

Ref: EPL/CS/SE/0062/2025

Date: August 02, 2025

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	<b>BSE Limited</b> P J Towers, Dalal Street, Mumbai- 400 001
<b>Script Symbol: EMCURE</b>	<b>Scrip Code/Symbol: 544210/ EMCURE</b>

Dear Sir/Madam,

**Subject: Annual Report for the Financial Year 2024-25 and the Notice of the 44<sup>th</sup> Annual General Meeting of Emcure Pharmaceuticals Limited ('the Company')**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report for the Financial Year 2024-25, including the Notice of the 44<sup>th</sup> Annual General Meeting ("AGM"), scheduled to be held on Thursday, August 28, 2025, at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

All the Members holding shares as on the cut-off date i.e. Thursday, August 21, 2025, will be able to attend the AGM through VC/OAVM platform, provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

The Notice of the 44<sup>th</sup> AGM and Annual Report for the Financial Year 2024-25 is enclosed herewith and is also made available on the Company's website at <https://www.emcure.com/wp-content/uploads/2025/07/Annual-Report-FY-2024-25.pdf> & on the website of MUFG Intime India Private Limited at <https://in.mpms.mufg.com/>.

The information about remote e-voting is as follows:

Timeline	
Remote e-voting Begins	Monday, August 25, 2025, at 09:00 a.m. (IST)
Remote e-voting Ends	Wednesday, August 27, 2025, at 05:00 p.m. (IST)

You are requested to take the above information on your records.

Thanking you,

For **Emcure Pharmaceuticals Limited****Chetan Sharma****Company Secretary & Compliance Officer****Membership Number: F8352****Emcure Pharmaceuticals Limited**

Registered Office: Plot No. P-1 &amp; P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

Phone Nos.: +91 20 – 35070033/ 35070000 Fax No.: +91 20 3507 0060

E-mail: corporate@emcure.com Website: www.emcure.com CIN: L24231PN1981PLC024251

# Powering **Innovation** with **Chemistry** and **Biologics**

---

Leveraging our strengths to solve complex  
healthcare problems



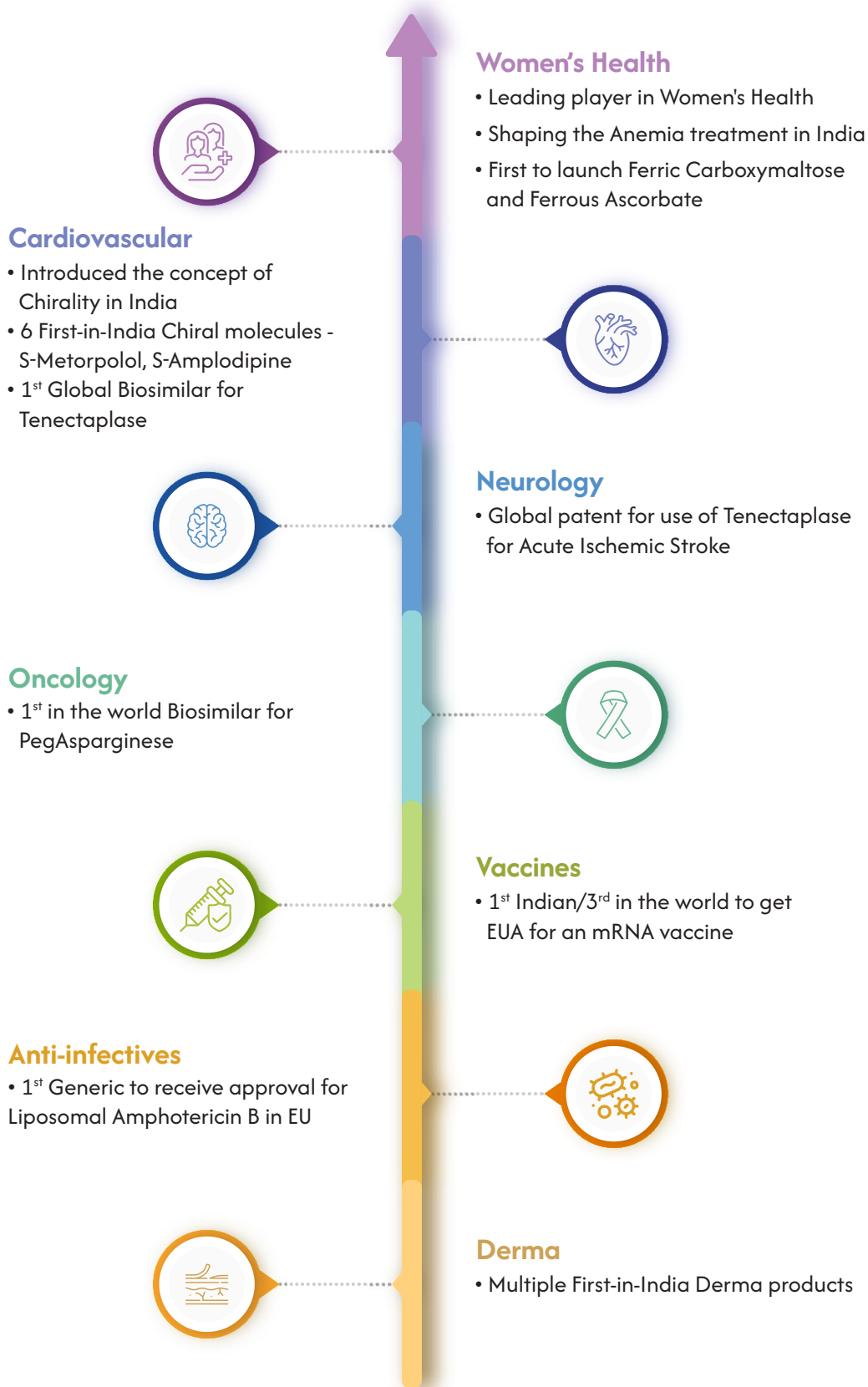
Emcure Pharmaceuticals Limited

**Annual Report**  
**2024-25**

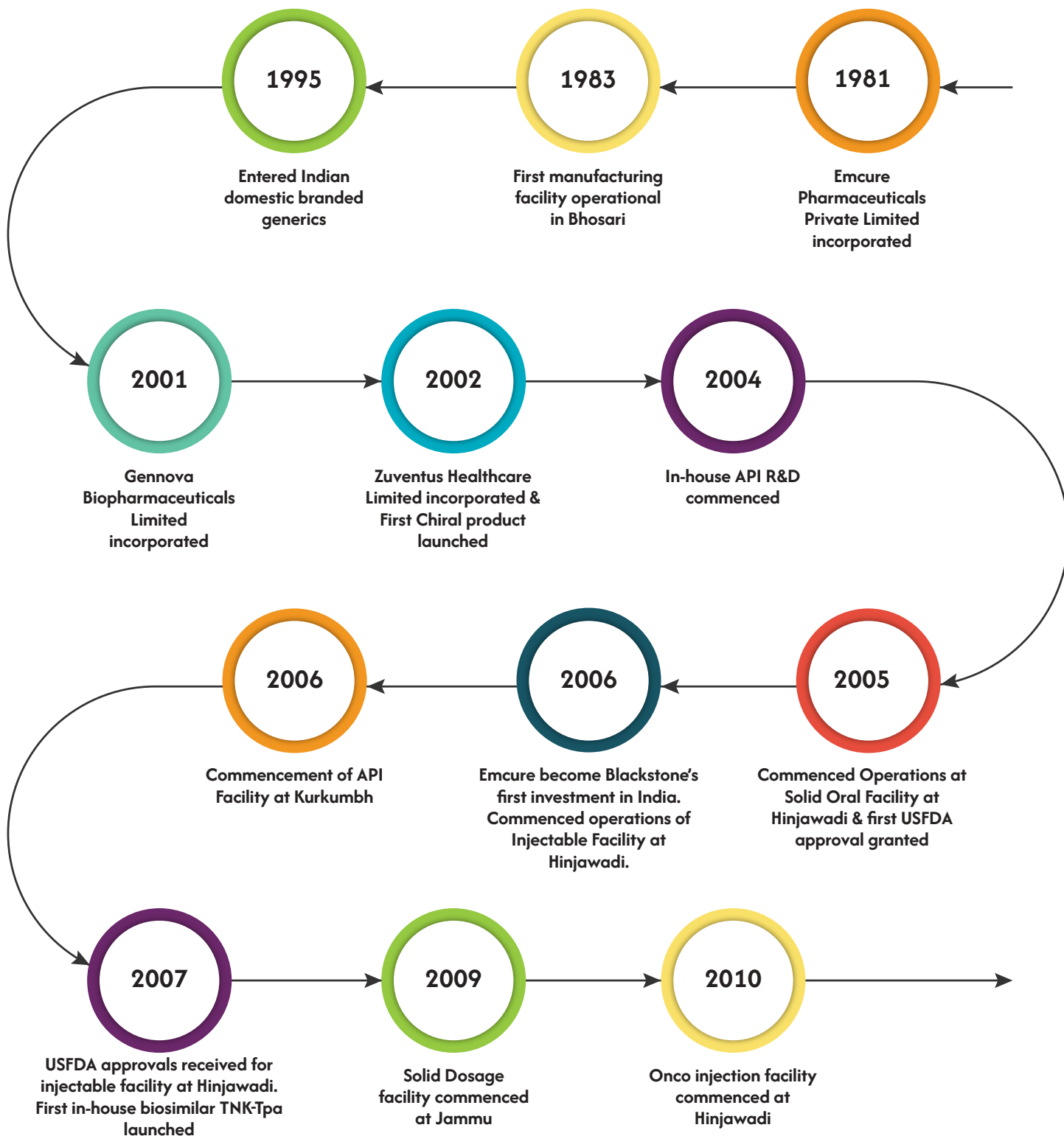
---

## Who we are

### Addressing Unmet Needs

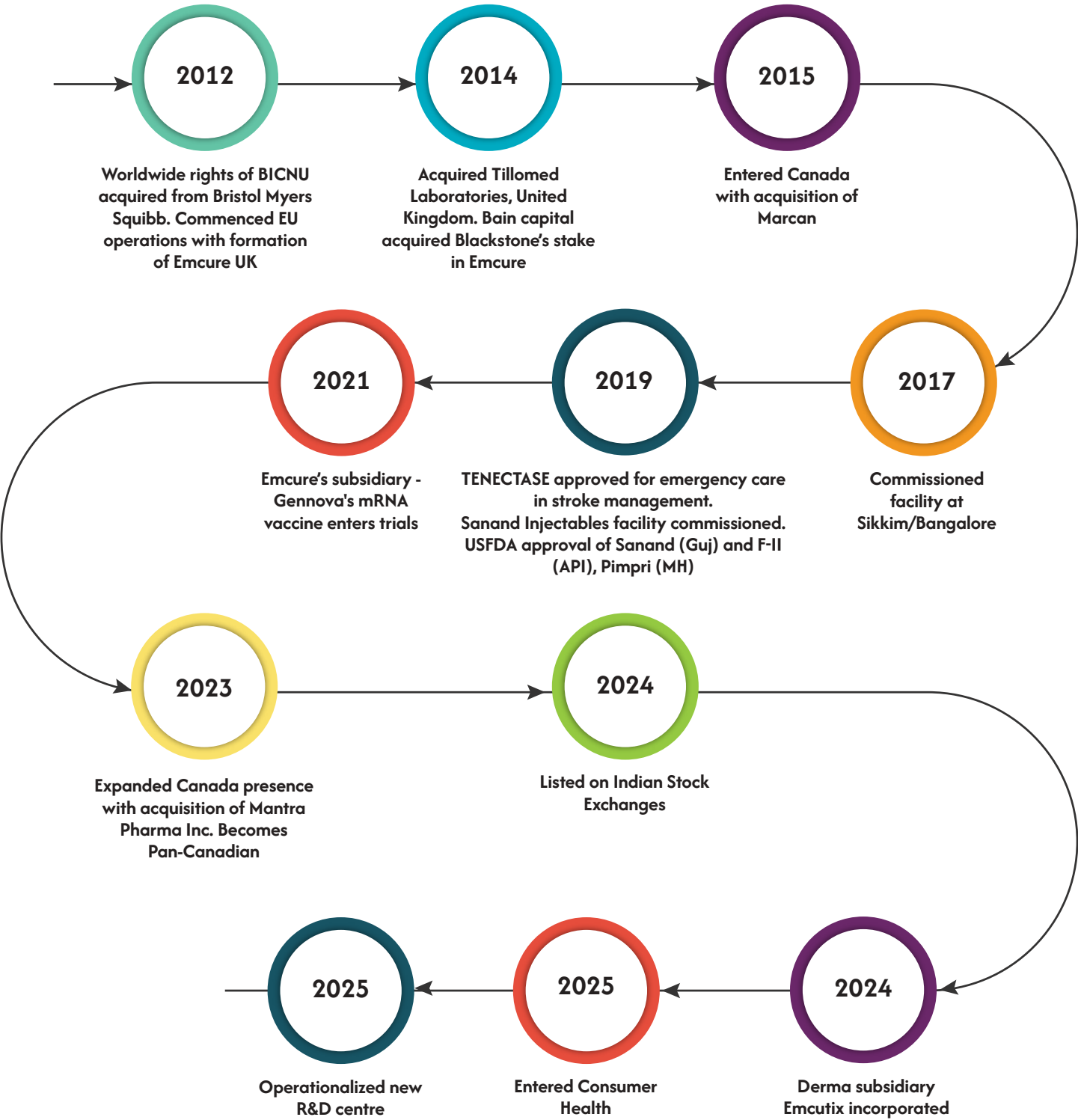


## Emcure's Journey





Emcure’s Journey



## Highlights of the Year



1

Emcure was listed on the Indian Stock Exchanges, NSE and BSE on July 10, 2024

2

Strategic Offsite Meet to shape strategic direction across businesses and functions

3

Strengthening of Derma portfolio with the launch of Emcutix Biopharmaceuticals Limited

4

Inauguration of world-class Emcure Research Centre in Gujarat

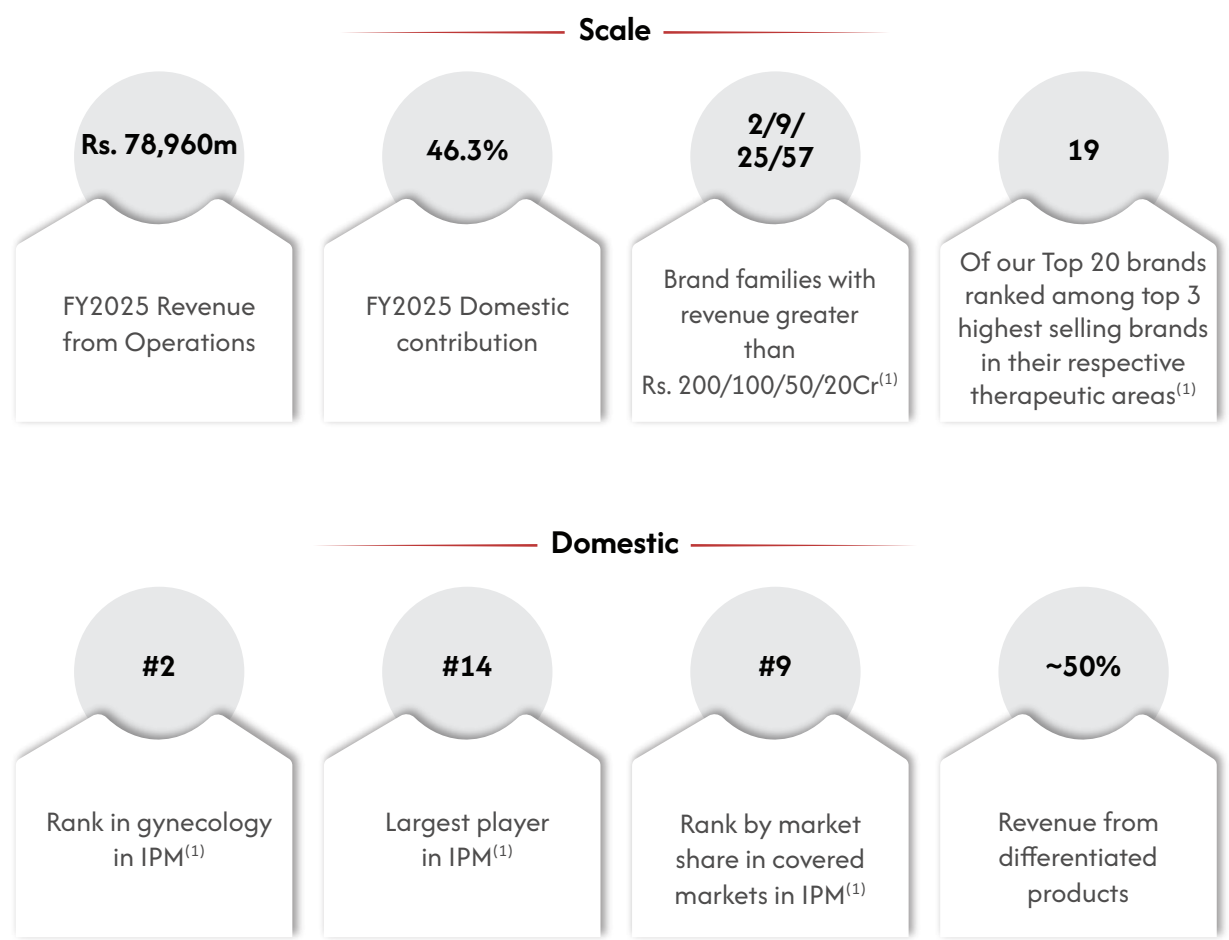
5

U. D. Balaji, EVP - Global HIV/AIDS Initiative, was honoured with the prestigious Lifetime Achievement Award for his outstanding contributions to global HIV control

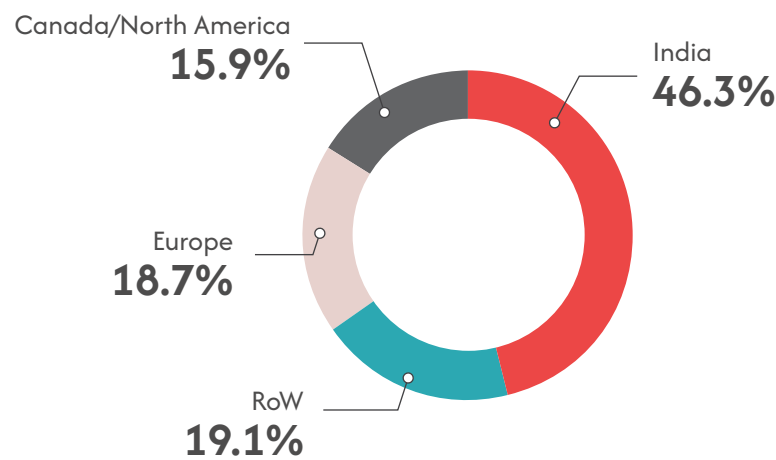
6

Emcure Expands OTC Portfolio with Arth Supplements, Welcomes Vidya Balan as the Brand Ambassador

# Emcure At A Glance



## Revenue by Geography



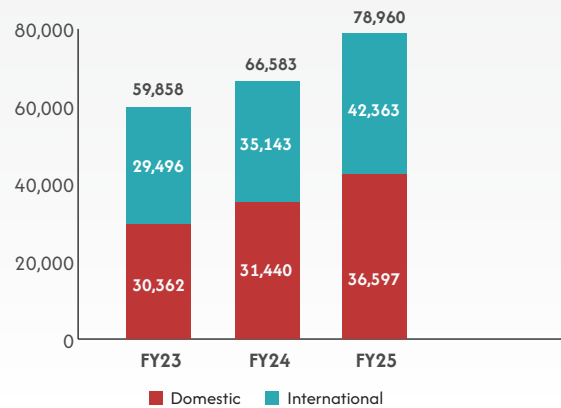
Note:  
1. Source: IQVIA March 2025

# Financial Highlights

## REVENUE FROM OPERATIONS

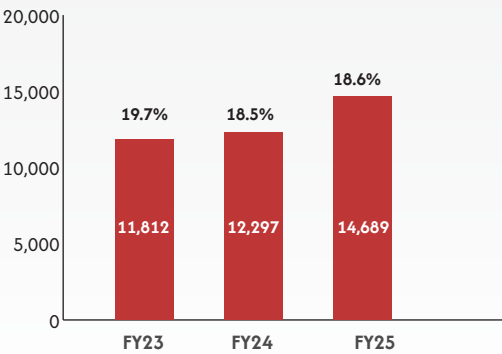
(Rs. in Mn.)

+14.9%  
FY23-25 CAGR



## EBITDA AND EBITDA MARGIN<sup>(1)</sup>

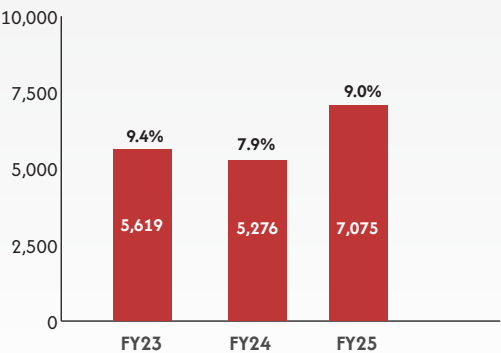
(Rs. in Mn.)



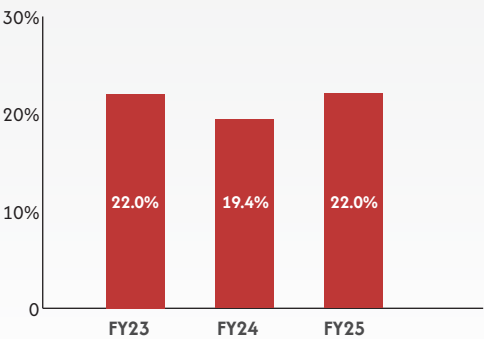
## PAT AND PAT MARGIN

(Rs. in Mn.)

