39,685
Year 2	39,215	39,215
Year 3	9,804	39,215
Year 4	-	9,804
Year 5	-	-
Total	88,234	127,919

The following table presents the amounts reported in profit or loss.

Particulars	As at March 31, 2025	As at March 31, 2024
Lease income on operating leases (refer note 15 (b))	39,958	39,958
Therein lease income relating to variable lease payments that do not depend on an index or rate	-	-

Note 26 (b): Capital Management

The company's objectives when managing capital are to:

- > Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- > Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As the company does not have any debt as on balance sheet date, the gearing ratio is not applicable

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 27: Operating Segment Disclosure

As per Ind AS 108 segment information to be presented from management's perspective, which means it is presented in the way used in internal reporting. The basis for identifying reportable segments is internal reporting as it is reported to and followed up on by the chief operating decision maker (CODM). The Company has, in this context, identified the Chief Executive Officer of the company as the chief operating decision maker. The chief executive officer of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker. The Chief Executive Officer evaluates the operating segments' results on the basis of revenue and gross profit as the performance indicator for all of the operating segments, and does not review the total assets and liabilities of an operating segment as it is not provided regularly to CODM for review.

Zenotech Laboratories Limited is engaged in single business activity of Pharmaceuticals and the company does not have multiple operating segments. Other than revenue analysis that is disclosed in Note (21), no operating results and other discrete financial information is available for the assessment of performance of the respective business divisions and resources allocation purpose.

Major Customer Dependency

Entire portion of the operating revenue earned by the Company is from single customer i.e., Sun Pharma Group. In the current year, revenue earned from Sun Pharmaceutical Industries Limited is 100% (PY:100%) of the total revenue for the year.

Note 28: Interests in other entities
a) Subsidiaries

The Company's subsidiaries as at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Company, and the proportion of ownership interests held equals the voting rights held by the company. The country of incorporation or registration is also their principal place of business

Name of the Entity	Place of the business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-con- trolling interests		Principal activities
		31.03.2025	31.03.2024	31.03.2025	31.03.2024	
		%	%	%	%	
Zenotech Farmaceutica Do Brasil Ltda	Brazil	66.39	66.39	33.61	33.61	NA
Zenotech Laboratories Nigeria Limited	Nigeria	NA*	NA*	NA*	NA*	NA
Zenotech Inc	USA	100	100	0	0	NA

The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities. The Company received winding up order for Zenotech Laboratories Nigeria Limited during FY: 2019-20

b) Interest in Associates and Joint Ventures- Nil

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 29: Related party transactions
(A) Holding Company:

Name	Type	Place of incorporation	Ownership interests	
			31.03.2025	31.03.2024
Sun Pharmaceutical Industries Limited	Immediate and ultimate parent entity	India	68.84%	68.84%

(B) Key managerial personnel:

Name	Designation
Mr. Devendra Chandrakant S. Kenkre (Upto 24 Jul 2024)	Chief Executive Officer
Dr. Sachin Laxmanappa Gavandare (wef. 23 Oct 2024)	Chief Executive Officer
Mr. Poly K V	Chief Financial Officer
Mr. Abdul Gafoor Mohammad	Company Secretary & Compliance Officer

(C) Transactions and balances with related parties:

Particulars	Name of Entity	Year ended March 31, 2025	Year ended March 31, 2024
i). Operating transactions/balances with holding Company/group Company			
Conversion Charges*	Sun Pharmaceutical Industries Limited	389,757	367,615
Trade Receivables (Balances as at)**		74,543	32,494
Rental and Hire Charges Received*		743	743
Biotech Facility Lease Charges*		21,788	21,788
Biotech Facility Machinery Rental and Hire Charges*		17,427	17,427
Receipt towards reimbursement of expenses*		76,004	51,908
Payment towards reimbursement of expenses**		5,396	5,662
Biotech Facility Lease Security Deposit - (6 months rentals)		10,894	10,894
Biotech Equipment's Lease (3 months advance rentals)		4,357	4,357
*excluding taxes			
** Including GST & net of TDS			

(ii) Loans and advances from/to related parties:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
a). Loans from Sun Pharmaceutical Industries Limited		
Beginning of the year	-	-
Loans advanced/ received	-	-
Loans repayment received/ made	-	-
Interest charged (net of TDS)	-	-
Interest paid (net of TDS)	-	-
End of the year	-	-
b). Trade Receivables from Sun Pharmaceutical Industries Limited		
Beginning of the year	(32,494)	(33,235)
Adjusted with sales/services	(577,755)	(524,267)
Receipts against bills	535,707	525,008
End of the year	(74,543)	(32,494)

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

(D) Key management personnel compensation:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Short- term employee benefits	8,445	7,880

Notes:

The managerial personnel are covered by the Company's gratuity policy and Mediclaim insurance policy taken and are eligible for leave encashment along with other employees of the Company. The proportionate premium paid towards these policies and provision made for leave encashment/ gratuity pertaining to the managerial personnel has not been included in the aforementioned disclosures as these are not determined on an individual basis.