+12.2%  
FY23-25 CAGR



## RoCE<sup>(2)</sup>



**Note:**

- 1. "EBITDA" is defined as earnings before interest, taxes, depreciation and amortization, excluding other income and Net (gain) / loss on foreign currency transactions
- 2. "RoCE" refers to Return on Capital Employed, and is calculated by dividing EBIT for a given year by Capital Employed (i.e., total equity plus Net Debt) as of the end of that year



## Our Values



### E – Entrepreneurial Mindset

At Emcure, we think and act like owners. We take initiative, anticipate challenges, and solve problems proactively. Every individual is empowered to make a difference, and we believe in driving meaningful outcomes with agility and resourcefulness. In a fast-evolving healthcare landscape, speed of execution is as important as strategic clarity. We are action-oriented, not afraid to take calculated risks, and embrace accountability in everything we do. Every rupee we spend must yield measurable value, and every opportunity, no matter how small, is a chance to innovate, improve or lead. This entrepreneurial spirit fuels our growth and keeps us ahead of the curve.

### Q – Quality

Quality is the cornerstone of our commitment. At Emcure, quality means delivering consistent excellence in everything we do, from R&D and manufacturing to support and delivery. We follow robust processes, uphold global standards, and operate with a culture of precision and vigilance. Our dedication to quality safeguards our reputation, builds long-term trust, and ensures that every product meets the highest standards of safety, efficacy, and reliability.

### I – Innovation

Innovation is at the heart of Emcure's journey. We challenge the status quo and believe in pushing the boundaries of science and technology to create breakthrough solutions. Whether it's developing first-to-market therapies, entering new therapeutic spaces, or reimagining delivery formats, our culture is built on curiosity, experimentation, and bold thinking. We celebrate ideas and invest in R&D that translates into tangible impact for patients, doctors and healthcare systems.

### T – Teamwork

We achieve more when we work as one. Teamwork at Emcure is about deep collaboration across roles, divisions and geographies. We foster a culture of trust, inclusion, and shared accountability. Whether in chemistry or biologics, supply chain or commercial functions, we believe that integrated efforts create superior results. Our greatest breakthroughs happen when silos dissolve and people come together with a collective resolve to succeed.

### I – Integrity

Integrity is the bedrock of our values. It means doing the right thing even when no one is watching. We hold ourselves to the highest standards of honesty, fairness, and transparency. Whether it's product quality, data integrity, financial reporting, or how we treat people, there is zero tolerance for compromise. A single misstep can damage decades of trust we have earned from patients, regulators, and stakeholders. That is why we nurture a culture of ethical responsibility where everyone is accountable, and truth is never negotiable.

## *Highly Qualified, Experienced and Entrepreneurial Board and Management Team*

### Executive Directors



**Mr. Satish Mehta**  
CEO & Managing Director



**Dr. Mukund Gurjar**  
Whole-time Director



**Mr. Sunil Mehta**  
Whole-time Director



**Mrs. Namita Thapar**  
Whole-time Director



**Mr. Samit Mehta**  
Whole-time Director



## *Highly Qualified, Experienced and Entrepreneurial Board and Management Team*

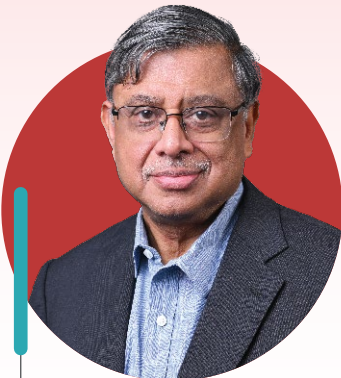
### Non-Executive Directors



**Mr. Berjis Desai**  
Chairman & Non Executive Director



**Dr. Shailesh Ayyangar**  
Independent Director



**Mr. P. S. Jayakumar**  
Independent Director



**Dr. Vidya Yeravdekar**  
Independent Director



**Mr. Vijay Gokhale**  
Independent Director

## *Highly Qualified, Experienced and Entrepreneurial Board and Management Team*

### Leadership Team



**Mr. Satish Mehta**  
CEO & Managing Director



**Mr. Sunil Mehta**  
Whole Time Director – Projects



**Mrs. Namita Thapar**  
Whole Time Director – India Business



**Mr. Sanjay Mehta**  
President – Emerging Markets



**Mr. Vikas Thapar**  
President – Corporate Development,  
Strategy & Finance



**Mr. Samit Mehta**  
Whole Time Director – Operations

## *Highly Qualified, Experienced and Entrepreneurial Board and Management Team*

### Leadership Team



**Dr. Mukund Gurjar**  
Whole-time Director &  
Chief Scientific Officer



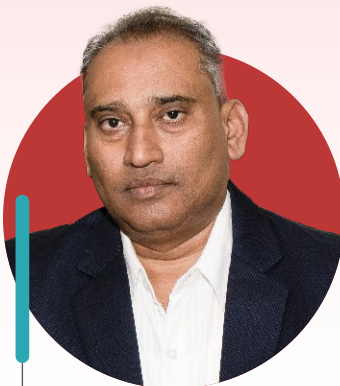
**Dr. Sanjay Singh**  
Chief Executive Officer &  
Whole-time Director  
Gennova Biopharmaceuticals Ltd.



**Mr. Prakash Kumar Guha**  
Managing Director,  
Zuventus Healthcare Ltd.



**Mr. Tajuddin Shaikh**  
Chief Financial Officer



**Dr. Deepak Gondaliya**  
President – Technical Operations

Contents

COMPANY OVERVIEW & STATUTORY REPORTS	
Chairman Speaks	1-2
CEO Speaks	3-5
Our Business	6-21
Research and Development	22-25
Manufacturing	26-31
Driving Digital Transformation	32-34
Human Resources and Talent Development	35-38
Corporate Social Responsibility	39-40
Management Discussion & Analysis	41-46
Board's Report	47-88
FINANCIAL STATEMENTS	
Standalone Financial Statements	89-174
Consolidated Financial Statements	175-270
NOTICE	271-288

## Chairman Speaks



**Berjis Desai**

Chairman & Non-Executive Director



Dear Shareholders,

FY2025 has truly been a landmark year in Emcure's extraordinary journey, one that spans over four decades of innovation, purpose, and commitment to patient care. This year, more than any other, will be remembered not just for the milestones achieved, but for the clarity of purpose and conviction with which the Company embraced transformation and growth.



## Chairman Speaks

The successful listing of Emcure on the Indian stock exchanges marks a proud inflection point in our evolution from a privately held enterprise to a publicly listed company. The overwhelming response from investors across the spectrum is a powerful endorsement of Emcure's enduring vision, differentiated business model and the trust it has earned through integrity, consistent execution and a deep-rooted commitment to patients.

At its core, Emcure's mission has always been to go beyond the cure. While healing lies at the heart of what we do, it is only the beginning. True impact is made when we extend that care into long-term empowerment, educating, supporting and enabling healthier lives. Emcure's expanding portfolio reflects this philosophy: addressing diverse and evolving patient needs across Gynecology, Cardiology, Nephrology, Oncology, CNS and other high-burden areas. We also work on various initiatives enabling healthier living including patient awareness and better care among others.

FY2025 saw the company sharpen its focus on the broader vision. It strengthened its presence in core markets, launched new initiatives in women's health and Dermatology, and forged partnerships to accelerate access to high-impact therapies. Emcure's commitment remains towards harnessing cutting-edge science, in complex generics, biologics and new drug delivery platforms.

I have had the privilege of witnessing the leadership team steer this organisation with remarkable agility and vision in an increasingly complex world. I have also seen firsthand the strength of its culture deeply rooted in EQITI: Entrepreneurship, Quality, Innovation, Teamwork, and Integrity. These values reflect who Emcure is today and who it aspires to be tomorrow. This cultural core is what has sustained the company over its 40+ year journey, and it is what will propel it forward as it scales.

Looking ahead, the opportunities are immense. India's growing healthcare needs, the global demand for affordable and high-quality medicines, and the rapid progress of medical science all offer fertile ground for Emcure to deepen its impact. FY26 marks the beginning of a new chapter. With continued focus on execution, innovation, digital transformation, and capability building, I believe Emcure is well-positioned to strengthen its leadership and help solidify India's position as the pharmacy of the world.

In closing, I would like to thank our shareholders for your continued trust and support. I also extend my sincere appreciation to the Board, the leadership team, and every Emcure employee for their tireless dedication and belief in the mission. We stand today at a defining moment, not just as a company that cures, but one that empowers and transforms lives.

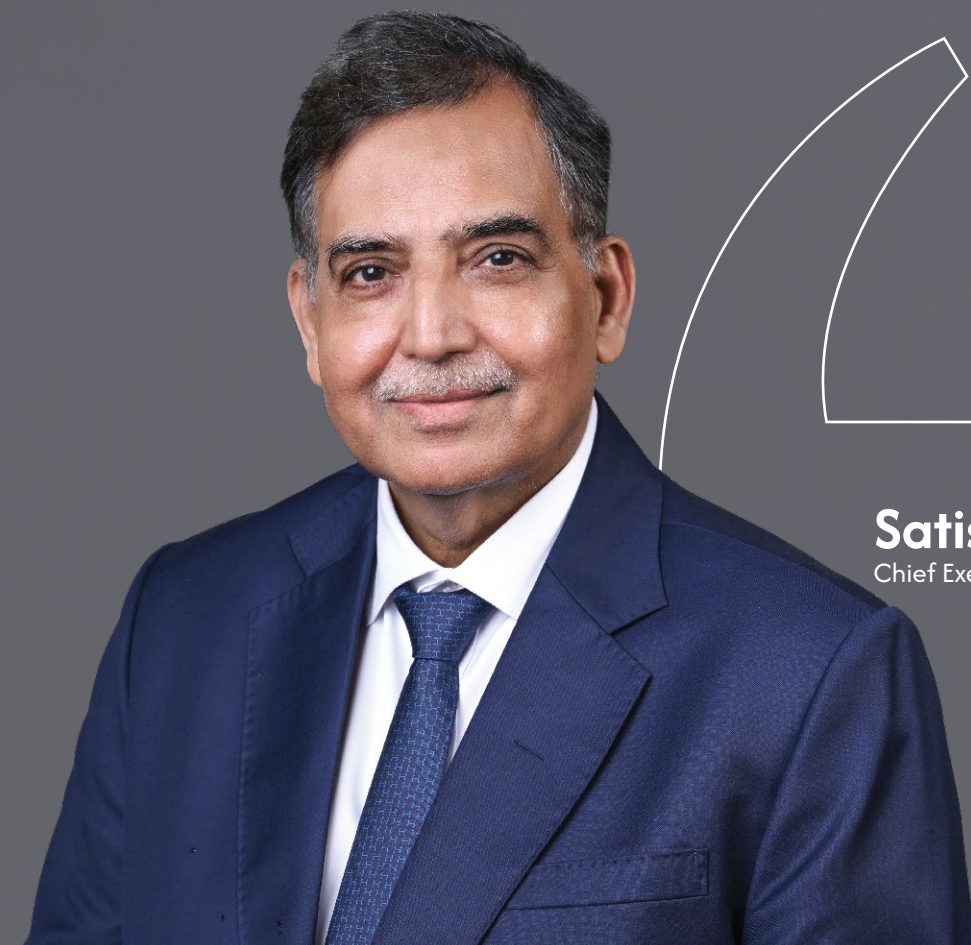
”



Emcure listed on Indian Stock Exchange on July 10, 2024



## CEO Speaks



**Satish Mehta**

Chief Executive Officer & Managing Director



Dear Shareholders,

FY2025 was a defining year for Emcure, marked by the successful launch of our IPO and listing in July. I extend my sincere gratitude to all our investors for the trust and confidence they have placed in us. This vote of confidence reinforces our commitment to delivering sustained growth, operational excellence, and long-term value. At Emcure, we have always operated with a strong commitment to serving the interests of all our shareholders, and this principle will continue to guide our actions as we move forward.

## CEO Speaks

FY2025 was a milestone year for Emcure. Our revenue from operations grew 18.6% to Rs. 78,960 million and our Profit After Tax grew a strong 34.1% to Rs. 7,075 million. The growth was led by strong performance across all our key businesses, India, Canada and Rest of the world.

We believe that we are at an inflection point in our journey. Over the past two years, we have taken several steps to bolster our business and put in place the right levers for strong growth and better margins going forward. The key pillars of our strategy going forward are strong product pipeline led by differentiated/first to market products, expanding our presence in our key focus areas through entering white spaces and operational excellence across all our functions especially marketing and manufacturing. These efforts will serve in our purpose to create Effective Medicines for Cure and lead to better healthcare for all.

### Cure and Beyond

We are deeply committed to creating a positive impact on patients and society. Through our medicines, we serve millions of patients globally each year. True to our ethos of Cure and Beyond, we are actively addressing underserved areas of health. Our initiatives like Uncondition Yourself, Stroke awareness and Making India strong are helping raise awareness, drive behaviour change, and break taboos around critical health issues in India and other developing countries.

### Science First

Our core purpose has always been leveraging the power of science to improve lives globally. Over the years, our strength has stemmed from our ability to deliver differentiated and innovative products across our key markets. We have a very robust near-term pipeline which includes differentiated products such as Liposomal Amphotericin B, Bevacizumab for wAMD (wet Age-related Macular Degeneration), r-Asparaginase, and GLP-1's. These products position us well to expand our portfolio in high-growth therapeutic areas and drive commercial momentum.

The healthcare industry is undergoing a rapid transformation, driven by unprecedented innovation and emerging technologies. At Emcure, we are actively investing in and developing next-generation platforms that will position us at the forefront of this evolving landscape. Our strategic focus areas include Antibody Drug Conjugates (ADCs), biosimilars, long-acting

injectables (LAIs), peptides and novel drug delivery systems (NDDS). Our achievement in becoming the third company globally to receive Emergency Use Authorization for an mRNA vaccine, and the first to stabilize it at 2–8°C, is a testament to our R&D capabilities and global ambition.

To guide our scientific and strategic priorities, we have formed a Scientific Advisory Committee with globally recognized experts. This will help us build a robust innovation pipeline aligned with future market needs. Our innovation-led strategy is designed to enhance patient outcomes, expand global reach, and deliver sustainable value to shareholders. We are confident that this approach will drive Emcure's next phase of growth.

### Expanding our Presence

Our science-led strategy continues to drive diversification, deepen market presence, and support long-term profitable growth. India remains our core market, contributing ~46% of revenues. A key milestone in FY2025 was the in-licensing of Sanofi's cardiovascular portfolio, which significantly enhances our presence in the high-growth cardio-metabolic segment and positions us for sustained expansion through synergies. This helped our India business deliver a robust 16.4% year on year growth with revenues of Rs. 36,597 million.

We continue to scale our core franchises, particularly in women's health. Orofer-XT delivered robust teens growth, supported by targeted awareness and market-shaping efforts. Multiple new launches have further strengthened our position in this space by addressing critical unmet needs.

We also entered the fast-growing consumer health space with the launch of Arth, our wellness brand, and strengthened our dermatology business with a focused team and differentiated offerings, including in the consumer derma segment. These initiatives lay the foundation for long-term, profitable growth across segments.

In International markets, we delivered strong growth of 20.5%, led by Canada and Rest of World (RoW). Our differentiated pipeline - particularly in injectables, biosimilars, and NDDS - will be the key driver of future global growth. We expanded our footprint in Canada with the integration of Mantra Pharma, achieving a pan-Canada presence. This market remains a

## CEO Speaks

high-growth opportunity, supported by a strong pipeline and in-licensing prospects. In RoW markets, we are gaining traction with products like Liposomal Amphotericin B and biosimilars such as Tenecteplase and Peg-Asparaginase. In EU, we became the first company to receive approval for Liposomal Amphotericin B and entered into an agreement to acquire Manx Healthcare's 100+ product portfolio, which will drive near-term growth.

### Execution is Key

As we continue to build a robust pipeline for future growth and expand in new areas, we are cognizant of the need to improve our profitability. The key focus going forward is to improve our profitability even as we make calibrated investment in new areas. A central part of this strategy is enhancing productivity both in our commercial and manufacturing operations.

In India, we have expanded our field force by over 1,200 representatives over the past two years to strengthen market coverage. The next phase is centred on improving their effectiveness through data-led decision-making, scientific engagement models, and better coordination across teams.

On the manufacturing front, we are focused on improving throughput, reducing inefficiencies, and advancing our sustainability agenda, while also building greater flexibility to support both domestic and global market demand.

Similar efficiency enhancing efforts are being taken in all our functions and business units. Together, these initiatives are designed to improve productivity and create a scalable foundation for future growth. Our aim is to deliver consistent year-on-year margin improvement in all our businesses.

We have also been focussing on our sustainability initiatives and sustainability is integral to how we operate. Our focus spans across energy efficiency, renewable energy adoption, water conservation, and strong environmental standards. These initiatives are designed not only to reduce our carbon footprint but also to ensure long-term ecological balance as we grow.

### Quality & Compliance

Emcure over the years has been synonymous with Quality. We pride ourselves on having the best quality and compliance standards. This is also reflected in our

strong collaborations with global healthcare majors both in manufacturing, sales and marketing.

During the year we had successful inspections from all major regulators including USFDA, EU-EMA, UK- MHRA, WHO. Over the past 5 years we have not had any issues with regulators at any of our plants. We recently got our biologics plant EU accreditation which will allow us to fast-track approval in key Emerging markets.

### Digital Transformation

We are operating in a time of unprecedented technological change, led by digital innovations such as GenAI. At Emcure, we are accelerating our digital transformation across all functions deploying advanced analytics, AI-powered tools, and automation to improve commercial effectiveness, enable faster and smarter decision-making, and enhance operational agility. Some of the initiatives include digital and analytics assisted field force engagement, demand planning, AI assistance to improve new product filings and improved quality systems. These efforts are already unlocking efficiencies and building future-ready capabilities across the organization.

### Human Capital

At the core of our performance is our people. We continue to invest in building a diverse, skilled, and future-ready workforce. We are focused on building a more scalable and efficient organization to support long-term, profitable growth across our key markets. Through learning and development programs, leadership training, and cultural transformation initiatives, we are empowering our people to thrive in an increasingly complex and digital world. Through our programs like SAKSHAM, EmpoweredmE and Emcoach we focus on career and talent development to make our team ready to tackle the challenges of the current fast changing world. This year, we launched a global transformation project Disha to ensure that our talent and organizational structure are fully aligned with our long-term strategic ambitions.

As we look ahead, I am filled with optimism for Emcure's future. With the continued support of our shareholders, the passion of our people, and the strength of our strategy, I am confident that we are well-positioned to lead with purpose and deliver on our promise of Cure and Beyond.





## *Our Business*



## Our Business

FY2025 was a landmark year for Emcure as we made transformative progress across our businesses amid a rapidly evolving global pharmaceutical landscape. The industry is witnessing significant shifts driven by scientific innovation, personalized medicine, and accelerated adoption of digital technologies. Against this backdrop, we undertook strategic initiatives to fortify our core, sharpen our innovation focus, and position Emcure for sustained, future-ready growth.

We strengthened cross-functional teams, entered new therapy areas and geographies, and sharpened

our focus on research and development. We also invested in modernizing our IT infrastructure and optimizing workforce productivity in line with global trends. These initiatives are enabling us to become more agile, data-driven, and innovation-led.

While we are expanding our reach in our key focus markets and entering some new key focus areas which will drive growth in future, we are simultaneously working on improving our profitability in our base business through better sourcing, improved productivity and better utilization.

## FY2025 Key Highlights:

### 1. Strategic Partnership

Entered into a distribution agreement with Sanofi to market their cardiovascular portfolio in India, enhancing our offerings and positioning us for faster growth in a critical therapeutic segment.

### 2. Women's Health Leadership

Expanded our women's health portfolio with new launches addressing underserved areas such as **PCOS** and **menopause**, reflecting our commitment to inclusive care.

### 3. Consumer Health Foray

Entered the fast-growing consumer health segment under the **Arth** brand, targeting lifestyle and wellness categories with science-backed formulations.

### 4. Expansion into Derma

Launched **Emcutix**, a dedicated dermatology subsidiary, to tap into high-growth opportunities in the skin health and aesthetics market.

### 5. Deepening Canada Presence

Strengthened our footprint in Canada through the successful integration of **Mantra Pharma** providing entry into Quebec, making it Pan-Canadian.

### 6. Innovative Licensing

In-licensed **Lenacapavir** from Gilead - a breakthrough long-acting antiretroviral - to enhance and retain our leadership in global ARV segment.

### 7. Global Differentiation

Received approval for **Liposomal Amphotericin B** in the EU and RoW markets, strengthening our differentiated global product pipeline.

### 8. R&D Realignment

Optimized R&D investments towards high-value, differentiated products, accelerating our near-term pipeline with improved capital efficiency.

### 9. Scientific Advisory Committee

Established a high-caliber Scientific Advisory Committee to guide and shape our mid-to-long term innovation strategy.



## Domestic Business



**Orofer<sup>XR</sup>**



**Tenectase**

**Pause**

**METPURE-XL**

**Orofer<sup>FCM</sup>**

**Proxym<sup>®</sup>**



## Domestic Business

In FY2025, Emcure's India business delivered a strong performance despite transitional challenges. We achieved 16.4% year-on-year growth in domestic revenues, reaching Rs. 36,597 million. This was driven by a combination of portfolio expansion, strategic partnerships, therapeutic diversification, and front-end productivity enhancements. Our consistent focus on innovation, brand leadership, and operational excellence positions us to continue delivering sustained growth in the years ahead.

FY2025 was a pivotal year for our India business. Despite challenges from portfolio transitions, such as the patent expiry of our key molecule Ferric Carboxymaltose (FCM), and the integration of the Sanofi cardiovascular portfolio, our base business delivered growth in line with the broader Indian pharmaceutical market, reflecting the strength and resilience of our core operations.

The year's highlight was our strategic partnership with **Sanofi**, under which Emcure now exclusively distributes and promotes several leading cardiovascular brands in India, including **Cardace<sup>®</sup>**, **Clexane<sup>®</sup>**, **Targocid<sup>®</sup>**, **Lasix<sup>®</sup>**, and **Lasilactone<sup>®</sup>**. Despite the operational complexity of onboarding new teams and systems, the integration was smooth. Going forward we expect growth in our cardio-metabolics portfolio to accelerate and profitability to improve as we synergize to cross-leverage teams and portfolios. Our focus will remain on expanding market coverage and driving operational excellence.

### Therapy and Brand Leadership

Emcure holds strong market positions across multiple high-impact therapies, including Women's Health, Cardiovascular, VMN (Vitamins, Minerals & Nutrients), HIV, Pain, Oncology, and CNS.

**19 of our top 20 brands were ranked among the top 3 in their respective therapeutic segments**

Several flagship brands, including



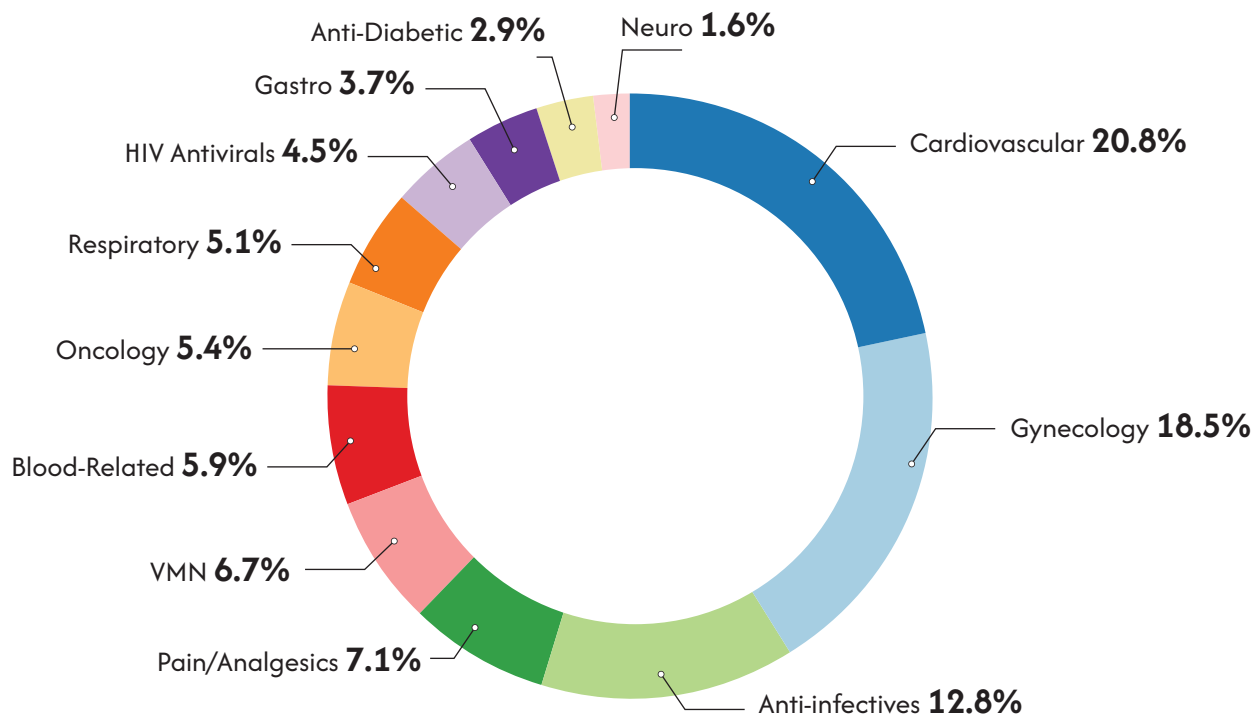
continue to lead their categories, holding the No. 1 position in key segments such as Gynecology, Anti-Infectives, VMN, CNS, and Cardiology.

Many of these brands, such as Orofer XT and Pause (gynecology), Proxym (pain), Tenectase (CNS), Vylida (diabetology), and Vitanova (VMN), reported strong double-digit growth during the year.

This leadership enables us to launch related products and expand into adjacent segments while consistently growing faster than industry in our target therapies.

## Domestic Business

### Sales Breakdown by Therapy



## Increasing our Covered Market

A core pillar of our India growth strategy has been the ability to launch differentiated, high-impact brands in specific therapeutic areas and use them as anchor products to build out comprehensive portfolios around them.

Our focused, brand-led approach has enabled us to strengthen our position across key therapeutic segments, including Gynecology, Cardiovascular, VMN (Vitamins, Minerals & Nutrients), Oncology, and CNS. By identifying unmet needs and introducing innovative solutions, we have created strong therapy-led clusters that allow for both market leadership and scalable expansion.

In FY2025, we continued to build on this strategy with several important milestones that expanded our therapeutic offerings and solidified our leadership in existing and following emerging areas:

- **Women's Health:** Deepened our presence with new launches addressing critical but underpenetrated segments such as menopause and PCOS.
- **Oncology:** Filed for approval of recombinant Asparaginase, the first recombinant version of the molecule in India, representing a significant innovation in cancer care.
- **Ophthalmology:** Preparing for entry into this new therapeutic area with a novel, ready-to-use Bevacizumab formulation for wet AMD, targeted for launch by end-FY2026.
- **Dermatology:** Launched our new subsidiary, Emscutix, focused on building a dermatology portfolio. Several differentiated offerings are expected in FY2026.
- **Metabolic Care (GLP-1):** Development of Semaglutide product targeting the 2026 patent expiry opportunity - underscoring our R&D and manufacturing strengths.

Source: IQVIA March 2025

## Domestic Business

### Focus on expanding covered market via differentiated launches



## Execution

Over the past 2 years we expanded our field force by 1,200+ with the aim to increase our coverage, provide better visibility to brands and expand our therapeutic coverage. With the addition behind us, in FY2025, we focused on strengthening field-force capabilities and enhancing front-end productivity through multiple strategic initiatives. We made significant investments in talent development through structured capability building programs, leadership training, and enhanced engagement to reduce attrition and empower our teams for sustained performance. To support effective communication, we accelerated the adoption of digital tools, including iPads, rich video content, and virtual reality (VR)-based detailing, ensuring consistent, impactful science-led messaging across touchpoints. Our growing emphasis on data-led decision-making led

to the development of advanced analytics platforms that enable smarter deployment of resources and optimized territory management.

In parallel, we expanded our geographic footprint by deepening our presence in Tier 3 and Tier 4 towns, deploying dedicated teams focused on high-salience brands to serve underserved but high-potential markets.

With a strong foundation, differentiated product pipeline, and sharpened operational focus, Emcure is well-positioned to outperform industry growth in the Indian pharmaceutical market. The tailwinds from recent in-licensing, digital productivity initiatives, and new therapy entries are expected to drive sustained domestic growth in the coming years.

## Domestic Business

### Women's Health – Expanding Leadership

#### Uncondition Yourself with Namita Thapar



A talk show, bringing together expert doctors and patients to break taboos, dispel myths, and inspire change

### Entering new markets

Women's Health remains a core pillar of our India business, where Emcure has established a leadership position through differentiated therapies, strong brand equity, and deep clinical expertise. Despite women representing nearly half of India's population, access to care for conditions like anemia, PCOS, and menopause remains limited. However, rising awareness, urbanization, and supportive policy tailwinds are driving strong market expansion, with the Indian women's health therapeutics market expected to grow at a **CAGR of over 15%** in the coming years.

Emcure is well positioned to lead this transformation. Our portfolio is anchored by **Orofer XT**, our flagship brand in anemia management, which delivered robust double-digit growth in FY2025. This performance was supported by sustained awareness efforts, including **anemia screening camps**, educational initiatives, and a strategic expansion of our prescriber base. According to

the National Family Health Survey 5, anemia remains a key issue in India with 57% of women (ages 15–49) being anemic. We see significant unmet need in this area and are committed to further deepening our reach and impact.

Our offerings span the **entire female health lifecycle**, covering anemia, menstrual disorders, infertility, pregnancy support, and post-menopausal care. In FY2025, we expanded into **underserved segments** such as **menopause and PCOS**, further strengthening our leadership. We continue to launch clinically differentiated products backed by strong patient education and medical engagement.

In line with our commitment to addressing stigma and driving social change, we have launched high-impact awareness and advocacy initiatives. Our flagship initiative, **Uncondition Yourself**, hosted by

## Domestic Business

Namita Thapar, engages experts and patients to drive conversation and education around various health issues. EmSakhi, our collaboration with RSSDI, focuses on diabetes in women an area with rising burden and low awareness.

With a growing pipeline, strong execution, and deep therapeutic focus, Emcure is uniquely placed to scale its leadership in women's health an underpenetrated and fast-growing segment in Indian healthcare.

### Brand Offerings and Medications Across the Life Cycle of a Woman

Brand name	Indication / Use
<b>Orofer<sup>XR</sup></b> <b>Ferium<sup>XT</sup></b> <b>Feronia-XT<sup>®</sup></b>	Iron Deficiency / Anemia Management
<b>METPURE-X2</b> <b>Numlo</b> <b>Asomex</b> <b>Temsan</b> <b>Eslo</b>	Hypertension Management
<b>Pause</b> <b>Sylate</b>	Menstrual Disorder Management
<b>Galact</b>	Breastfeeding
<b>Materna HCG</b> <b>Materna HMG</b> <b>Empregest</b> <b>Exhep</b>	Infertility Management
<b>Dydrofem</b> <b>EmDydro</b>	Pregnancy Support
<b>Celol</b> <b>Denmab</b> <b>Osteri</b> <b>Coralium</b>	Post Menopausal Osteoporosis
<b>UnMet</b>	PCOS
<b>iCare</b>	Pre / post menopause
<b>Galact</b>	Post-pregnancy supplements



## Domestic Business

### OTC – Foray into Consumer Health and Wellness

FY2025 marked our entry into the **consumer health and wellness** segment, an area witnessing exponential growth both in India and globally. Rising consumer awareness around **preventive care, holistic well-being, and lifestyle enhancement** is redefining how healthcare is consumed. As a science-driven pharmaceutical company with deep therapeutic expertise, we see this space as a natural extension of our core prescription strengths.

Our journey began with the launch of **Galact**, a lactation supplement designed to support breast milk production in new mothers. The product received encouraging traction, affirming belief that there is unmet need for science driven supplements. Building on this success, we expanded our OTC presence with the launch of the **Arth** range of supplements targeted at evolving health concerns such as **sleep quality, cognitive health, intimate care, and daily nutritional support**.

Our consumer health portfolio is designed to serve a **broader and more inclusive demographic** across age, gender, and life stages. These offerings aim to empower individuals with accessible, science-backed solutions that help them proactively manage their health, beyond the scope of traditional treatment.

FY2025 was a year of learning and foundation-building. We recognize that the consumer health category operates with distinct market dynamics demanding agility in branding, digital engagement, and consumer insights. We are approaching this opportunity with a long-term lens, investing in product innovation, differentiated delivery formats, and ecosystem partnerships to build credibility and scale.

As we look ahead, we believe Emcure's foray into wellness is not only a **growth opportunity**, but also a step toward **redefining health** from cure to care, and from treatment to **everyday empowerment**.

**arth™**  
By **Emcure®**

## SCIENCE-BACKED TARGETED SOLUTIONS





## Domestic Business

### Derma

India's dermatology market is undergoing a phase of accelerated growth, driven by rising consumer awareness, lifestyle-related conditions, and increasing demand for advanced skincare and treatment solutions. Both the prescription dermatology segment and consumer dermatology segments are seeing double digit growth and the pace is expected to accelerate.

In FY2025, Emcure entered this high-growth sector with the launch of Emcutix Biopharmaceuticals, a wholly owned subsidiary that consolidates our dermatology operations under a dedicated, innovation-driven platform. Emcutix is led by a seasoned team with multi-decade experience in dermatology, combining medical expertise, deep market insight, and a proven track record of execution. The business follows a dual strategy: scaling existing brands while expanding into high-growth, underpenetrated categories with

differentiated, clinically relevant products. The roadmap for Emcutix has been shaped through a deliberate and data-driven approach, prioritizing segments with strong growth momentum and clear unmet needs. Emphasis has been placed on skin barrier health, pigmentation, sun protection, acne, aging – areas that continue to see rising consumer and prescriber interest. The focus is on delivering upgraded formulations, first-to-market solutions and superior consumer experience via both in-house R&D and global collaborations.

We recently upgraded our legacy brand **AquaOat** and also expanded the range of Emollients and Protectives through an enhanced formulation of a Canadian partnered **urea-based moisturizers**. We have also entered into the fast growing anti-acne segment with the launch of innovative range of products under the brand **Flawlizo**.



## Domestic Business

Market Segment	Existing Brands	New Launches in Pipeline
Emollients & Protectives	<i>AquaOat</i> Line extensions in pipeline	 <b>ANTIPOL</b> Urea based moisturizers for Geriatric patients      Skin care and hair care products combating pollution
Anti-fungal	<b>Ceastra</b> <b>Emluz</b>	
Demelanizing Agents Sunscreens	<b>SOLGLO</b>	<b>SOLGLO</b> Sunscreens in the pipeline
Anti-Acne		 Anti-acne products (prescription and cosmetic)
Anti-Wrinkle (Aesthetics)		<b>PRX-PLUS</b> Skin tightening and rejuvenating products in the aesthetic category
Corticosteroids Plain	<b>Emcor</b>	
Immuno-modulators	<b>Iminoral</b> <b>Emtofa</b>	

Atopic Dermatitis  
/ Psoriasis

These offerings include several first-in-India SKUs, and advanced formulations through which we aim to establish a strong foothold in the segment. The other area of expansion is in the skin rejuvenation segment where we have introduced innovative, non-invasive skin tightening and rejuvenation products under the PRX Plus brand through an in-licensing partnership with WIQO - an Italian company.

With a growing market opportunity across both **prescription and consumer dermatology**, and with a strong leadership team and focused pipeline, Emcutix is well-positioned to be a significant growth driver for Emcure in the years ahead.

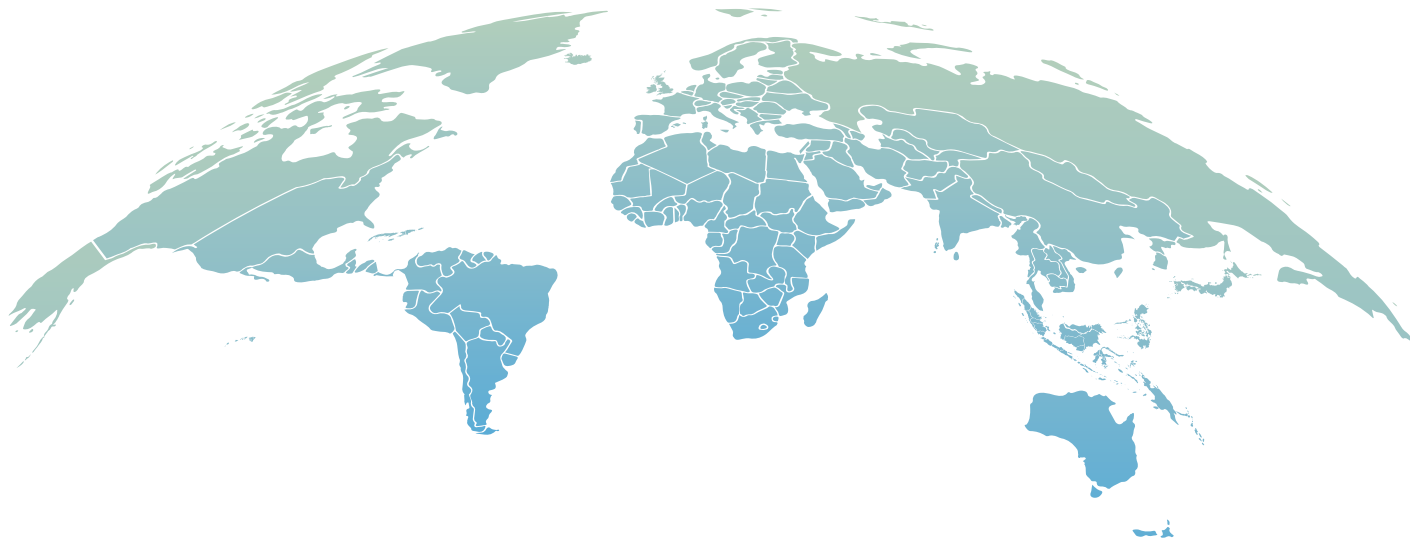




## *International*



## International



Our international business continues to play a pivotal role in providing geographic and revenue diversification, and creating the scale that makes investment in complex product development and advanced manufacturing economically viable. This synergy is instrumental in strengthening our innovation pipeline and accelerating access to high-quality, differentiated products for both the Indian and International markets.

International markets grew 20.5% in FY2025, underpinned by strong performances across Canada and Emerging Markets. The International business contributes 53.7% of our total revenue. Our differentiated portfolio spanning complex generics, biosimilars and injectables remains central to our growth strategy.

One key differentiator for us is that we are insulated from the volatility of the U.S. generics market, following our strategic demerger of the U.S. business in 2021. This focus has allowed us to prioritize more stable and predictable markets where our science-led portfolio can deliver long-term value.

### Canada

Canada remains a strategic growth market for Emcure. The Canadian generic pharmaceuticals market is currently valued at over CAD 10.8 billion and is growing at ~9%.

In FY2025, Emcure continued to outperform the market and peers in Canada/North America, with revenues growing **35.7% year-on-year** to reach **Rs. 12,520 million**.

A key milestone during the year was the successful integration of Mantra Pharma, which expanded our commercial footprint into Quebec, enabling a pan-Canada front-end presence. This acquisition has strengthened our access to market and enhanced customer proximity, further solidifying our competitive position.

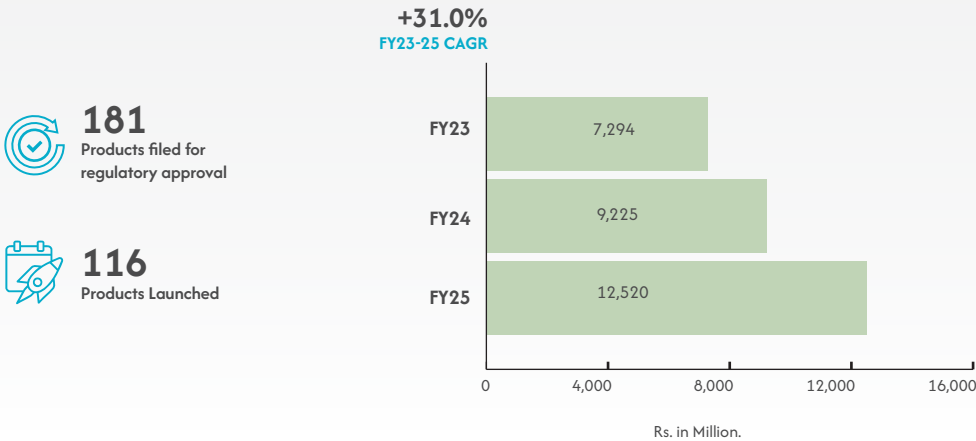
Our base business continues to grow in double digits, led by our focused execution, expanding product portfolio, and market share gains.

Our pipeline in Canada remains robust, led by injectables, complex generics, and OTC products. We have c.110 products launched in Canada with another 50+ awaiting approval/launches. In addition to driving growth through new product launches, we are also focused on gaining market share in our existing portfolio by leveraging the combined strength of our product basket and salesforce network.

With a clear strategy, growing market share, and a strong product pipeline, Canada is expected to remain a key growth engine for Emcure's international business in the years ahead.

International

Canada/North America



**181**  
Products filed for regulatory approval

**116**  
Products Launched

Europe

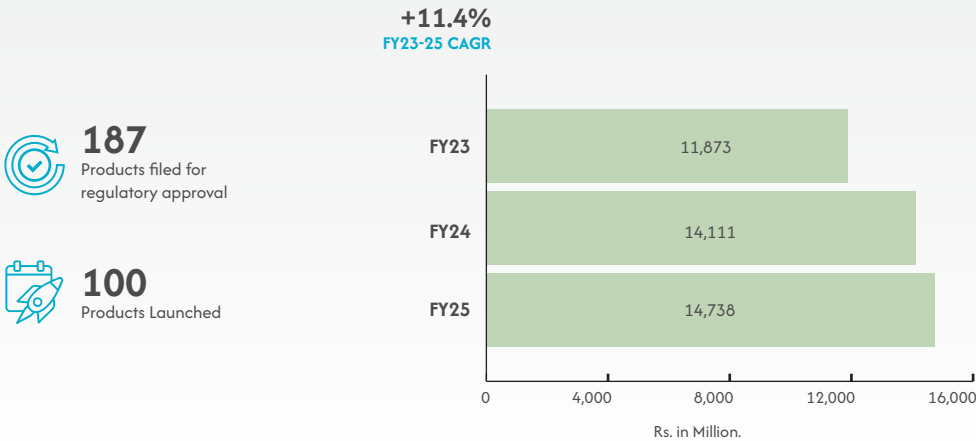
Europe, with FY2025 revenues of **Rs. 14,738 million**, is a key market for Emcure. We have a calibrated approach in EU where we have our own front end presence in select markets, primarily the UK and Italy - while in others we work through partners. The business is underpinned by a robust injectables and compex generics franchise, with a majority of products developed and manufactured in-house, reflecting our R&D strength and vertical integration.

We recently acquired the product portfolio of Manx Healthcare in the UK. This acquisition significantly enhances our commercial presence and provides access to over 100 product dossiers, more than half of which are yet to be commercialized. This not only broadens our current product basket but also strengthens our near to medium-term pipeline with high-value opportunities in the UK market.

A major regulatory milestone was the approval of Liposomal Amphotericin B in both the UK and the EU. Emcure is the first and only generic company to receive approval for this complex product in the European Union. This approval positions us uniquely in a niche, high-value segment and is expected to be a key growth driver for our European operations going forward.