Note 30:
a) Update on the events and circumstances relating to on-going differences with Late Dr. Jayaram Chigurupati, the erstwhile Promoter and Managing Director of the Company.

Post acquisition of stake in the Company by Ranbaxy Laboratories Limited and Daiichi Sankyo Company Limited (taken over by Sun Pharmaceutical Industries Limited effective from 24 March 2015 pursuant to a merger scheme herein after referred to as the "current promoters") there were disagreements on various accounts between Late Dr. Jayaram Chigurupati and Ranbaxy Laboratories Limited/Daiichi Sankyo Company Limited resulting in various legal cases being filed by both the parties before various forums. The Management was denied access to the factory and other premises of the Company due to which a legal case was filed before the Company Law Board (CLB), Chennai, for taking over the physical possession of the factory premises from Late Dr. Jayaram Chigurupati, the erstwhile Promoter and Managing Director of the Company. Owing to the protracted legal case, the physical possession of the factory premises could be taken over on November 13, 2011 in the presence of CLB appointed Advocate Commissioner, in pursuance to an Order passed by the CLB. Subsequent to the gaining of the possession of the factory premises, further assessment by the Management revealed that, among others, certain books and records, supplementary documents and statutory registers till the period 12 November 2011 were missing and which are still not in the possession of the Company. The Honourable Company Law Board vide order dated 8 October 2012 further directed the erstwhile Promoter and Managing Director of the Company to return all the documents and provide written details of all missing documents/ assets/ statutory records / equipment of the Company. The Honourable High Court of Andhra Pradesh has also passed a similar order. The Company has not yet received any of these documents/ information. The Management, therefore, based on the available limited records, statutory returns filed, supplementary documents, invoices, external corroborative evidence and after considering the various non compliances under the Companies Act, 1956, listing agreement and Foreign Exchange Management Act, etc. post 12 November 2011, reconstructed financial statements for the years ended 31 March 2011 and 2012. Management is also in the process of regularizing and compounding such non compliances with the various authorities concerned. Since matters relating to several financial and non-financial irregularities are sub-judice and various legal proceedings are on-going, any further adjustments / disclosures to the financial statements, if required, would be made in the financial statements of the Company as and when the outcome of the above uncertainties is known and the consequential adjustments / disclosures are identifiable/ determinable.

Accordingly, based on the steps taken by the Company and evidence available so far, any financial impact on the results of the Company is likely to be significantly low.

b) Investment in subsidiaries:

Upon obtaining control of the Company, the Management observed that no books of account and records were available regarding its overseas subsidiaries. The management has not received any response from the erstwhile Managing Director on the queries raised regarding details pertaining to these subsidiaries and seeking documents / certificates related to Forex transactions with these subsidiaries including certain loans and investment made in the same. Provision has not been made for potential and financial consequences arising out of such on-going evaluations, the outcome of which will depend on the nature and extent of non compliances which is currently not determinable. Meanwhile, the Company received the winding up order for its defunct subsidiary in Nigeria in FY: 2019-20 and the Company is in the process of filing related reports with RBI. The Company's overseas subsidiaries namely Zenotech Farmaceutica Do Brasil Ltda (Zenotech-Brazil) and Zenotech Inc (Zenotech-USA) were defunct and reported as cancelled/revoked respectively based on the Registration Cancellation certificate dated 8th June, 2022 and Long Form Standing certificate dated 15th June, 2022 respectively, received from concerned authorities.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 31: Contingent assets and liabilities

(i). Contingent liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
(a) Claims against the Company not acknowledged as debt		
Employee claims towards Gratuity*	1,860	1,860
Total (a)	1,860	1,860
(b) Guarantees		
Bank Guarantees issued on behalf of third parties	-	-
Total (b)	-	-
(c) Other matters for which the Company is contingently liable		
Income Tax (Refer Note (f) below)	25,769	25,769
Customs & Central Excise**	104,640	104,640
Total (c)	130,409	130,409

*During the FY 2012-13, the Company received legal notices from the Assistant Commissioner of Labour, Vikarabad circle, Hyderabad pursuant to applications filed by 19 ex-employees of the Company for non-payment of gratuity amounting to approximately ₹ 1860. The Company had responded to the said notice and the matter is still pending for hearing.