With strong R&D capabilities, increasing regulatory traction, and a growing product portfolio, Europe remains a critical pillar of our international growth strategy.

Europe



**187**  
Products filed for regulatory approval

**100**  
Products Launched



International

Rest of World

Our **Rest of World (RoW)** markets continue to be a key growth engine for Emcure’s international business. With a diversified presence across **70+ countries**, our RoW business delivered a strong performance in FY2025, recording **27.9% year-on-year growth** and achieving revenues of **Rs. 15,105 million**. Growth was broad-based, led by both the **ARV** and **Non-ARV** segments.

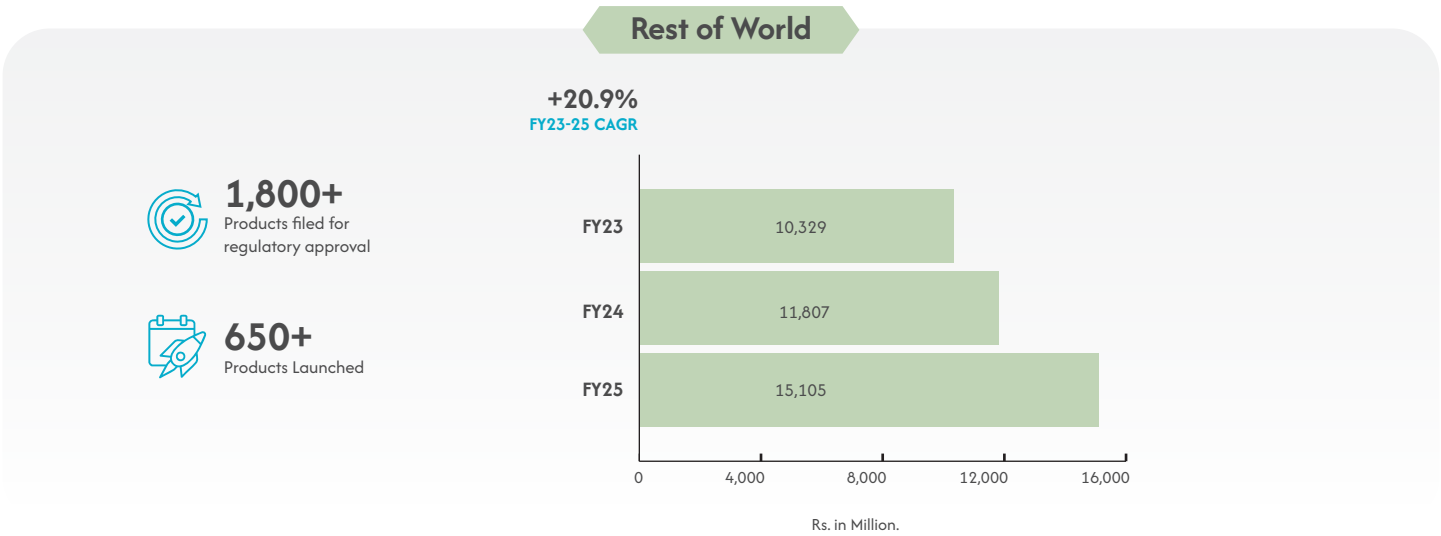
The antiretroviral (ARV) business witnessed a return to normalization following a period of channel destocking in prior years. Our backward integration in key ARV molecules and in-house manufacturing capabilities give us a clear cost advantage, enabling us to participate sustainably in these price-sensitive yet high-volume markets. The in-licensing of Lenacapavir reflects our long-term commitment to innovation in the ARV space. With six month dosing and its recent approval for prophylactic use, Lenacapavir is expected to become a cornerstone in next-generation treatment protocols. Our development and manufacturing infrastructure position us well to bring this transformative therapy to underserved regions at affordable pricing.

Our Non-ARV RoW portfolio is anchored in two core strengths taking: our differentiated India product portfolio and our complex generics launched in regulated markets to these RoW markets. These products contribute the majority of revenues in the segment. Many of the countries we serve continue to face critical access gaps in life-saving medicines. Our ability to supply affordable, high-quality therapies especially in areas like oncology, women’s health, cardiometabolic care, and biosimilars has strengthened our presence in these markets.

During the year, we saw strong demand for our biosimilars, particularly Tenecteplase and Pegaspargase, as well as sustained traction across our complex product portfolio. We have also accelerated filings of our India and EU-approved differentiated products in select RoW markets. We have filed Liposomal Amphotericin B across our key markets and we expect to see approvals starting from FY26.

We are also filing our biosimilar products across markets. During the year we received approval for Tenecteplase in select markets with others expected going forward. We are now preparing to file additional complex assets such as recombinant Asparaginase and Bevacizumab, following their Indian approvals.

Looking ahead, we expect continued strong growth in the RoW segment, supported by new launches, increased geographic penetration, and operating leverage across both our manufacturing plants and front-end infrastructure-enabling sustained margin expansion.



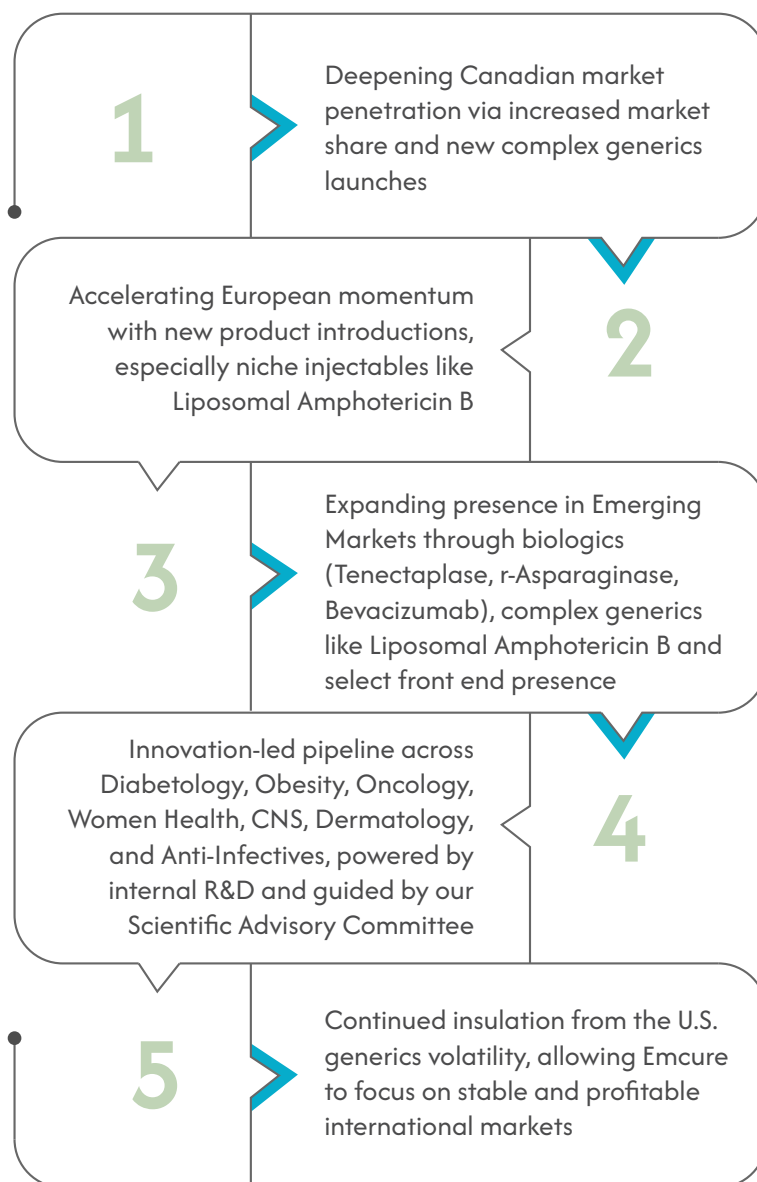
## International

### At an inflection point

FY2025 was a pivotal year where execution matched ambition across our international business. Growth was driven by scale-up in Canada, portfolio depth in emerging markets, and foundational work in Europe.

As we enter FY26, we remain confident that we are at an inflection point in our focus markets especially in RoW as we drive faster growth, margin accretion, and create enduring value through a science-backed, regionally nuanced, and execution-focused approach.

Our strategic roadmap for International Business in FY26 and beyond includes:



## *Research and Development*



## Research and Development



At Emcure, Research and Development lies at the core of our purpose and long-term strategy. For over four decades, innovation has enabled us to establish leadership in focus therapies, and deliver high-impact treatments across diverse markets. Our R&D engine is designed not only to deliver near-term growth but to shape our future across emerging and developed markets.

In FY2025, we continued to expand our innovation footprint, backed by a world-class scientific talent pool of over 548 scientists, including 48 PhDs, and a consistent commitment to investing in advanced technologies and differentiated platforms. Our innovation ecosystem is underpinned by 220 granted patents, reflecting both the depth and quality of our scientific contributions.

## FY2025 Highlights: Strengthening R&D Infrastructure and Capabilities

Commissioned a new state-of-the-art R&D centre in Gujarat (Emcure Research Centre), focused on Oral Solids, Oral Liquids, Inhalers, Injectables, NDDS and Topical/Transdermal delivery systems.

Established a Scientific Advisory Committee comprising global experts in Process Chemistry, New Drug Discovery and New Drug Delivery Systems to guide long-term innovation strategy.

Became the first generic company to receive approval for Liposomal Amphotericin B in the UK and EU, validating our complex injectable capabilities.

Published pivotal clinical data on our mRNA COVID-19 vaccine in Nature Medicine and NPJ Vaccines, highlighting safety, immunogenicity, and the broader applicability of our mRNA platform.

Secured a \$13.38 million grant from CEPI to support development of an mRNA-based Nipah virus vaccine, reinforcing our role as a global innovation partner.

# Research and Development

## Platform-Led Innovation

Our innovation model is platform-driven, enabling us to scale capabilities across multiple products and therapeutic categories. We have over the years developed capabilities in multiple platforms which have been the pillars of our success

**Chirality:** This enabled multiple first-to-market cardiovascular launches with enhanced efficacy and tolerability.

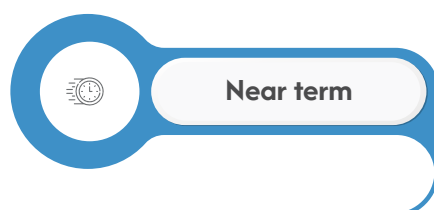
**Iron-Based:** This is core to our leadership in women's health. We continue to develop advanced formulations that improve compliance and therapeutic outcomes.

**High-Potency Products:** We have deep expertise in complex synthetic chemistry which supports a strong oncology portfolio, including products like Eribulin, Carmustine, Irinotecan, and Melphalan.

**Biologics:** We have capabilities in both microbial and mammalian platforms. This has allowed us to establish strong presence in Oncology/CNS areas. The new areas where the platform will deliver products are cardiovascular, neurology, nephrology, oncology, and ophthalmology.

## Building a strong product pipeline

Our R&D pipeline is designed to balance near-term launches with long-term innovation, supported by both in-house development and external collaborations.



Therapy	Product
Obesity/Anti-diabeties	GLP 1
Ophthal	Bevacizumab
Oncology	r-Asparaginase
Anti-infectives	Ampho B
Derma	Antipol
Derma	Emcutix -1



Therapy	Product
Oncology	Oncology Biosimilar - I
Oncology	Oncology Biosimilar – II
HIV Antivirals	Lenacapavir
Anti-diabeties	NDDS
Respiratory	Liposomal Respiratory Product
Derma	Topical NDDS
Oncology	ADC



## Research and Development

### Key focus areas going forward

**Complex Injectables** – This is a strategic growth driver for us across markets. We have deep expertise in Liposomal formulations, long-acting injectables, and ready-to-use formats. FY2025 marked the global launches of our Liposomal Amphotericin B and RTU products in Canada and the EU. Under the Long Acting Injectables, one key product in near term is Lenacapavir.

**Biologics** – With our established microbial and mammalian expression platforms we are working on various products in the Biologics segments. Our goal is to take some of our India approved products into international markets while also expanding our product basket with niche/differentiated new products. Some of the products we are targeting are r-Asparaginase for Oncology and Bevacizumab for Ophthalmology.

**Peptides** - Successfully commercialized peptide drugs such as Atosiban and Aviptadil. We are now actively developing GLP-1 analogs to tap into the expanding obesity and diabetes markets in India and Canada.

**Novel Drug Delivery Systems (NDDS)** – We are focused on enhancing bioavailability, patient convenience, and efficacy through topical NDDS, transdermal systems, nasal sprays, and modified-release formulations particularly in dermatology, respiratory, and pain management.

**Antibody-Drug Conjugates (ADCs)** – ADC is a strategic investment area, given its potential to exceed \$30 billion market size globally in the next 5 years. With our strength in both chemistry and biologics, Emcure is well-positioned to be a meaningful player in this high-value oncology segment.

**Vaccines** – Our pioneering work on India's first mRNA based COVID vaccine which was globally the first to be thermostable, continues to evolve, with active development programs targeting endemic diseases like Nipah, Tuberculosis, and improved flu and rabies vaccines. We are also advancing a genetically modified Leishmania vaccine, which demonstrated 82.5% efficacy in dogs, a potential breakthrough in zoonotic disease management. Gennova has secured its first US-FDA IND for advancing the leishmania vaccine into human clinical trials.

## Process Innovation

Alongside new product development, we are investing in process innovation to enhance scalability, environmental sustainability, and cost competitiveness

**Flow Chemistry:** This will enable continuous manufacturing with better reaction control, reduced energy consumption, and lower waste driving both cost and environmental efficiencies.

**Green Chemistry:** We are adopting eco-efficient processes, including low-solvent technologies, catalyst recycling, and renewable feedstocks-aligned with our ESG goals and operational sustainability roadmap.

**Digital R&D Transformation:** Integration of digital tools, such as AI-driven root cause analysis, dossier creation assistant, digital log books is improving development timelines, reproducibility, and regulatory readiness.

# *Manufacturing*



## Manufacturing

Emcure operates 13 state-of-the-art manufacturing facilities strategically located across India, enabling the production of high-quality, affordable pharmaceutical products for both domestic and international markets. Our beginnings as a contract development and manufacturing organization (CDMO) have instilled deep expertise in handling complex manufacturing processes at scale and cost-efficiency, while maintaining the highest global quality standards. Our integrated supply chain ensures cost control, operational flexibility, and consistent quality across product categories and geographies.

Our advanced facilities are equipped with cutting-edge technologies and can produce a wide range of dosage forms, including oral solids, oral liquids, lyophilized and liposomal injectables, complex APIs, peptides, cytotoxic drugs, and biotherapeutics. We have established robust capabilities in both mammalian and microbial expression platforms for biologics and are among the early adopters of continuous biomanufacturing in India, which delivers significant cost and process efficiencies. Additionally, Gennova has built mRNA manufacturing capabilities, positioning us to serve emerging global needs in next-generation vaccines and therapeutics.

All our facilities are compliant with stringent international quality standards, and have been successfully audited by leading regulatory agencies, including the USFDA, EU-GMP, ANVISA, TGA, UK-MHRA, Health Canada, and WHO-GMP.

## Driving Scale, Agility, and Global Competitiveness

In line with growing global and domestic demand, Emcure operationalized four manufacturing facilities over the past two years. These plants have begun commercial production and have started filing regulatory submissions. As product approvals flow

through over the next two years, these facilities are expected to significantly contribute to growth across our key markets, including India, Canada, Europe, and Emerging Markets while improving profitability as utilization of facilities improve.

## Operational Excellence and Continuous Improvement

At Emcure, operational excellence is a core pillar of our growth strategy. We continuously improve our processes to enhance productivity, quality, and cost-efficiency, while accelerating time-to-market. During FY2025, we launched a company-wide transformation program, **Ascend**, focused on driving operational efficiency across manufacturing, procurement, and supply chain.

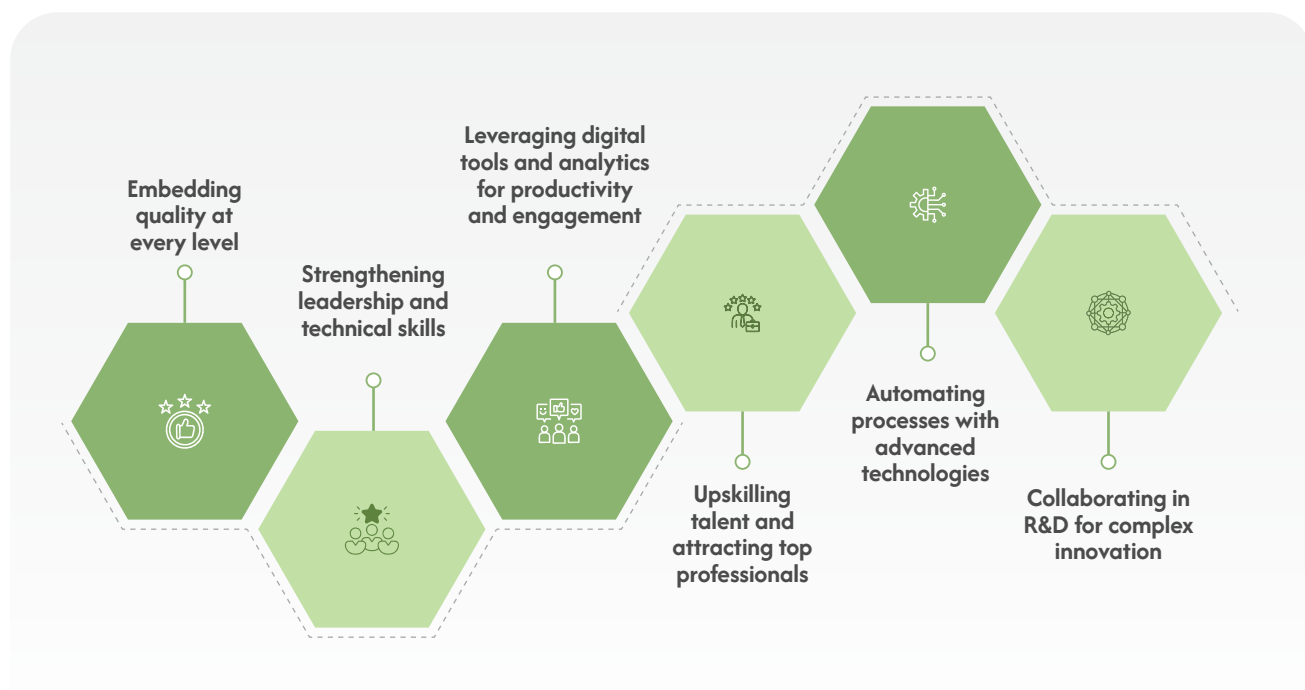
Ascend aims to reduce inefficiencies, optimize sourcing strategies, lower raw material and distribution costs, and improve inventory management. A cross-functional team has been institutionalized to drive this initiative as an ongoing strategic effort, making operational agility a sustained competitive advantage.

## Manufacturing

### Technology enabled transformation

FY2025 also marked significant progress in our digitization journey. We implemented key enterprise systems across facilities, including Laboratory Information Management Systems (LIMS), Document Management Systems (DMS), and Artwork Management Systems (AMS) enhancing compliance, efficiency, and data integrity.

We are also adopting advanced automation and data analytics to optimize our quality systems, supply chain, and manufacturing agility. In our biologics division, we use AI/ML-based cognitive models to optimize bioprocesses, improve yields, and enhance cost-effectiveness. Furthermore, we are leveraging AI tools to automate regulatory dossier filings, accelerating product registrations across global markets.



### Quality and Compliance

At Emcure, quality is not just a function, it is a culture deeply embedded across every aspect of our operations. We view quality and compliance not as periodic checks but as a continuous, organization-wide commitment, driven by a 24x7 mindset. Our teams are empowered to uphold the highest standards at every stage of the value chain, from development and manufacturing to distribution.

In an increasingly regulated and dynamic pharmaceutical landscape, we recognize that maintaining global quality standards is a continuous journey. Accordingly, our facilities are regularly upgraded and modernized to remain ahead of evolving global current Good Manufacturing Practices (cGMP). This proactive approach ensures that we not only meet but often exceed regulatory expectations.

## Manufacturing

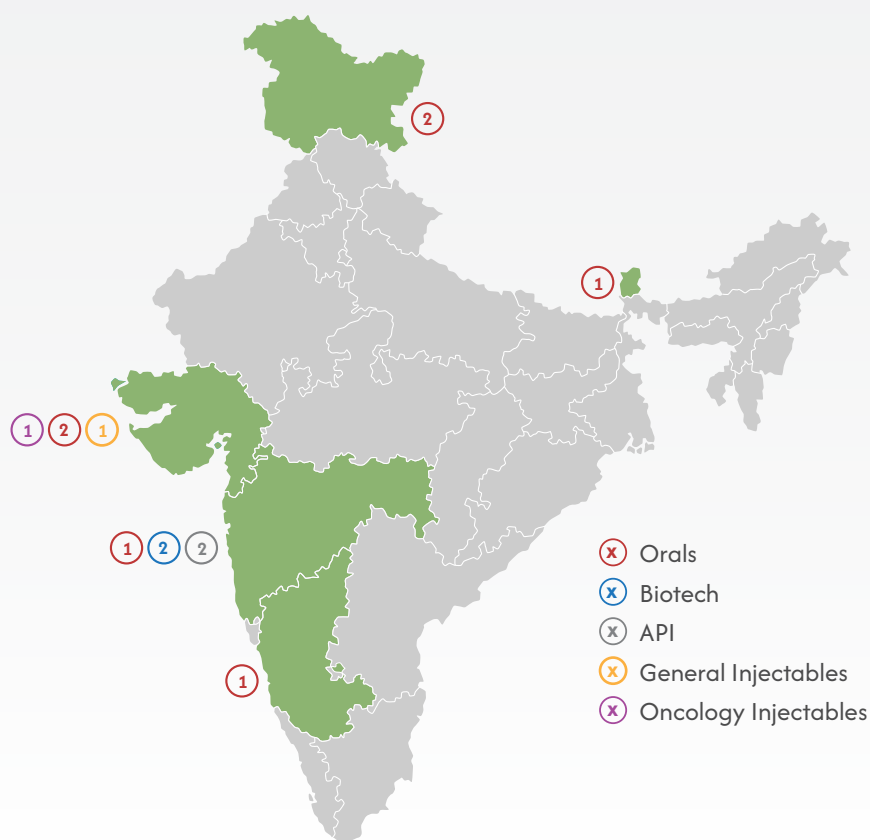
We continue to invest in advanced digital platforms and global best practices to build a quality ecosystem that is scalable, transparent, and future-ready. Key initiatives and capabilities include:

- ➔ A globally aligned Quality Management System (QMS) built on US CFR, EudraLex, and ICH guidelines, ensuring adherence to the highest international standards.
- ➔ Implementation of TrackWise for centralized management of deviations, OOS/OOT investigations, CAPA, and change controls.
- ➔ Integration of SAP HANA for real-time material, batch, and inventory management across manufacturing and quality operations.
- ➔ Rollout of EmTims, our proprietary learning and training platform to ensure ongoing skill enhancement and compliance readiness across teams.
- ➔ Centralized testing laboratory, equipped with advanced instrumentation including NMT, GC-MS, ICP-MS, XRD, and PSD analyzers to support rigorous product testing and release.

Our relentless focus on quality and compliance allows us to ensure uninterrupted supply of safe, effective, and high-quality medicines, building enduring trust among our customers, partners, and patients across the globe.

## Manufacturing Capabilities

**13 Manufacturing Facilities Capable of Producing Pharmaceutical Products across Wide Range of Dosage Forms**





## Manufacturing



### Solid Orals

We have 6 oral facilities spread across India. Of these, 3 facilities namely Hinjawadi, Kadu and Mehsana are focused on international markets while 2 in Jammu and 1 in Sikkim are focused on domestic markets. In FY2025, we undertook capacity expansion at our Mehsana facility to meet increasing demand from our focus markets, further strengthening our international supply capabilities.



### Liquid Orals & Dry Syrups

Our specialized capabilities in liquid orals and dry syrups are spread across multiple sites, including a Beta-lactam block designed for precision production. Additionally, our dedicated dry syrup block at the Jammu cephalosporin facility enables us to maintain a leading position in this segment.



### Injectables

We have four injectable facilities which are compliant with global regulatory standards and geared for export markets. These facilities support a diverse range of sterile formulations, including:

**Emulsion  
injectables**

**High-potency  
injectables  
with isolator  
technology**

**Lyophilized  
liposomal  
injections**

**Powder  
filling**

**Pre-filled  
syringes**

In FY2025, we expanded emulsion and lyophilization capacities, driven by growing demand and recent product approvals. Our oncology block also received key regulatory approvals from major global authorities and is now ready for commercial supply.



### Active Pharmaceutical Ingredient (API)

Our API manufacturing infrastructure plays a vital role in our ability to bring differentiated complex products to market at affordable pricing. We operate two state-of-the-art API manufacturing facilities located at Kurkumbh and Pimpri. Both facilities are approved by major regulatory authorities including USFDA, EDQM, WHO, KFDA, ANVISA, and CDSCO.

Our capabilities span high-potency APIs, hormones, immunosuppressants, haematology, ARVs, and peptides. In FY2025, we implemented debottlenecking and process optimization projects for key molecules, enhancing overall capacity. As part of our digital transformation, we also introduced smart manufacturing technologies, such as digital batch manufacturing records (BMRs) and automated audit trail systems, improving transparency and compliance.

## Manufacturing



### Biologics

Our biologics division, Genova Biopharmaceuticals, is focused on developing, manufacturing, and commercializing innovative biotherapeutics to combat life-threatening diseases. Our recombinant products are produced using bacterial, mammalian, and mRNA-based expression platforms. We have developed deep capabilities in perfusion-based continuous manufacturing technologies. We employ artificial intelligence and machine learning to build

cognitive models that optimize biomanufacturing processes, ensuring precision, regulatory compliance, and cost-effectiveness.

Our biologics facilities are EU-GMP and WHO-GMP certified and include dedicated cGMP-compliant manufacturing units for both clinical-stage and commercial-scale production.



### Sustainability and Continuous Improvement

Sustainability remains integral to Emcure's growth strategy. We continue to implement comprehensive programs across environmental management, energy efficiency, occupational safety, and water conservation-aligned with our broader Environmental, Social, and Governance (ESG) goals and global compliance frameworks.

A key area of progress has been our transition to renewable energy. In FY2022-23, renewables comprised just 0.5% of our total energy usage. Through focused investments, this share rose to 7.5% in FY2024-25, reflecting our commitment to significantly lowering our carbon footprint and accelerating our transition to cleaner energy sources.

Our robust waste management protocols ensure end-to-end monitoring, safe handling, and responsible disposal. We've adopted eco-friendly alternatives and reduced use of hazardous substances such as chlorinated solvents. As a result, we achieved a cumulative 24.6% reduction in hazardous waste over the past two years (8.93% in FY2023-24 and 17.26% in FY2024-25), underscoring our sustained efforts to minimize environmental impact.

To ensure these initiatives are sustainable and auditable, we maintain a strong governance framework and have embedded ESG principles into our operational practices through proactive environmental, health, and safety (EHS) systems.

## *Driving Digital Transformation*



## Driving Digital Transformation

In the fiscal year 2024-25, we made significant strides in strengthening our foundational infrastructure, enhancing cybersecurity, and accelerating digital transformation across the organization. Our focus has been on improving operational efficiency, ensuring business continuity, and fostering innovation to support our global expansion and diverse business needs. We have prioritized initiatives that not only address immediate operational demands but also lay the groundwork for a future-ready, AI-driven enterprise.

### Building a Robust and Secure Foundation

Our efforts this year have been concentrated on solidifying core IT operations and fortifying our security posture, particularly within the critical Operational Technology (OT) environments.

To strengthen the foundations of IT operations we have transitioned to a 24x7 service desk enablement to provide round-the-clock support for our global workforce and improve response time. We have also initiated comprehensive improvement programs across end-user support, Data Center Operations (DC Ops), and Network Operations, aiming for enhanced reliability and efficiency.

A key program is that we are working to migrate user data from local drives to OneDrive. This initiative, with a targeted go-live in 2025, will enhance data

accessibility, collaboration, and security for the employees.

Recognizing the strategic importance of Operational Technology (OT) in the manufacturing and R&D processes, we have undertaken key initiatives to modernize and secure this critical domain. During the year we initiated new projects for OT Managed Services and OT Virtualization, aimed at enhancing system reliability, flexibility, and disaster recovery. We also initiated the standardization of OT applications across plants and implemented application imaging to improve backup efficiency, reduce downtime, and strengthen security. These initiatives collectively position us to achieve greater resilience, operational efficiency, and compliance in a digitally driven manufacturing environment.

### Fortifying Cybersecurity Posture

As part of our ongoing focus on strengthening cybersecurity, we successfully completed network segregation between IT and OT systems at our R&D facility—an important milestone that significantly reduces cyber risk and enhances operational security. Additionally, we have initiated the consolidation of our cybersecurity infrastructure by partnering with a single provider to unify our Security Operations Center (SOC), SIEM, and other managed services. This integration will enhance threat detection, streamline response capabilities, and provide end-to-end protection across cloud, email, data centers, endpoints,

and privileged access environments, while also introducing managed MDR/XDR solutions for advanced threat resilience.

We also completed a gap assessment by a third-party auditor and are developing a comprehensive security roadmap. This will guide our investments and initiatives to address identified vulnerabilities and further strengthen our cybersecurity posture across all domains.

### Digital Transformation: Building a Future-Ready, Intelligent Enterprise

While strengthening the operational foundation and cybersecurity infrastructure, investments are also being made in digital technologies to transform Emcure into a future-ready, data-driven organization.

Our digital transformation strategy is focused on enhancing efficiency, enabling faster decision-making, and driving scalable innovation across the enterprise.



## Driving Digital Transformation

In FY2025, we made significant progress in our digital roadmap, leveraging AI, automation, low-code platforms, and multi-cloud infrastructure to modernize core processes across functions:

### Enterprise-Wide Digitization

We have identified over 500+ high-impact use cases for digitization across manufacturing, quality, R&D, supply chain, and support functions-many of which are already underway. These initiatives aim to streamline operations, improve compliance, and reduce turnaround time.

### Manufacturing Execution System (MES)

We are developing an integrated MES platform that will enable Digital Walkthroughs of shop-floor processes and pave the way for Digital Twin capabilities-enhancing preventive maintenance, process optimization, and workforce training in real time.

### Intelligent Automation at Scale

We have developed and deployed over 20 applications on low-code/no-code (LCNC) platforms and implemented 10+ Robotic Process Automation (RPA) bots, automating critical manual tasks and improving productivity across business functions.

### Best-in-Class Applications

We deployed several enterprise-grade systems, including Transport Management, Provakil (Contract Lifecycle Management), LIMS (Laboratory Information Management), and SOP Lifecycle tools-covering over 150 non-GxP digital workflows.

We are actively integrating Artificial Intelligence (AI) and Machine Learning (ML) into core business workflows and several high-impact AI use cases are currently in development or deployment:

### Dossier Creation Assistant

We have built an Open AI assistant that significantly streamlines regulatory documentation, accelerating market submissions. The solution is already live for Emerging Markets and is being scaled to developed markets.

### Pharmacovigilance Literature Assistant

AI-powered assistant will enhance the accuracy and speed of literature screening, supporting improved compliance and efficiency in safety monitoring.

### AI for Root Cause Analysis (RCA)

AI-driven tool to support faster and more accurate deviation investigations, which will shorten closure timelines and enhance quality assurance and regulatory readiness.

### Sales Intelligence for India Business

Leveraging AI-ML models, a solution to generate real-time, data-driven sales insights, enabling more effective field-force management and commercial decision-making.

These initiatives are part of the broader effort to embed intelligence across the enterprise, reinforcing our commitment to innovation-led growth and digital-first operations.



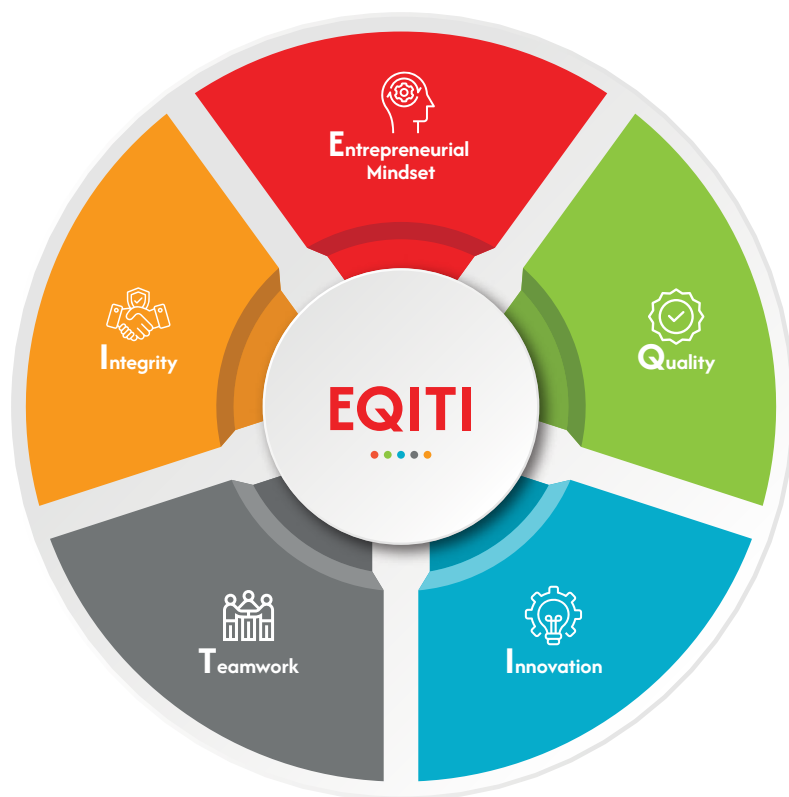
## *Human Resources and Talent Development*



## Human Resources and Talent Development

At Emcure, our people are the foundation of our sustained growth and continued leadership. Built on a legacy of excellence, we are steadfast in our commitment to developing a future-ready workforce. Our efforts this year have been anchored in further deepening career pathways, enhancing managerial capability, and fostering a culture of continuous learning and improvement.

### Driving Performance and Inclusive Leadership



During the year, we sharpened our focus on performance-driven development and inclusive leadership. Our talent management systems have matured to proactively identify critical roles and build strong succession pipelines, thereby reinforcing business continuity and leadership depth. At the same time, we have reimagined our hiring approach to ensure a balance between capability and culture-fit, attracting high-caliber professionals aligned with our purpose and the values that define Emcure - Entrepreneurial Mindset, Quality, Innovation, Teamwork, and Integrity (EQITI).

All talent management initiatives at Emcure are driven by our robust competency framework, with the five core values of EQITI serving as guiding principles for behavioral competencies at every level - from individual contributors through to business heads. This framework ensures consistent standards across the organization, fostering a high-performance and collaborative environment.

### Key Human Resource Initiatives

During FY2025, Emcure's talent acquisition team achieved an 18% increase in gender-diverse hiring, with focused efforts to enhance women's representation in manufacturing through targeted outreach and mentorship. Initiatives emphasized inclusion, allyship, and leadership development, including participation in Jombay's 1000 Women Leadership Program, where 22 women leaders were nominated - 3 joined the top 10% club and 2 won in their categories. Additionally, the "Prarambh - Learn & Earn" initiative was launched in partnership with TISS to support education and on-the-job training for students from marginalized communities.



Emcure received the ALLY Award at Jombay's WOW Gala



# Human Resources and Talent Development

## Learning & Organization Development

Emcure fosters a strong learning culture through targeted initiatives delivered via LMS, VILT, and ILT formats, offering employees flexibility and hands-on experiences. Customized learning paths are designed to build role-specific skills, while knowledge sharing within teams enhances collective growth. This holistic approach ensures employees are equipped and empowered for future roles.



### 1. SAKSHAM

Emcure's Technical Academy focused on Kaizen-led projects with 240+ employees from Production, Packing, and Quality. In collaboration with universities, it blends theory and practice to drive process improvements. SAKSHAM secured 2<sup>nd</sup> place at NIPM for its research paper.

### 2. EmpoweredmE

A digital learning platform offering monthly virtual sessions on personal effectiveness, wellness, leadership, and more. It provides live and recorded content, enabling flexible, continuous learning across the organization.

### 3. EmCoach

A coaching platform for field forces that facilitates structured development conversations between managers and team members, improving communication and earning industry recognition.

### 4. One Emcure Toastmasters Club

A corporate virtual club of 25 senior leaders leveraging the global Toastmasters platform to strengthen communication, public speaking, and leadership skills through structured peer-driven sessions.

## Talent Management

Development and retention are central to the talent management strategy. As part of the ongoing commitment to developing a future-ready workforce, talent mobility strategy has been strengthened through robust talent assessments. These assessments enable the identification of high-potential employees, align their strengths with evolving business needs, and facilitate internal career growth opportunities. By promoting strategic role transitions-both lateral and vertical-individual development is enhanced and

organizational agility and succession readiness are improved. This data-driven approach to talent movement contributes significantly to employee engagement, retention, and leadership pipeline development across the organization.

Emcure's Campus Connect and structured onboarding initiatives equip students and new hires with practical experience and cultural alignment. These efforts strengthen our talent pipeline and reinforce our reputation as an inclusive, future-ready employer.

# Human Resources and Talent Development

## Organization Development & Change Management



Project Disha is a comprehensive organizational development initiative designed to realign the organizational structure in response to evolving business needs and priorities. The objective of this project is to establish clear role definitions and create a role-based organizational framework with well-defined responsibilities. By facilitating this clarity, Project Disha aims to enhance efficiency and accountability, thereby improving performance, communication, and decision-making within the organization.

## Employee Engagement, Recognition & Performance



Emcure nurtures employee engagement through thoughtfully organized events such as townhalls, festive celebrations, Women's Day, Annual Day, and team picnics-enhancing transparency, alignment, and cultural vibrancy. Wellness sessions on mental health, stress management, PCOS and lifestyle disorders, promoted work-life balance and well-being. Informal activities, games, and team-building exercises further fostered camaraderie and inclusivity.



Recognition remains a core part of our culture, with structured awards and acknowledgments celebrating achievements and reinforcing a high-performance, meritocratic environment. Our evolving Performance Management System emphasizes continuous feedback, core values, collaboration, and innovation, aligning personal goals with organizational objectives and enhancing motivation and purpose across teams.

## Compliance, Digitization & HR Systems

Emcure maintained 100% compliance with statutory HR requirements through rigorous audits, timely filings, and alignment with labor and social security laws-ensuring a secure, trust-based workplace. In parallel, we accelerated HR digitization to support business growth, automating payroll, compliance,

document requests, and service portals. These enhancements empower employees with seamless access to services like payslips, leave balances, and grievance redressal, fostering efficiency, transparency, and continuous improvement across the organization.



## CSR Initiatives



## CSR Initiatives

Our organization, guided by the visionary leadership of our founder, is deeply committed to building inclusive communities. We place a strong emphasis on meaningful social engagement through our Corporate Social Responsibility (CSR) initiatives. With a nationwide presence, we are able to collaborate with a diverse range of social groups, thereby amplifying our positive impact across India.

Emcure's CSR efforts focused on healthcare, environment, education, and community welfare:



Through these initiatives, Emcure continues to strengthen inclusive communities and advance its social responsibility vision.

# Management Discussion and Analysis (MD&A)

## Industry Developments

### Global Economic Outlook

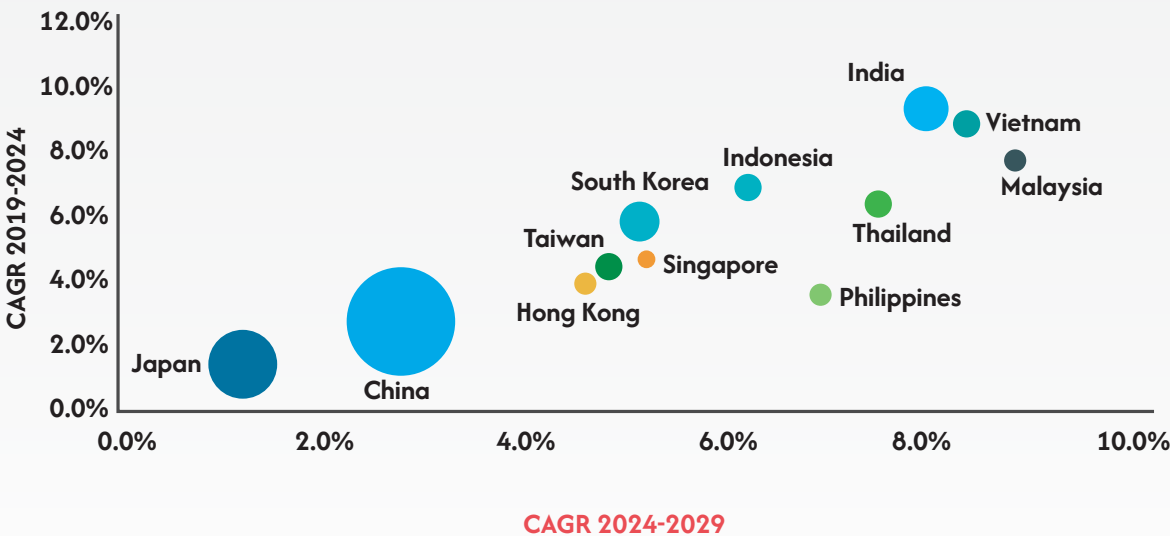
The global economy enters calendar year 2025 at a pivotal juncture, navigating a dynamic landscape shaped by evolving trade policies and structural shifts. While recent tariff measures and global policy realignments have introduced a degree of uncertainty, the international economy continues to demonstrate underlying resilience. Global growth is projected at 2.8% for 2025 and 3.0% for 2026, reflecting a period of adjustment as economies recalibrate to new trade and investment realities. Inflation is on a gradual downward trajectory, with expectations anchored in most regions. While advanced economies are moderating, emerging markets continue to contribute meaningfully to global momentum. Policymakers are focused on restoring predictability, strengthening macroeconomic frameworks and leveraging opportunities from digital transformation and demographic transitions. With coordinated global

efforts and clear communication on trade and monetary policy, there remains potential for a more robust and balanced recovery path.

### India's growth trajectory continues to outpace most large economies

India's economic outlook remains relatively robust in 2025, with GDP growth projected at 6.2%. This reflects continued support from resilient private consumption, particularly in rural areas. Inflation is expected to moderate to 4.6%, aligning with the RBI's target, while the current account deficit is projected to narrow to 1.7% of GDP amid strong remittance inflows and improved export competitiveness. India benefits from a favourable demographic profile in the near term, contributing positively to potential output growth and reinforcing India's long-term structural strengths.

Asian markets compound annual growth (CAGR) 2019-2024 and 2024-2029



Notes: Sales in LC\$ at constant exchange rate (Q4 2024 IQVIA). Bubble size represents the markets size in 2024 in LC\$ at ex-manufacturer price.

Source: IMF World Economic Outlook (April 2025), IQVIA Market Prognosis

# Management Discussion and Analysis (MD&A)

## Overview of global pharmaceutical market

The global pharmaceutical industry has traditionally been characterized by the concentration of consumption, production, and innovation in a relatively small number of high-income and developed regions like North America and Europe which continue to account for a major chunk of this market in value terms on account of higher priced drugs and newer products. However, middle-income countries, like India and China and Brazil ("Pharmerging" markets) now account for a significant share in volume consumption of pharmaceuticals. The share of Pharmerging in production has also picked up over the years. These emerging markets are now the strategic focus points for many pharmaceutical companies, which is evident from pharmaceutical products exports from these countries.