**During the year 2015-16, the Joint Director General of Foreign Trade (JDGFT) issued orders on 5 EPCG licenses imposing penalties amounting to ₹ 96,000 for non-fulfilment of export obligations. The Company filed appeal before DGFT, New Delhi and DGFT passed an interim stay order on 04.03.2016 directing RA-Hyderabad not to take any punitive action against the Company. However, final disposal of the matter is pending with DGFT. Balance ₹ 8640 pertain to redemption fines and penalties imposed by the Principal Commissioner of Customs in the adjudication order OR.No.48/2016-Adjn.Cus.(Comr) dated 27.03.2017. The Company's appeal before CESTAT challenging the order is pending for hearing as on the date of balance sheet. (Refer Note No. 14(b) – "Provision for Indirect Taxation").

Legal cases filed by/against the Company

- During the year ended 31 March 2011, Technology Development Board (TDB) had filed a claim petition under Arbitration and Conciliation Act, 1996 for recovery of dues payable by the Company as per loan agreement. The Arbitrator has issued an order with direction to the Company and erstwhile Co-Managing Director to pay individually or jointly the outstanding dues to TDB. During the earlier years, 600,000 equity shares of the Company held by erstwhile Co-Managing Director was transferred to TDB which were pledged as security. During the year ended March 31, 2018, Company has repaid all the amount due to TDB (excluding Interest) based on the settlement agreement by the DRC (Dispute Resolution Committee). The Interest liability will depend upon the liability payable less the shares sold in the open market by TDB (Pledged shares)
- The Company has filed certain legal cases before the appropriate forum against the erstwhile promoter and managing director with regard to loss of vehicles, missing records including intellectual property, unauthorised use of the name & Logo of the Company and certain missing DNA clones.
- Subsequent to Daiichi Sankyo Company Limited (DS) acquiring 63.92% stake in Ranbaxy Laboratories Limited (now Sun Pharmaceutical Industries Limited) in October 2008, DS announced an open offer to acquire 20% share of the Company at Rs. 113.62 per share. Aggrieved by the pricing of the share, erstwhile promoter and one or two other shareholders filed a petition in the Hon'ble High Court of Madras. The Company has been named as Respondent in the said case. An interim injunction in connection with the offer was given by the Hon'ble High Court of Madras and subsequently it was quashed by the Hon'ble Supreme Court based on a petition filed by DS against the said injunction. Meanwhile some of the shareholders (excluding Ranbaxy) including erstwhile promoter of the Company filed a petition with Securities Appellate Tribunal (SAT) with respect to the pricing of the share of the Company against the order of the SEBI turning down erstwhile promoters' complaint. SAT directed DS to price the open offer at Rs 160 per share. DS has filed an appeal against the SAT order in the Supreme Court. The Supreme Court vide its order dated July 8, 2010 has ruled in favour of DS and allowed the open offer to be made at the price of Rs 113.62 per share.

In June 2012, erstwhile promoter has filed a writ petition before Honourable Andhra Pradesh High Court against Foreign Investment Promotion Board and DS challenging acquisition of 20% shares of the Company by DS through an open offer.

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

- d). In addition, the Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions. The Company has accrued appropriate provision wherever required.
- e). Other than those disclosed, the Company has not received any significant claims post 31 March 2011.
- f). During the A.Y 2020-21 service tax dispute was settled under sabka vishwas scheme which was claimed as an expense u/s 43B. However the settled amount has been disallowed u/s 143(1)(a) and demand intimation was issued for Rs 2,04,79,333. The company has filed an appeal with commissioner challenging the disallowance made

Under Section 143(3), a disallowance of ₹1,71,19,665 was made, resulting in tax sought to be avoided of ₹52,89,976. The company lost its appeal in CIT(A), and a penalty of 100% under Section 271(1)(c) was imposed by the National Faceless Assessment Centre. The company has filed an appeal against the penalty order, which is currently pending before CIT(A).