The global pharmaceutical market was valued at ~US\$1,600 billion in 2024 and is projected to reach ~US\$2,300 billion by 2030, growing at a CAGR of 6.1% from 2025 to 2030. The market is driven by rising chronic disease prevalence, aging populations, and increased healthcare spending.

## Overview of India pharmaceutical market

The industry is seeing focus on both innovation and cost control globally. In terms of innovation, pharmaceutical companies are now offering drugs for customized treatment and precision medicine for different diseases, which aims to provide medical care according to the patient's individual characteristics, needs, preferences, and genetic makeup. At the same time, generic medicines are also seeing increased uptake with cost advantages and effective treatment options. Among the global pharma industry, India is becoming a key player.

India continues to encourage domestic drug production through Production-Linked Incentive (PLI) schemes aimed at both bulk drugs and finished pharmaceuticals. These incentives are

driving growth in the generics sector and building self-reliance in active pharmaceutical ingredients (APIs), aligning with national priorities on pharmaceutical security.

The Indian pharmaceutical industry is the world's third largest by volume and was valued at ~Rs 3.7 trillion (including bulk drugs and formulation exports) as of 2024, with an expected compounded annual growth rate of 8.0% between 2024 and 2029 (IQVIA Market Prognosis). At present, generic drugs constitute a large part of Indian exports. India accounts for ~3.5% of total drugs and medicines exported globally, and exports pharmaceuticals to more than 200 countries and territories, including highly regulated markets such as the US, the UK, the European Union and Canada.

## Opportunities and Threats

The pharmaceutical sector is navigating a dynamic landscape marked by robust growth drivers, regulatory tightening, and significant technological disruption.

## Pharmaceutical players building complex generics and specialty molecules portfolio

A defining shift is underway toward biologics, specialty medicines, and personalized therapies, particularly in oncology, immunology, and metabolic disorders such as obesity. The commercial success of GLP-1 drugs and the maturing pipeline of gene and cell therapies are reshaping the competitive landscape, attracting both strategic investment and licensing interest.

With declining opportunity in the conventional generics segment and pricing pressures on the existing portfolios, it has become important for generic players to look for high-value and high-margin drugs. Players have been developing niche products to weather the impact of pricing pressure. Some of the leading global generic companies have a major pipeline of specialty drugs to mitigate the impact of base erosion in the US.



## Management Discussion and Analysis (MD&A)

### Growth of biopharmaceuticals, Speed-up of Approvals & Opportunity for Indian Players

The global biopharmaceutical industry has shown significant growth due to the efficacy and safety of biopharmaceutical products, which can treat previously untreatable conditions and command high prices. Patented biopharmaceuticals, with sales of \$60-70 billion in 2019, are set to expire in the next 5-10 years in the US and Europe. Despite expired patents, biosimilar penetration remains low due to regulatory challenges and clinical trial requirements.

The expiry of these patents presents a lucrative opportunity for Indian companies to launch biosimilars in regulated markets. Unlike generic chemical molecules, biopharmaceutical drugs for chronic ailments can yield higher revenue and margins. Regulated markets have been cautious with biosimilars due to quality concerns, leading Indian players to focus on semi-regulated markets with lower demand and margins.

However, increased interest in biosimilars in regulated markets, driven by the need to reduce healthcare costs, has accelerated approval processes. Consequently, Indian generics players are now increasingly focusing on the biosimilars segment.

The **digital transformation of pharma** is accelerating, with AI, machine learning, and real-world data analytics now integral to drug discovery, trial design, and commercial operations. Adoption of telemedicine, e-pharmacy platforms, and smart hospital infrastructure is enhancing care delivery and patient engagement, particularly in Asia and the U.S.



**Geopolitical and supply chain dynamics** remain in focus. Global players are actively diversifying API sourcing and manufacturing footprints to build resilience, driven by cost, quality, and risk considerations. India is emerging as a central hub for low-cost, high-volume production of generics and intermediates.

### Performance and Outlook

FY2025 was a defining year for Emcure Pharmaceuticals as it reaffirmed our position as a differentiated and future-ready pharmaceutical player. In a global environment shaped by scientific transformation and rising demand for specialty care, Emcure stands out for its ability to combine deep therapeutic strength with innovation-led growth.

With a **presence across 70+ countries**, a robust India franchise, and a growing international portfolio, we are today one of India's leading pharmaceutical companies and among the most diversified by therapeutic reach. With **19 of our top 20 brands ranked in the top 3 in their respective therapy areas**, our business spans high-impact categories. Our strong anchor brands enable us to scale adjacencies and introduce differentiated new products.

FY2025 was a year of strong, broad-based performance. Revenue from operations grew by **18.6% YoY, reaching Rs. 78,960 million**, driven by double-digit growth across both

## Management Discussion and Analysis (MD&A)

domestic and international markets. EBITDA grew by **19.4% to Rs. 14,689 million**, with slight margin improvement. Profit After Tax grew by a strong **34.1% to Rs. 7,075 million**. Our investments in R&D, front-end expansion, and digital transformation have been made without compromising profitability, highlighting our ability to balance growth with operational discipline. Our Net Debt\* stood at **Rs. 4,883 million down from Rs. 15,580 million** in FY24.

In FY2025, our domestic business delivered 16.4% YoY revenue growth, led by strategic initiatives such as the in-licensing of Sanofi's cardiac portfolio, the expansion into dermatology via Emcutix, and the scaling of women's health offerings through launches targeting menopause, PCOS, and intimate care. Our foray into consumer wellness under the Arth and Galact brands opened a new frontier as we enter high-growth lifestyle segments with science-backed formulations.

Internationally, revenues grew 20.5% YoY, contributing over half of our total revenues. Canada and Emerging Markets led growth, while Europe laid the foundation for future acceleration with key wins such as the approval of Liposomal Amphotericin B and the acquisition of Manx Healthcare's portfolio in the UK. Our differentiated global pipeline positions us for sustained growth in regulated and semi-regulated markets alike.

Our R&D platform remains at the core of our strategic advantage powering our portfolio of differentiated and high-value assets. In parallel, we are transforming how we manufacture with process innovations such as flow chemistry, photochemistry, and green chemistry improving yield, quality, and sustainability.

**As we enter FY26, we believe Emcure is uniquely positioned as a scientifically strong, therapeutically deep, and operationally agile organization. With a strong balance sheet, healthy cash flows, and improving return metrics, we enter FY26 with greater financial flexibility and strategic momentum. We are expanding our addressable market, investing in execution excellence, and staying ahead of global trends. With a growing pipeline and a scalable infrastructure, we remain confident in our ability to outpace industry growth and create lasting impact for patients and stakeholders.**



\* Net debt is net of current investments

## Management Discussion and Analysis (MD&A)



### Risks and concerns

The Company's business operations are subject to certain risks that may affect its operations and ability to achieve its objectives. The Company does not perceive any risks or concerns other than those that are common to the industry such as regulatory risks, exchange risk, cyber risks and other commercial and business-related risks. The Company has deployed a strong risk mitigation plan which is reviewed regularly for the above areas.



### Internal control systems and their adequacy

The Company has an established process to identify various risks and accordingly formulate and implement mitigation strategies through an independent and robust internal audit system. The internal auditor's reports and recommendations are reviewed and endorsed by the Audit Committee of the Company. The overall policy and framework for managing risk is reviewed periodically by top management to ensure that requisite internal control mechanisms are in place.



### Financial performance with respect to operational performance

Consolidated financial performance of the Company with respect to operational performance for the financial year ended March 31, 2025 is as under:

Parameter (Rs. in Mn)	2024-25	2023-24	YoY Growth (%)
Revenue from operations	78,960	66,583	18.6%
Gross Profit	47,494	41,828	13.5%
EBITDA	14,689	12,297	19.4%
PAT	7,075	5,276	34.1%



### Material developments in Human Resources / Industrial Relations front, including number of people employed

There has been no material development on human resources and industrial relations front. The relationship with employees and workers continued to be cordial at all levels. As on 31 March 2025, total employees' strength was 11,474.

# Management Discussion and Analysis (MD&A)

## Key Financial Ratios

The key financial ratio for 2024-25 and changes therein as compared to the immediately preceding financial year along with detailed explanation in cases where the change is 25% or more is as under:

### a) Debtors Turnover ratio:

Revenue from operations (excluding other operating revenue) divided by average trade receivables.

This ratio for the year was 4.04 (times) as against 3.75 (times) in the previous year

### b) Inventory Turnover ratio:

Cost of goods sold divided by average inventory

This ratio for the year was 1.82 (times) as against 1.70 (times) in the previous year

### c) Interest coverage ratio:

EBITDA (with Other Income) divided by Interest Expense.

This ratio for the year was 8.71 (times) as against 5.38 (times) in the previous year. Significant prepayments of Term Loans from IPO Proceeds lead to decline in Finance Cost which resulted in an increase in Interest Coverage Ratio

### d) Current Ratio:

Current assets/Current liabilities.

This ratio for the year was 1.71 (times) as against 1.33 (times) in the previous year. Post listing, the Company repaid its long term borrowings (including its current maturities). Hence there was substantial reduction in current borrowings which has impacted current ratio

### e) Debt-Equity ratio:

Total Debt/Total Equity. This ratio for the year was 0.16 (times) as against 0.67 (times) in the previous year. During the current year there was capital infusion as well as repayment of borrowings, after the Company got listed on stock exchange. Hence the major change in Debt-Equity ratio

### f) Operating Profit Margin:

EBITDA for the year divided by Net Sales  
Operating profit margin for the year was 18.60% as against 18.47% in the previous year

### g) Net Profit Margin:

Profit for the year/Net Sales

Net profit margin for the year was 8.96% as against 7.92% in the previous year

## Return On Network

Return on Network during the year was 15.32% as against 16.87% in the previous year.

RONW%: Profit attributable to owners divided by Network attributable to owners



## Company Information

### BOARD OF DIRECTORS

**Mr. Berjis Desai**

Chairman & Non-Executive Director

**Mr. Satish Mehta**

Managing Director & CEO

**Mr. Sunil Mehta**

Whole-time Director

**Dr. Mukund Gurjar**

Whole-time Director

**Mrs. Namita Thapar**

Whole-time Director

**Mr. Samit Mehta**

Whole-time Director

**Mr. P. S. Jayakumar**

Independent Director

**Mr. Vijay Gokhale**

Independent Director

**Dr. Shailesh Ayyangar**

Independent Director

**Dr. Vidya Yeravdekar**

Independent Director

**Mr. Samonnoi Banerjee\***

Non-Executive, Non-Independent Director  
(Representing BC Investments IV Ltd)

### DETAILS OF EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

National Stock Exchange of India Limited (NSE)

Stock Code: EMCURE

Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

BSE Limited (BSE)

Stock Code: 544210

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

### CHIEF FINANCIAL OFFICER

Mr. Tajuddin Shaikh

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Chetan Sharma

### STATUTORY AUDITORS

M/s BSR & Co. LLP, Chartered Accountants

### SECRETARIAL AUDITORS

M/s SVD & Associates, Company Secretaries

### BANKERS

Axis Bank Limited

Bank of Baroda

Bank of Maharashtra

Citibank N.A.

HDFC Bank Limited

Standard Chartered Bank

State Bank of India

The Hongkong and Shanghai Banking Corporation Ltd.

### REGISTERED & CORPORATE OFFICE

Plot No. P-1 & P-2, IT-BT Park, Phase-II,

M.I.D.C., Hinjawadi,

Pune - 411057, Maharashtra, India

Tele: +91 20 – 35070033/ 35070000

Fax No.: +91 20 3507 0060

Mail us: corporate@emcure.com

CIN: L24231PN1981PLC024251

### REGISTRAR AND SHARE TRANSFER AGENT:

MUFG Intime India Private Limited

(formerly known as Link Intime India Private Limited)

C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli

(West), Mumbai 400 083, Maharashtra, India

Tel No: + 91 810811 4949

Website: <https://in.mpms.mufg.com/>

# Board's Report

To,

The Members,

## Emcure Pharmaceuticals Limited

Your Directors' take pleasure in presenting the 44<sup>th</sup> Board's Report of the Company, together with the Audited Financial Statements (standalone and consolidated) for the Financial Year ended March 31, 2025.

### 1. FINANCIAL HIGHLIGHTS

The brief highlights of the Financial Statements (standalone and consolidated) of the Company for the Financial Year 2024-25 are as under:

(Rs. in million)

Particulars	Consolidated		Standalone	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Revenue from Operations	78,959.97	66,582.51	43,819.24	34,976.55
Other Income	672.61	438.05	1,188.07	1,262.36
<b>Total Revenue</b>	<b>79,632.58</b>	<b>67,020.56</b>	<b>45,007.31</b>	<b>36,238.91</b>
Less: Total Expenses	64,216.19	54,153.43	37,350.87	30,437.40
<b>Profit before Interest, Taxation, Depreciation, and Amortization (EBITDA)</b>	<b>15,416.39</b>	<b>12,867.13</b>	<b>7,656.44</b>	<b>5,801.51</b>
Less: Finance Costs	1,757.84	2,371.47	1,129.62	1,660.92
Less: Depreciation and amortization expense	3,841.28	3,124.07	2,249.72	2,048.32
<b>Profit before Exceptional Item and Taxation</b>	<b>9,817.27</b>	<b>7,371.59</b>	<b>4,277.10</b>	<b>2,092.27</b>
Less: Exceptional Item	103.78	99.31	-	93.15
Less: Taxation	2,638.82	1,996.53	1,105.82	390.78
<b>Profit for the year</b>	<b>7,074.67</b>	<b>5,275.75</b>	<b>3,171.28</b>	<b>1,608.34</b>
<b>Total comprehensive income for the year</b>	<b>7,389.59</b>	<b>5,432.03</b>	<b>3,159.15</b>	<b>1,554.95</b>

The financial results and the results of operations, including major developments and statement of affairs of the Company have been discussed in detail in the Management Discussion and Analysis Report.

The Financial Statements (standalone and consolidated) have been prepared in accordance with the provisions of the Companies Act, 2013 ("the Act"), Indian Accounting Standards ("Ind AS") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.

### 2. STATE OF COMPANY'S AFFAIRS

During the year under review, the Company continued its operations in its ordinary course. The operational and financial performance, amongst others is given in the Management Discussion and Analysis Report, forming part of the Annual Report.

During the year under review, the Company's Equity Shares got listed on the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') through an initial public offering on July 10, 2024.

### 3. INITIAL PUBLIC OFFERING

During the year under review, the Company has successfully completed its Initial Public Offering ("IPO") comprising of fresh

issue of 79,46,231 Equity Shares and an offer for sale of 1,14,28,839 Equity Shares of face value of Rs. 10 each for cash price of Rs. 1,008/- per Equity Share including a premium of Rs. 998/- per Equity Share, aggregating total offer to Rs. 19,520.27 million.

The Equity Shares of the Company were listed on National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') on July 10, 2024. The issue was led by book running lead managers, viz. Kotak Mahindra Capital Company Limited, Axis Capital Limited, Jefferies India Private Limited and J.P. Morgan India Private Limited.

Your Directors would like to thank the Merchant Bankers, legal counsels and other Stakeholders for their support to the Company in achieving a successful IPO and listing.

Your Directors extend their heartfelt gratitude to the Shareholders for investing/subscribing for the Equity Shares in the IPO and reposing their continuous trust and faith in the Company and its management.

### 4. DIVIDEND

Pursuant to Regulation 43A of SEBI Listing Regulations, the Company has formulated and adopted a Dividend Distribution Policy ('the Policy'), setting out the broad principles for guiding the Board and the management in matters relating to declaration and distribution of dividend. The Policy is available on the Company's website at [www.emcure.com](http://www.emcure.com)

# Board's Report

The Board of Directors of the Company at its meeting held on May 22, 2025, recommended a final dividend of Rs. 3/- (i.e., @30%) per Equity Share of Rs. 10/- each, for the Financial Year ended

March 31, 2025. The final dividend is subject to the approval of the Members in the ensuing Annual General Meeting (the "AGM") and shall be subject to deduction of income tax at source as per applicable laws. The said dividend, if approved by the Members at the ensuing AGM will be paid to those Members whose name appears on the Register of Members (including Beneficial Owners) of the Company as at the Record Date i.e. August 14, 2025.

## 5. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitment affecting the financial position of the Company occurred between the end of the Financial Year i.e. March 31, 2025 and the date of this report.

## 6. SHARE CAPITAL & RESERVES

During the year under review, there was no change in the authorised share capital of the Company. However, the paid-up share capital of the Company was increased from Rs. 181,15,21,160/- divided into 18,11,52,116 Equity Shares of face value of Rs. 10/- each to Rs. 189,48,33,470/- divided into 18,94,83,347 Equity Shares of face value of Rs. 10/- each in following ways:

- a) Allotment of 79,46,231 (Seventy Nine Lacs Forty Six Thousand Two Hundred and Thirty One) Equity Shares of Rs. 10/- each under Initial Public offer of the Company on July 08, 2024.
- b) Allotment of 3,33,500 (Three Lacs Thirty Three Thousand and Five Hundred) Equity Shares of Rs. 10/- each of the Company to the eligible employees, pursuant to "Emcure - Employee Stock Option Scheme 2013" of the Company, upon exercise of 3,33,500 vested options on November 22, 2024.
- c) Allotment of 51,500 (Fifty One Thousand and Five Hundred) Equity Shares of Rs. 10/- each of the Company to the eligible employees, pursuant to "Emcure - Employee Stock Option Scheme 2013" of the Company, upon exercise of 51,500 vested options on March 24, 2025.

The Board of Directors has decided not to transfer any amount to General Reserves, for the year under review.

## 7. STATEMENT OF DEVIATION(S) OR VARIATION(S)

During the year under review and in pursuance to Regulation 32 of the SEBI Listing Regulations, there was no deviation(s) or variation(s) in the utilization of proceeds raised through IPO as mentioned in the objects stated in the Offer Documents of the Company. Details of utilisation of IPO proceeds are disclosed in Note No. 57 of Standalone Financial Statements.

## 8. EMPLOYEE STOCK OPTION SCHEME

The Company has formulated the Emcure – Employee Stock Option Scheme 2013 ("Emcure ESOS 2013"), with an objective to reward the employees for their performance, to motivate them to contribute to the growth and profitability of the Company and to

promote culture of employee ownership as well as to attract, retain, motivate and incentivize the employees.

The Emcure ESOS 2013 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI SBEB Regulations") and have also been ratified by the Members of the Company on December 23, 2024, through Postal Ballot.

The certificate from the Secretarial Auditor of the Company confirming that the aforesaid scheme has been implemented in accordance with the SEBI SBEB Regulations along with the resolution passed by the Members, would be available for inspection by the Members during the forthcoming AGM of the Company.

The disclosure as mandated under the SEBI SBEB Regulations is available on website of the Company at [www.emcure.com](http://www.emcure.com). The details also form part of Note No. 45 of the notes to accounts of the Standalone Financial Statements of the Company.

The disclosure in compliance with Regulation 14 of the SEBI SBEB Regulations in relation to Emcure ESOS 2013, are set out in **Annexure – I** to this Report.

## 9. CREDIT RATING(S)

The details of credit ratings as at the Financial Year ended March 31, 2025, are disclosed in the Corporate Governance Report forming part of this Report.

## 10. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year under review, Emcutix Biopharmaceuticals Limited ("Emcutix"), a wholly-owned subsidiary of the Company was incorporated on October 03, 2024. Emcutix is engaged in the business of developing and marketing innovative solutions in both therapeutic and aesthetic dermatology.

Further, the Company, together with its subsidiary, Gennova Biopharmaceuticals Limited, had entered into Share Subscription and Shareholders' Agreement dated July 25, 2024 and Power Purchase Agreement(s), acquiring stake in Sunsore Solarpark Twelve Private Limited, by virtue of which, Sunsore Solarpark Twelve Private Limited became an Associate Company of the Company, in accordance with the provisions of the Act. The Agreement was entered to meet the energy requirements for facilities based in the State of Maharashtra.

As on March 31, 2025, the Company had 23 subsidiaries (including direct & indirect) and 1 Associate Company, pursuant to the provisions of the Act. Pursuant to the provisions of Section 129(3) of the Act read with the Companies (Accounts) Rules, 2014 and in accordance with applicable Accounting Standards, a statement containing the salient features of the Financial Statements for the Financial Year ended March 31, 2025 of the Company's subsidiaries/associates in the prescribed Form AOC-1 is annexed as **Annexure-II** to this Report.

In accordance with Section 136 of the Act, the Audited Financial Statements and related information of the Company and its subsidiaries, wherever applicable, are available on the Company's website: [www.emcure.com](http://www.emcure.com). The same are also available for inspection during the business hours on all working days at the

# Board's Report

registered office of the Company in electronic mode.

## 11. MATERIAL SUBSIDIARIES

The Board of Directors of the Company has formulated a "Policy for determining Material Subsidiaries" in conformity with the provisions of SEBI Listing Regulations. The Policy is available at Company's website at [www.emcure.com](http://www.emcure.com).

For the Financial Year 2024-25, Zuventus Healthcare Limited, Tillomed Laboratories Limited, and Emcure Pharma UK Ltd. are categorized as material subsidiaries of the Company as per the thresholds laid down under the SEBI Listing Regulations. The Company has complied with all the legal requirements in respect of material subsidiaries.

## 12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, guarantees given, investments made and securities provided, if any, under Section 186 of the Act forms part of the Note Nos. 5 and 6 of the Standalone Financial Statements which forms part of the Annual Report.

## 13. PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the Financial Year under review.

## 14. RELATED PARTY TRANSACTIONS

During the year under review, the Company has revised its "Related Party Transactions Policy" in accordance with the recent amendments under the SEBI Listing Regulations. The Company's Related Party Transactions Policy, as approved by the Board, is available on the website of the Company at [www.emcure.com](http://www.emcure.com).