(ii) **Contingent assets:** Nil

Note 32: Assets pledged as security

The carrying amount of assets pledged as security in case of loan taken from Technology Development Board (TDB)

	As at 31 March, 2025	As at 31 March, 2024
Non-current		
Property, plant & equipment (First charge)	608,673	655,813
Total non-current assets pledged as security	608,673	655,813
Total assets pledged as security	608,673	655,813

Note 33: Unhedged foreign currency exposure

- a) There are no outstanding forward exchange contracts as at the year end.
- b) Foreign currency exposures as at 31 March 2025 and as at 31 March 2024 that have not been hedged by derivative instruments or otherwise:

Particulars	As at 31 March 2025		As at 31 March 2024	
	(IN USD)	Rs.	(IN USD)	Rs.
Loans and advances to subsidiaries *	584,223	26,086	584,223	26,086
Trade payables	22,287	1,905	91,786	7,656
Other payables	-	-	-	-

* Provided fully and hence not restated

Note 34: Capital Commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated value of contracts remaining to be executed on capital account and not provided for		
Tangible Assets	29,698	18,296
Intangible Assets	-	-
Total	29,698	18,296

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Note 35: Financial Ratios

Ratio	Numerator	Denominator	As at 31 March 2025	As at 31 March 2024	% variance	Remarks
Current Ratio (times)	Current Assets	Current Liabilities	2.86	1.93	48%	Due to increase in cash and cash equivalents and other Bank balances
Debt -equity Ratio(times)	Total Debt	Shareholder's Equity	-	-		Not applicable - Since company is debt free.
Debt Service Coverage Ratio(times)	Earnings available for debt service	Debt service	-	-		Not applicable - Since company is debt free.
Return On Equity(%)	Net profit after taxes	Average Shareholder's Equity	0.02	0.03	-32%	Due to Deferred Tax asset recognised which resulted in increase of net profit after tax
Inventory Turnover Ratio (times)	Revenue from operations	Average Inventory	23.19	21.88	6%	Due to increase in current year inventory values
Trade Receivables Turnover Ratio(times)	Revenue from operations	Average trade receivables	1.61	0.98	64%	NA
Trade payable Turnover Ratio(times)	Net credit purchase	Average trade payables	0.29	0.21	37%	Due to procurement of capital items for new project
Net Capital Turnover Ratio	Revenue from operation	Working Capital	1.67	2.91	-43%	Due to decrease in other current financial liabilities
Net Profit Ratio(%)	Net profit after taxes	Revenue from operations	14.40%	22.57%	-36%	Due to decrease in turnover
Return On Capital Employed	Profit before tax and finance costs	Capital employed	0.11	0.12	-10%	Due to decrease in turnover

Note 36: Other Statutory Information

- a). No proceeding have been initiated or pending against the Company under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder.
- b). The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- c). The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs, either severally or jointly with any other person.
- d). The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e). The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- f). The Company has not been declared wilful defaulter by any bank or financial institution or government or any other government authorities.
- g). The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i) 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
 - ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- h). The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding

Notes to the Standalone Financial Statements for the Year ended March 31, 2025 (Contd)

(All amounts in thousands of Indian Rupees except share data and where otherwise stated)

Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- i) 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
- ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- i). The Company does not have any transactions with struck off companies.
- j). The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- k). The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies. (Restriction on number of Layers) Rules, 2017
- l). No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- m). The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- n). The Company has not declared or paid dividend during the year 2024-25.
- o). The Company does not hold any investment property and hence the disclosure on fair valuation of investment property is not applicable to the Company.

Note 37:

The Company has used accounting software during the year which has the audit trail feature of recording audit trail (edit log) facility being enabled throughout the year. Post publication of ICAI implementation guide in February 2024, direct database level changes were also included in audit trial scope, but the company uses such a software that it has no database but only objects and collections, hence, no changes is possible at that level.

Note 38:

Previous year's figures have been regrouped, wherever necessary, to conform to current year's grouping.

Note 39:

The financial statements were approved by the board of directors on April 25, 2025.

As per our Report of even date attached

for PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration Number: 003990S/S200018

Viswanath VNSS Kuchi

Partner

Membership No.: 210789

UDIN: 25210789BMOUUR1057

Azadar Husain Khan

Chairman

DIN:01219312

for and on behalf of the Board of Directors of

Zenotech Laboratories Limited

CIN: L27100TG1989PLC010122

Jagruti Prashant Sheth

Director

DIN:07129549

Dr.Sachin Laxmanappa Gavandare

Chief Executive Officer

Poly K.V.

Chief Financial Officer

Abdul Gafoor Mohammad

Company Secretary

Place: Hyderabad

Date: April 25, 2025

Place: Hyderabad

Date: April 25, 2025

Place: Delhi

Date: April 25, 2025

Place: Mumbai

Date: April 25, 2025



zenotech

LABORATORIES LTD.

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