All other contracts / arrangements / transactions entered into by the Company during the year under review were in the ordinary course of business and at arm's length basis. The Company had not entered into any contract/ arrangements/ transactions with related parties which could be considered material in accordance with the SEBI Listing Regulations or the Related Party Transactions Policy of the Company and which is required to be reported in Form AOC-2. Particulars of contracts or arrangements with the related parties as referred to in sub-section (1) of Section 188 of the Act is forming part of this Report as **Annexure - III** (Form AOC-2).

All related party transactions are placed before the Audit Committee for their approval. Prior omnibus approval of the Audit Committee is obtained annually for transactions that are in the ordinary course of business and on an arm's length basis, of repetitive nature. The transactions entered pursuant to the omnibus approval so granted along with the statement giving details of all related party transactions are placed before the Audit Committee for their review on a quarterly basis.

The details of contract/ arrangements/ transactions entered into by the Company with Related Parties during the Financial Year under review are set out in the Notes to the Financial Statements.

## 15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(3) of the SEBI Listing Regulations, the

Management Discussion and Analysis Report for the Financial Year 2024-25, has been presented in a separate section forming part of the Annual Report.

## 16. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations and the Act, a separate Corporate Governance Report forms part of this Report and is annexed as **Annexure - IV**.

The Company has obtained a Certificate from Practicing Company Secretary confirming compliance with conditions of Corporate Governance as stipulated under Clause E of Schedule V of the SEBI Listing Regulations, which forms part of this Report and is annexed as **Annexure V**.

The Company has received a Certificate from Practicing Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified by MCA or SEBI or any such statutory authority from being appointed / continuing as Director and the same is annexed as **Annexure VI**, which forms part of this Report.

## 17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2025, your Board comprised of 10 Directors including 5 Executive Directors (including Managing Director & CEO), 1 Non-Executive & Non-Independent Director and 4 Non-Executive & Independent Directors (including one woman Independent Director). The details of Board and Committee compositions, tenure of Directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Report.

During Financial Year 2024-25, the following changes took place in the Board composition:

### Appointment(s)/ Re-appointment(s)

Based on the recommendation of Nomination and Remuneration Committee ("NRC") and Board of Directors, Mrs. Namita Thapar (DIN: 05318899) was re-appointed as Whole-time Director of the Company with effect from July 28, 2024, for a period of five (5) years, liable to retire by rotation, in the 43rd AGM of the Company held on June 05, 2024.

### Cessation(s)/ Resignation(s)

Mr. Samonnoi Banerjee (DIN: 06874206) resigned as a Non-Executive & Non-Independent Director of the Company with effect from close of business hours on November 23, 2024. Your Directors places on record their sincere appreciation for his invaluable contribution and guidance during his tenure as Non-Executive & Non-Independent Director of the Company.

### Retirement by Rotation

Mr. Samit Mehta (DIN: 00332562) and Mr. Sunil Mehta (DIN: 00118469), Whole-time Directors of the Company, are liable to retire by rotation at the ensuing AGM and being eligible have offered themselves for re-appointment. Resolutions seeking Members' approval for their re-appointment forms part of Notice of the ensuing AGM, as recommended by the NRC and the Board.

Necessary disclosures as required under the Act, SEBI Listing Regulations and Secretarial Standard-2 on General Meetings



# Board's Report

issued by the Institute of Company Secretaries of India, for the above-mentioned re-appointments are provided in the Notice of the 44th AGM of the Company.

## Changes in Key Managerial Personnel

During the year under review, there were no changes in the Key Managerial Personnel ("KMP") of the Company.

Mr. Samit Mehta, Whole-time Director of the Company is also a KMP of the subsidiary company and draws remuneration from the subsidiary company.

## 18. DECLARATION BY INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Act, each Independent Director has confirmed to the Company that he or she meets the criteria of independence as laid down in Section 149(6) of the Act, and is in compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, each Independent Director has affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act. The Board has taken on record such declarations after due assessment of their veracity.

## 19. FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of Regulation 25(7) of the SEBI Listing Regulations, the Company periodically conducts Familiarisation Programme(s) 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 details of the Familiarisation Programme are available on the website of the Company at: [www.emcure.com](http://www.emcure.com).

## 20. BOARD MEETINGS

During the year under review, the Board of Directors of the Company met seven (7) times. The details of the Board meetings including their attendance and composition are provided in the Corporate Governance Report, which forms a part of this Report.

## 21. COMMITTEES OF THE BOARD

As on March 31, 2025, the Board has 5 (five) statutory Committees:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholders' Relationship Committee;
- d) Risk Management Committee; and
- e) Corporate Social Responsibility Committee.

The details of the Board and Committee meetings including their attendance and composition are provided in the Corporate Governance Report, which forms a part of this Report.

The Company had also constituted IPO Committee for matters related to Initial Public Offering of the Company, which was dissolved during the year under review.

## 22. BOARD EVALUATION

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Company has framed a Policy for performance evaluation of Independent Directors, Board, Committees, and other individual Directors, which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

During the year, in terms of requirements under Schedule IV of the Act and Regulation 25(3) of the SEBI Listing Regulations, a separate meeting of the Independent Directors was held wherein the performance of the Non-Independent Directors, performance of the Board as a whole (including the Committees) and also that of the Managing Director and Chairman was carried out in terms of the provisions of the Act. Performance evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the director being evaluated.

## 23. INTERNAL FINANCIAL CONTROLS

The Company has established a comprehensive internal controls framework. This framework encompasses procedures and mechanisms that are pivotal in augmenting operational efficiency and effectiveness, curtailing risks and expenditures, and fostering enhanced decision-making and accountability.

During the year, effectiveness of internal financial controls is ensured through management reviews, control self-assessment and independent testing by the Internal Audit Team.

## 24. RISK MANAGEMENT

The Company has in place a risk management framework for identification and management of risks.

Pursuant to Regulation 21(4) read with para C (1) of Part D of Schedule II of the SEBI Listing Regulations, the Company has constituted a Risk Management Committee comprising members of the Board of Directors. The terms of reference of the Committee and composition thereof including details of meetings held during the Financial Year 2024-25 forms part of the Corporate Governance Report, which forms part of this Report.

Additional details relating to Risk Management are provided in the Management Discussion and Analysis Report forming part of this Report.

## 25. VIGIL MECHANISM

The Company has adopted a Vigil Mechanism Policy (the "Policy") for the stakeholders to report genuine concerns/grievances. The Policy provides for adequate safeguards against the victimisation of the employees who use the vigil mechanism. The Policy is available on the website of the Company at: [www.emcure.com](http://www.emcure.com).

# Board's Report

## 26. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

As per the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') read with Rules made thereunder, the Company has constituted Internal Complaints Committee(s). In order to build awareness in this area, the Company has been conducting necessary trainings in the organization on an ongoing basis.

Sr. No.	Particulars	Number of Complaints
1.	Number of complaints pending at the beginning of the year	1
2.	Number of complaints received during the year	2
3.	Number of complaints disposed of during the year	3*
4.	Number of cases pending at the end of the year	Nil
5.	Number of cases resolved beyond 90 days	Nil

\* One case which was received during the quarter ended March 31, 2024 has been disposed-off during the quarter ended June 30, 2024.

## 27. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

In terms of the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, (as amended), the Board has constituted a Corporate Social Responsibility ("CSR") Committee. The composition, terms of reference of the CSR Committee and meetings held during the year is provided in the Corporate Governance Report, which forms a part of this Report.

The Board of Directors of the Company has adopted a CSR Policy on the recommendation of the CSR Committee and the CSR Policy has been amended from time to time to ensure its continued relevance and to align it with the amendments to applicable provisions of law. The CSR activities are undertaken in accordance with the said Policy. The CSR policy of the Company is available on the website of the Company at: [www.emcure.com](http://www.emcure.com).

The Annual Report on CSR activities containing details of expenditure incurred by the Company and brief details on the CSR activities during the year are provided as **Annexure – VII** to this Report.

## 28. NOMINATION AND REMUNERATION POLICY

Pursuant to Section 178(3) of the Act and Regulation 19 read with Schedule II Part D of the SEBI Listing Regulations, the Nomination and Remuneration Committee of the Company has formulated the criteria for identification and Board nomination of the suitable candidates as well as the Policy on remuneration for Directors, Key Managerial Personnel and Senior Management of the Company. The "Nomination and Remuneration Policy" as approved by the Board is available on the website of the Company at: [www.emcure.com](http://www.emcure.com).

## 29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The prescribed particulars of employees required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure – VIII** to this Report. Further, the information pertaining to Rule 5(2) & 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. Any Member interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer of the Company either at the Registered/ Corporate Office address or by email to: [investors@emcure.com](mailto:investors@emcure.com).

## 30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

The information regarding conservation of energy, technology absorption and foreign exchange earnings/outgo as stipulated under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as **Annexure – IX** to this Report.

## 31. AUDITORS

### a) Statutory Auditors

M/s. B S R & Co. LLP, Chartered Accountants (FRN 101248W/W-100022), have been re-appointed as the Statutory Auditor of the Company for a period of 5 (five) years at the 41<sup>st</sup> AGM of the Company to hold office till the conclusion of the 46<sup>th</sup> AGM of the Company.

The Auditors' Report provided by M/s. B S R & Co. LLP for the Financial Year ended March 31, 2025, is enclosed along with the Financial Statements in the Annual Report. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Auditors have confirmed the Company that their continued appointment for the Financial Year 2025-26 is within the limits prescribed under Section 141 of the Act.

### b) Secretarial Auditors

M/s. SVD & Associates, Company Secretaries, Pune, a Peer Reviewed Firm of Company Secretaries in Practice (UIN P2013MH031900 and Peer Review No. 6357/2025), was appointed by the Board to conduct the Secretarial Audit for the Financial Year ended March 31, 2025.

## Board's Report

The Secretarial Audit Report issued by M/s. SVD & Associates, for the Financial Year 2024-25, confirms that the Company has complied with the provisions of the applicable laws and does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Act. The report in Form MR-3 is annexed as **Annexure X(A)** to this Report.

The Annual Secretarial Compliance Report has been submitted to the Stock Exchanges as required under Regulation 24A of SEBI Listing Regulations. Further, during the Financial Year 2024-25, no penalties, strictures were imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets.

Pursuant to provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, read with Rules made thereunder, the Board of Directors at its meeting held on May 22, 2025 have approved the appointment of M/s SVD & Associates, Company Secretaries, Pune, a Peer Reviewed Firm of Company Secretaries in Practice (UIN P2013MH031900 and Peer Review No. 6357/2025), as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 subject to approval of the Members of the Company at the ensuing Annual General Meeting. Resolutions seeking Members' approval for their appointment forms part of Notice of the ensuing AGM.

M/s SVD & Associates has consented to act as the Secretarial Auditor of the Company and confirmed that the appointment, if approved, would be within the limits prescribed under the Act and SEBI Listing Regulations and further confirmed that they are not disqualified to be appointed as the Secretarial Auditor under the applicable provisions of the Act read with Rules made thereunder, and SEBI Listing Regulations.

### Secretarial Audit Report of Material Subsidiaries

Pursuant to Regulation 24A(1) of the SEBI Listing Regulations, Secretarial Audit of Zuventus Healthcare Limited ("Zuventus"), a material subsidiary of the Company was undertaken by M/s. Manish Ghia & Associates, Company Secretaries, (Unique ID No. P2006MH007100) and the Secretarial Audit Report issued by them are annexed as **Annexure – X(B)** to this Report. The said Report of Zuventus do not contain any qualification, reservation or adverse remark.

### c) Cost Auditors

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly, such accounts and records are maintained by the Company.

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board, on the recommendation of the Audit Committee, had appointed M/s. B. M. Sharma & Co. (Firm Registration no. 000219), Cost Accountants, as Cost Auditor of the Company, to conduct the audit of Company's cost records for the Financial Year 2024-25.

The Board on the recommendation of the Audit Committee has re-appointed M/s. B. M. Sharma & Co. (Firm Registration no. 000219), Cost Accountants, as Cost Auditor of the Company to conduct the audit of Company's cost records for the Financial Year 2025-26.

As per the provisions of the Act, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. B. M. Sharma & Co., Cost Auditors, for the Financial Year 2025-26, is placed before the Members at the ensuing AGM of the Company.

### 32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORY OR COURTS

There was no significant or material order passed by any regulator or court or tribunal which would impact the status of the Company as a going concern and the operations in future.

### 33. ANNUAL RETURN

Pursuant to the provisions of Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return for the Financial Year 2024-25, can be accessed on the Company's website at: [www.emcure.com](http://www.emcure.com).

### 34. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as amended from time to time.

### 35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Act, it is confirmed that the Directors have:

- in the preparation of the annual accounts for the year ended March 31, 2025, followed applicable accounting standards and there was no material departure from the same;
- selected appropriate 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 as at March 31, 2025, and of the profit of the Company for the financial year ended on that date;
- 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;
- prepared the annual accounts of the Company on a going concern basis;
- laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

# Board's Report

## 36. HUMAN RESOURCES DEVELOPMENT

The company places great value on its human resources, considering them as vital assets essential for the Company's growth. The Company actively engages with its employees to enhance their skills and knowledge. Moreover, the Company is committed to building its brand reputation to attract and retain top talent in the industry. Throughout the period, employee relations remained positive and cooperative across all levels, reflecting the Company's ongoing efforts to maintain such healthy relationships in the future. As of March 31, 2025, the Company has employed 6,731 permanent employees on the payroll across all its locations.

## 37. INDUSTRIAL RELATIONS

Industrial Relations for the period under review continued to be cordial.

## 38. OTHER DISCLOSURES

1. The Company had entered into a royalty-free voluntary licensing agreement with Gilead Sciences Ireland UC, part of California, to manufacture and supply generic versions of Lenacapavir.
2. The Company had inaugurated its state-of-the-art Formulation Research and Development (R&D) Centre near Tapovan Circle, Ahmedabad, on January 23, 2025, strategically designed to enable breakthroughs in complex drug delivery systems, such as sustained-release formulations, Liposomal injections and advanced dermal therapies. The new R&D facility is designed to accelerate pharmaceutical innovation with state-of-the-art laboratories and advanced equipment for each of the dosage forms.
3. There was no instance of fraud during the year under review, which required the Statutory Auditor to report to the Audit Committee and / or the Board under Section 143(12) of the Act read with Rules framed thereunder.

4. There was no change in the nature of the Business.

5. 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.

6. Details as prescribed under section 134 of the Act read with Rules made thereunder, applicable to the Company, have been specifically given in this Report, wherever applicable.

## 39. DIFFERENCE IN VALUATION

The Company has never made any one-time settlement against the loans obtained from banks and financial institution and hence this clause is not applicable.

## 40. ACKNOWLEDGEMENTS

The Board of Directors acknowledge the valuable guidance and continued support extended by the government and other regulatory authorities, Company's customers, business partners, distributors, suppliers, medical professionals, Banks, financial institutions and other Stakeholders. Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

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

For and on behalf of the Board of Directors  
**Emcure Pharmaceuticals Limited**

**Date:** May 22, 2025  
**Place:** Pune

**Berjis Desai**  
**Chairman**  
**DIN: 00153675**

## Annexure - I to Board's Report

### Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2025

Sr. No.	Particulars	Status of compliance
1	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	Refer to the Board's Report, page no. 48 of the Annual Report for FY 2024-25
2.	Further, the following details, inter alia, shall be disclosed on the Company's website and a web-link thereto shall be provided in the report of Board of Directors.	
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Disclosed in Notes to Accounts – Note 45 to Standalone financial statements for the year ended March 31, 2025, page no. 165 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102, Share based payment)
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Diluted EPS calculated in accordance with 'Indian Accounting Standard (Ind AS) 33' is as under: Standalone - 16.95 per share Consolidated - 36.43 per share
C.	<b>Details related to ESOS</b>	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	
a)	Date of shareholders' approval	December 23, 2024. <i>(Date of shareholder's approval for amendment &amp; ratification of Emcure ESOS 2013 by way of special resolution through postal ballot post listing)</i>
b)	Total number of options approved under ESOS	94,54,917
c)	Vesting requirements	Options Granted under Emcure ESOS 2013 (the Scheme) would vest within a period not less than one year and not more than five years from the Grant Date of such Options, as set out in the Grant Letter. Vesting of Options would be subject to compliance with the terms of the Scheme and continued employment with the Company.
d)	Exercise price or pricing formula	Unless the Nomination and Remuneration Committee determines otherwise, whether generally or in respect of any specific options, the exercise price of the vested option will be higher of: <ul style="list-style-type: none"> <li>the closing Market Price of the Shares on the Grant Date; or</li> <li>the Book Value of the Shares as per the last audited balance sheet as on the Grant Date.</li> </ul>
e)	Maximum term of options granted	Vested Options can be Exercised within a period of five years from the date of Vesting.
f)	Source of shares (primary, secondary or combination)	Primary



## Annexure - I to Board's Report

Sr. No.	Particulars	Status of compliance
g)	Variation in terms of options	Post listing, the Scheme was amended and ratified by passing of shareholders resolution through Postal Ballot dated December 23, 2024, which <i>inter-alia</i> includes amendments related to deletion of pre-IPO term & conditions and increase in the pool size of the Scheme viz 5% of the existing paid-up capital of the Company.
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable
(iv)	Option movement during the year (For each ESOS):	
	1. Number of options outstanding at the beginning of the period	10,90,000
	2. Number of options granted during the year	5,85,000
	3. Number of options forfeited / lapsed during the year	1,09,000
	4. Number of options vested during the year	1,32,000
	5. Number of options exercised during the year	3,85,000
	6. Number of shares arising as a result of exercise of options	3,85,000
	7. Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 140,880,990
	8. Loan repaid by the Trust during the year from exercise price received	Not Applicable
	9. Number of options outstanding at the end of the year	11,81,000
	10. Number of options exercisable at the end of the year	3,75,000
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Disclosed in Notes to Accounts - Note 45 to Standalone financial statements for the year ended March 31, 2025, page no. 165 of the Annual Report.
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	
	a. Senior Managerial Personnel as defined under Reg. 16(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.	Refer to Annexure - A
	b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	
	c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Disclosed in Notes to Accounts – Note 45 to Standalone financial statements for the year ended March 31, 2025, page no. 165 of the Annual Report.
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Black Scholes Merton Model

## Annexure - I to Board's Report

Sr. No.	Particulars	Status of compliance																					
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Expected volatility has been based on an evaluation of the historical volatility, adjusted for any expected changes to future volatility due to publicly available information of the share price of the Company/peers, particularly over the historical period commensurate with the expected term. The expected term of the instrument has been based on historical experience and general option holder behaviour.																					
(d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	For other assumptions used to derive fair value refer Notes to Accounts – Note 45 to Standalone financial statements for the year ended March 31, 2025, page no. 165 of the Annual Report.																					
	<p><b>Disclosures in respect of grants made in three years prior to IPO under each ESOS</b></p> <p>Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.</p>	<table><tr><th>FY</th><th>Date of Grant</th><th>No. of Options Granted</th><th>Exercise Price (in Rs.)</th></tr><tr><td rowspan="2">2021-22</td><td>May 27, 2021</td><td>3,40,000</td><td>862.07</td></tr><tr><td>February 22, 2022</td><td>1,10,000</td><td>1000.05</td></tr><tr><td rowspan="2">2022- 23</td><td>October 20, 2022</td><td>30,000</td><td rowspan="2">1008.21</td></tr><tr><td>February 13, 2023</td><td>2,50,000</td></tr><tr><td>2023- 24</td><td>-</td><td>-</td><td>-</td></tr></table> <p>For other details refer notes to accounts of the standalone financial statements for FY 2021-22, FY 2022-23, FY 2023-24 available on our website <a href="https://www.emcure.com/investors/">https://www.emcure.com/investors/</a></p>	FY	Date of Grant	No. of Options Granted	Exercise Price (in Rs.)	2021-22	May 27, 2021	3,40,000	862.07	February 22, 2022	1,10,000	1000.05	2022- 23	October 20, 2022	30,000	1008.21	February 13, 2023	2,50,000	2023- 24	-	-	-
FY	Date of Grant	No. of Options Granted	Exercise Price (in Rs.)																				
2021-22	May 27, 2021	3,40,000	862.07																				
	February 22, 2022	1,10,000	1000.05																				
2022- 23	October 20, 2022	30,000	1008.21																				
	February 13, 2023	2,50,000																					
2023- 24	-	-	-																				
D.	Details related to ESPS	Not Applicable																					
E.	Details related to SAR	Not Applicable																					
F.	Details related to GEBS / RBS	Not Applicable																					
G.	Details related to Trust	Not Applicable																					

## Annexure – A

### Employee wise details of options granted during the Financial Year 2024-25

a. Senior Managerial Personnel as defined under Reg. 16(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

Sr. No.	Name of Employee	Designation	Number of options granted	Exercise Price
1.	Mr. Rajesh Nair	President - Human Resources	20,000	Rs.1,028.35/-
2.	Mr. Deepak Gondaliya	President - Technical Operations	20,000	
3.	Mr. Tajuddin Shaikh	Chief Financial Officer	20,000	
4.	Mr. Chetan Sharma	Company Secretary and Compliance Officer	10,000	

b. Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year:

Sr. No.	Name of Employee	Designation	Number of options granted	Exercise Price
1.	Kuldeep Sharma	Cluster Head	30,000	Rs.1,028.35/-
2.	Gaurav Sinha	Senior Director - Supply Chain	30,000	
3.	Rajit Poovapotta	Senior Director - Sales & Marketing	30,000	
4.	Ashish Jagyasi	Lead Business Development	30,000	
5.	Anil Kukreja	EVP - Clinical Research & Medical Affairs	30,000	
6.	Alhad Mahajani*	Vice President – Marketing, Zuventus Healthcare Limited	30,000	
7.	Rakesh Rana*	Vice President – Sales, Zuventus Healthcare Limited	30,000	
8.	Sudeep Raj*	Vice President – HR, Zuventus Healthcare Limited	30,000	
9.	Sanjay Pashine*	COO, Tillomed Laboratories Limited	30,000	
10.	Ajit Srimal*	CEO, Tillomed Laboratories Limited	45,000	

\*Note: Employees of subsidiaries of the Company.

c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant. - Nil

# Annexure - II to Board's Report

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### Part A - Subsidiaries

Sl. No.	Name of the subsidiary	Date since when subsidiary was acquired	Reporting period for the subsidiary concerned	Reporting Currency	Exchange Rate	Share capital	Reserves and Surplus	Total assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before tax	Provision for taxation	Profit / (Loss) after tax	Proposed Dividend (%)	Extent of shareholding (%)
1.	Gennova Biopharmaceuticals Limited	June 19, 2001	March 31, 2025	INR	1.00	55.11	2,322.46	7,392.49	5,014.90	1.59	4,299.46	(141.52)	(26.34)	(115.18)	-	87.95
2.	Zuventus Healthcare Limited	May 27, 2002	March 31, 2025	INR	1.00	200.55	8,097.30	11,170.72	2,872.87	-	10,850.46	1,906.58	558.76	1,347.82	-	79.58
3.	Emcure Biopharmaceuticals Limited	October 03, 2024	March 31, 2025	INR	1.00	0.10	(50.54)	148.05	198.49	-	118.77	(67.16)	(16.97)	(50.19)	-	100
4.	Emcure Nigeria Limited	July 01, 2007	March 31, 2025	NAIRA	0.06	1.89	6.08	14.59	6.62	-	1.14	1.25	-	1.25	-	100
5.	Emcure Pharmaceuticals Mena FZ-LLC	June 16, 2010	March 31, 2025	AED	23.27	322.39	8.51	923.73	592.83	-	1,037.51	71.08	7.01	64.07	-	100
6.	Emcure Pharmaceuticals South Africa (Pty) Limited	July 19, 2010	March 31, 2025	ZAR	4.66	178.76	144.05	1,620.02	1,297.21	-	3,136.58	173.22	49.72	123.50	-	100
7.	Emcure Brazil Farmaceutica Ltda	January 21, 2011	March 31, 2025	BRL	14.94	122.55	(325.68)	15.68	218.81	-	1.86	(33.07)	-	(33.07)	-	100
8.	Emcure Pharma Philippines Inc.	May 07, 2021	March 31, 2025	Philippine peso	1.49	15.11	(9.21)	193.93	188.03	-	217.55	(6.78)	0.11	(6.89)	-	100
9.	Emcure Pharma UK Ltd	November 06, 2012	March 31, 2025	GBP	110.34	3,110.06	1,683.93	5,391.92	597.93	4,128.92	-	(4.39)	-	(4.39)	-	100
10.	Emcure Pharma Peru S.A.C	May 14, 2014	March 31, 2025	SOL	23.25	41.07	(33.12)	592.43	514.48	-	272.99	15.67	-	15.67	-	100
11.	Emcure Pharma Mexico S.A. DE CV.	September 23, 2014	March 31, 2025	MXN	4.17	0.21	(126.91)	18.24	144.94	-	88.05	(30.30)	-	(30.30)	-	100
12.	Marcan Pharmaceuticals Inc.	November 09, 2015	March 31, 2025	CAD	59.45	2,483.54	1,050.21	7,335.97	3,802.22	0.01	8,410.50	1,261.79	347.55	914.24	-	100
13.	Emcure Pharmaceuticals Pty Ltd	June 17, 2015	March 31, 2025	AUD	53.40	46.72	(29.02)	20.19	0.49	-	14.69	1.34	0.44	0.90	-	100
14.	Emcure Pharma Chile SpA	October 2, 2020	March 31, 2025	Chilean Peso	0.09	35.62	22.99	911.36	852.75	-	833.77	45.28	2.36	42.92	-	100
15.	Lazar Pharmaceuticals Ltd.	February 04, 2021	March 31, 2025	Shilling	0.66	52.85	18.73	276.59	205.01	-	225.19	15.72	4.74	10.98	-	100
16.	Tillomed Pharma GmbH	January 12, 2016	March 31, 2025	EURO	92.41	622.56	(453.83)	1,075.66	906.93	-	647.53	(81.81)	(2.43)	(79.38)	-	100
17.	Tillomed Laboratories Ltd	April 16, 2014	March 31, 2025	GBP	110.34	2,001.39	6,341.05	9,831.00	1,488.56	-	9,310.44	2,013.81	503.44	1,510.37	-	100
18.	Laboratorios Tillomed Spain SLU	September 29, 2016	March 31, 2025	EURO	92.41	40.71	(11.79)	175.95	147.03	-	66.61	(12.36)	-	(12.36)	-	100
19.	Tillomed Italia SRL	January 11, 2017	March 31, 2025	EURO	92.41	531.74	(346.84)	2,359.41	2,174.51	-	2,854.82	154.06	41.19	112.87	-	100
20.	Tillomed France SAS	May 30, 2018	March 31, 2025	EURO	92.41	18.61	95.96	279.97	165.40	-	74.42	7.68	1.92	5.76	-	100
21.	Tillomed Malta Ltd.	June 06, 2022	March 31, 2025	EURO	92.41	46.08	52.60	1,861.62	1,762.94	-	2,687.74	59.49	20.85	38.64	-	100
22.	Mantra Pharma Inc.	November 06, 2023	March 31, 2025	CAD	59.45	0.01	312.98	7,423.60	7,110.61	-	4,919.82	435.81	138.95	296.86	-	100
23.	Emcure Pharmaceuticals Dominicana, S.A.S	November 15, 2023	March 31, 2025	-	-	-	-	-	-	-	-	-	-	-	-	-

#### NOTE

- During the year under review:

- Emcure Biopharmaceuticals Limited, a wholly-owned subsidiary of the Company was incorporated on October 03, 2024.
- Emcure Pharmaceuticals Dominicana, S.A.S, subsidiary of the Company, did not commence operations during the Financial Year.
- There is no subsidiary which has been liquidated or sold during the Financial Year.



# Annexure - II to Board's Report

## Part B - Associates and Joint Ventures

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

#### Name of Associates or Joint Ventures

- 1 Latest audited Balance Sheet Date
- 2 Date on which the Associate or Joint Venture was associated or acquired
- 3 Shares of Associate or Joint Ventures held by the company on the year end  
No. of shares  
Amount of Investment in Associates or Joint Venture  
Extent of Holding (in percentage)
- 4 Description of how there is significant influence
- 5 Reason why the associate/joint venture is not consolidated
- 6 Net worth attributable to shareholding as per latest audited Balance Sheet
- 7 Profit or Loss for the year
  - i. Considered in Consolidation
  - ii. Not Considered in Consolidation

NIL

Note: During the year under review:

- The Company had invested in Sunsure Solarpark Twelve Private Limited ("SSTPL"), however, the Company does not have significant influence on SSTPL as it does not participate in the management and / or financial decisions of SSTPL. As such its financials are not included in the Consolidated Financial Statements of the Company.
- There is neither any Associate Company /Joint Venture which is yet to commence operations nor any Associate Company/ Joint Venture which has been liquidated or sold.

For and on behalf of the Board of Directors  
Emcure Pharmaceuticals Limited

**Berjis Desai**  
Chairman  
DIN: 00153675

**Satish Mehta**  
Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**  
Chief Financial Officer

**Chetan Sharma**  
Company Secretary  
Membership No. F8352

**Date:** May 22, 2025  
**Place:** Pune

## Annexure - III to Board's Report

### Form No. AOC-2

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

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

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

There were no contracts or arrangements or transactions entered into with related parties during the year ended March 31, 2025, which were not at arm's length basis.

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

There were following material contracts or arrangement or transactions at arm's length basis with related parties for the year ended March 31, 2025.

Nature of contracts/ arrangements/ transactions	Name of the related party	Nature of relationship	Duration of the Contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value if any	Amount (Rs. in Million)	Date of approval by the Board, if any	Amount paid as advances, if any
Holding of Office or Place of Profit	Mr. Vikas Thapar	Spouse of Mrs. Namita Thapar - Whole-time Director	Ongoing	Transaction at arm's length basis	50.32	May 20, 2014	-
Holding of Office or Place of Profit	Mr. Sanjay Mehta	Brother of Mr. Sunil Mehta - Whole-time Director	Ongoing	Transaction at arm's length basis	48.25	July 27, 2021	-
Holding of Office or Place of Profit	Mr. Rutav Mehta	Son of Mr. Sunil Mehta - Whole-time Director	Ongoing	Transaction at arm's length basis	5.04	June 01, 2023	-

Note: The above disclosures on material transactions are based on criteria as prescribed under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014.

For and on behalf of the Board of Directors  
EMCURE PHARMACEUTICALS LIMITED

BERJIS DESAI  
CHAIRMAN  
DIN: 00153675

Date: May 22, 2025

Place: Pune

# Annexure - IV to Board's Report

## CORPORATE GOVERNANCE REPORT

### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Emcure Pharmaceuticals Limited (the "Company") has always been committed to the practice of good Corporate Governance. Being a global Company, the Company has identified accountability, integrity and transparency in its affairs as the quintessential elements of attaining its goals. The Company strongly believes that robust corporate governance is the bedrock for sustainable performance, achieving long-term corporate goals and enhancement of stakeholders' wealth. The Company's corporate governance philosophy stems from the set of principles and framework embedded in its Core Values.

### I. BOARD OF DIRECTORS:

#### a) Composition:

The Company has an optimum combination of Executive and Non-Executive Directors which is in conformity with Sections 149 and 152 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Regulations 17, 17A and 26 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI Listing Regulations").

As on March 31, 2025, the Board comprised of ten (10) directors, of whom, four (4) are Promoter Executive Directors (including the Managing Director & CEO), one (1) Non-Promoter Executive Director, four (4) Independent Directors and one (1) Non-executive & Non-Independent Director (i.e. the Chairman of the Board). The Board consisted of two (2) women Directors, of whom, one (1) is a women Independent Director. The brief profiles of Directors of the Company can be accessible on the website of the Company at [www.emcure.com](http://www.emcure.com).

#### b) Details of the Board of Directors and attendance at the Meetings:

During the year under review, seven (7) Board Meetings were held and the gap between two meetings did not exceed one hundred and twenty days. Each meeting was held with requisite quorum.

The names and categories of the Directors on the Board, DIN, their attendance at the Board Meetings held during the Financial Year 2024-25 and at the last Annual General Meeting ("AGM") are as under:

Name and DIN of Directors	Category	Date of Board Meeting(s)								Date of last AGM
		27.05.2024	18.06.2024	26.06.2024	05.07.2024	13.08.2024	07.11.2024	06.02.2025	% of attendance	
Mr. Berjis Desai DIN: 00153675	Non-Executive & Non - Independent Director (Chairman)	Yes	Yes	No	Yes	Yes	Yes	Yes	86	Yes
Mr. Satish Mehta DIN: 00118691	Managing Director & CEO (Promoter)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	Yes
Mr. Sunil Mehta DIN: 00118469	Whole-time Director (Promoter)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	Yes
Mrs. Namita Thapar DIN: 05318899	Whole-time Director (Promoter)	Yes	Yes	No	Yes	Yes	Yes	Yes	86	Yes
Mr. Samit Mehta DIN: 00332562	Whole-time Director (Promoter)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	Yes
Dr. Mukund Gurjar DIN: 00026843	Whole-time Director	Yes	Yes	Yes	No	Yes	Yes	Yes	86	Yes
Dr. Shailesh Ayyangar DIN: 00268076	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	No
Mr. P. S. Jayakumar DIN: 01173236	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	Yes
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	Yes	Yes	No	Yes	Yes	Yes	86	No
Dr. Vidya Yeravdekar DIN: 02183179	Independent Director	No	No	Yes	No	Yes	Yes	No	43	No
Mr. Samonnoi Banerjee <sup>1</sup> DIN: 06874206	Non-Executive & Non-Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	NA	100	No

1: Mr. Samonnoi Banerjee resigned as Non-Executive & Non-Independent Director w.e.f. close of business hours on November 23, 2024 on account of personal reasons and other pre-occupations.

## Annexure - IV to Board's Report

Independent Directors attended their separate meetings held on May 27, 2024 and February 06, 2025 in compliance with Regulation 25 of the SEBI Listing Regulations. The Independent Directors, after considering the views of Executive Directors and Non-Executive Directors, reviewed the performance of Non-Independent Directors, the Board as a whole, Committee, the Managing Director and Chairman of the Company.

All Directors, except Mr. Satish Mehta and Independent Directors appointed under the provisions of the Act, are liable to retire by rotation. Mr. Satish Mehta is the father of Mrs. Namita Thapar and Mr. Samit Mehta. Except them, none of the Directors are related to each other.

None of the Non-Executive Directors of the Company, have any pecuniary relationship or transactions with the Company other than sitting fees paid for attending Board / Committee meetings and commission, if any, payable and their respective shareholding, if any.

Pursuant to the provisions of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, the Independent Directors have submitted inter-alia declarations that each of them meets the criteria of independence, and that they are independent of the Management. The Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or

may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Further, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors are persons of integrity and possess relevant expertise, experience and proficiency as per the Act and SEBI Listing Regulations.

The required information, including information as enumerated in Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, is made available to the Board of Directors, for discussion and consideration at the Board Meetings.

All the Directors of the Company have confirmed that they are not disqualified for being appointed as directors pursuant to Section 164 of the Act.

### c) Details of directorships and Committee Memberships:

The name of other listed entities in which the Director is a director and the number of Directorships and Committee chairmanships / memberships held by them in other public limited companies as on date of this Report are as under:

Name of Directors	Category	No. of Directorships held in Indian Public Companies (including the Company) <sup>1</sup>	Name of Directorships held in other listed entities as on March 31, 2025 (category of directorship)	No. of committee positions (including in the Company) <sup>2</sup>	
				Member <sup>3</sup>	Chairman
Mr. Berjis Desai	Non-Executive & Non - Independent Director (Chairman)	9	<ul style="list-style-type: none"> <li>• The Great Eastern Shipping Company Limited<sup>#</sup></li> <li>• Man Infraconstruction Limited<sup>#</sup></li> <li>• Chambal Fertilisers and Chemicals Limited<sup>§</sup> <ul style="list-style-type: none"> <li>• Hikal Limited<sup>§</sup></li> <li>• Apollo Tyres Limited<sup>§</sup></li> </ul> </li> <li>• Inventurus Knowledge Solutions Limited<sup>#</sup></li> </ul>	6	1
Mr. Satish Mehta	Managing Director & CEO (Promoter)	3	-	1	-
Mr. Sunil Mehta	Whole-time Director (Promoter)	2	-	1	-
Mrs. Namita Thapar	Whole-time Director (Promoter)	3	• Delhivery Limited <sup>§</sup>	-	-
Mr. Samit Mehta	Whole-time Director (Promoter)	3	-	-	-
Dr. Mukund Gurjar	Whole-time Director	1	-	-	-
Dr. Shailesh Ayyangar	Independent Director	4	• Shaily Engineering Plastics Limited <sup>§</sup>	4	1
Mr. P. S. Jayakumar	Independent Director	10	<ul style="list-style-type: none"> <li>• HT Media Limited<sup>§</sup></li> <li>• CG Power and Industrial Solutions Limited<sup>§</sup> <ul style="list-style-type: none"> <li>• JM Financial Limited<sup>§</sup></li> </ul> </li> <li>• Adani Ports and Special Economic Zone Limited<sup>§</sup></li> <li>• Northern Arc Capital Limited<sup>§</sup></li> <li>• ICRA Limited<sup>§</sup></li> </ul>	9	4



## Annexure - IV to Board's Report

Name and DIN of Directors	Category	No. of Directorships held in Indian Public Companies (including the Company) <sup>1</sup>	Name of Directorships held in other listed entities as on March 31, 2025 (category of directorship)	No. of committee positions (including in the Company) <sup>2</sup>	
				Member <sup>3</sup>	Chairman
Mr. Vijay Gokhale	Independent Director	3	• KPIT Technologies Limited <sup>5</sup>	3	-
Dr. Vidya Yeravdekar	Independent Director	2	• Bajaj Holdings & Investment Limited <sup>5</sup>	2	-
Mr. Samonnoi Banerjee*	Non-Executive & Non-Independent Director	-	-	-	-

1. Number of Directorships excludes directorships in companies incorporated outside India, Private Companies and Section 8 Companies.

2. Pertains to memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1)(b) of the SEBI Listing Regulations.

3. Number of Membership of Committees include Chairmanship of Committees

4. # is for Non-Executive & Non-Independent Director and \$ is for Non-Executive & Independent Director

\*Mr. Samonnoi Banerjee resigned as Non-Executive & Non-Independent Director w.e.f. close of business hours on November 23, 2024 on account of personal reasons and other pre-occupations.

### d) Board skills/expertise/competence chart

The Directors appointed on the Board are from diverse backgrounds and possess expertise in the fields that they represent which enables them to effectively contribute in deliberations at Board / Committee meetings. The Board has identified the following parameters with respect to the skill/expertise/ competence that are available with the Board in the context of the business and sector for it to function effectively:

Name of the Directors	Skill/ Expertise/ Competence
Mr. Berjis Desai	a) Legal b) Finance c) Corporate Governance
Mr. Satish Mehta	a) Leadership b) Business Development c) Research & Development d) Manufacturing e) Corporate Governance f) Industry expertise
Mr. Sunil Mehta	a) Finance b) Administration
Mrs. Namita Thapar	a) Marketing & Sales b) Business Development c) Leadership d) Human Resources
Mr. Samit Mehta	a) Manufacturing b) Strategy c) Research & Development d) Finance
Dr. Mukund Gurjar	a) Research & Development b) Education c) Industry expertise
Dr. Shailesh Ayyangar	a) Leadership b) Strategy c) Industry expertise
Mr. P.S. Jayakumar	a) Banking b) Leadership c) Corporate Governance

Name of the Directors	Skill/ Expertise/ Competence
Mr. Vijay Gokhale	a) Diplomacy b) Governance
Dr. Vidya Yeravdekar	a) Education b) Administration c) Legal
Mr. Samonnoi Banerjee	a) Investment banking b) Finance

### e) Familiarisation Programme:

Details of the familiarisation Programme for the Independent Directors are available on the website of the Company at [www.emcure.com](http://www.emcure.com).

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

Mr. Berjis Desai being a Non-Executive and Non-Independent Director holds 48,214 Equity Shares of the Company.

## II. COMMITTEES OF THE BOARD:

### a) Audit Committee:

#### Composition

As on March 31, 2025, the Audit Committee was duly constituted and comprised of Mr. P. S. Jayakumar, Mr. Berjis Desai and Mr. Vijay Gokhale as Members of the Committee. Mr. P. S. Jayakumar is the Chairman of the Committee.

#### Meetings and attendance during the Financial Year 2024-25:

During the year under review, the Audit Committee met six (6) times on May 27, 2024, June 18, 2024, June 26, 2024, August 13, 2024, November 07, 2024 and February 06, 2025 respectively. The gap between any two meetings did not exceed one hundred and twenty days.

## Annexure - IV to Board's Report

Name and DIN of Directors	Category of Directorship	Date of Audit Committee Meeting(s)						
		27.05.2024	18.06.2024	26.06.2024	13.08.2024	07.11.2024	06.02.2025	% of attendance
Mr. P.S. Jayakumar DIN: 01173236	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	100
Mr. Berjis Desai DIN: 00153675	Non-Executive & Non-Independent Director	Yes	Yes	No	Yes	Yes	Yes	83.33
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	100

All the Members of the Committee have financial management expertise. Managing Director & CEO and Chief Financial Officer are Invitees to the Audit Committee Meetings. The representatives of Statutory Auditors and the Internal Auditors attend the Audit Committee Meetings by invitation. The Company Secretary acts as the Secretary to the Committee.

All recommendations of the Committee made during the year were accepted by the Board of Directors from time to time.

### Broad Terms of Reference of the Committee:

The Committee primarily acts in line with the Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

The Committee also reviews Related Party Transactions and approves the transactions which are in line with the **Related Party Transactions Policy** of the Company, which is available on the website at [www.emcure.com](http://www.emcure.com).

The terms of reference the Committee inter-alia includes:

(i) The Audit Committee shall have powers, which shall include the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee of the Company;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise if it considers necessary; and
- Such powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory

auditor of the Company and the fixation of audit fee;

- Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to matters required to be included in the Director's Responsibility Statement, changes, if any, in accounting policies and practices and reasons for the same, significant adjustments made in the financial statements arising out of audit findings, compliance with listing and other legal requirements relating to financial statements, disclosure of any related party transactions, and qualifications/modified opinion(s) in the draft audit report.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
- Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;
- Review, at least on a quarterly basis, the details of related

## Annexure - IV to Board's Report

party transactions entered into by the Company pursuant to each of the omnibus approvals given;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
- Establishing a vigil mechanism for Directors and employees to report their genuine concerns or grievances;
- Reviewing the functioning of the whistle blower mechanism;
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- Approve the disclosure of the key performance indicators

to be disclosed in the documents in relation to the initial public

offer of the equity shares of the Company; and

- Such roles as may be delegated by the Board and/or prescribed under the Companies Act and SEBI Listing Regulations or other applicable laws, as and when amended from time to time, or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

### Compliances regarding Codes under the with SEBI (Prohibition of Insider Trading) Regulations, 2015:

The Company has framed Codes in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof ("SEBI PIT Regulations"). The said Codes are applicable to all Directors, Designated Persons and Connected Persons, as defined under the said Regulations. The trading window is closed during the time of declaration of results and occurrence of any material events, if any as per the Code. By frequent communication, the Company makes designated employees conversant of the obligations under the SEBI PIT Regulations. The Code is also uploaded on the website of the Company and is accessible at [www.emcure.com](http://www.emcure.com).

### b) Nomination and Remuneration Committee:

#### Composition:

As on March 31, 2025, the Nomination and Remuneration Committee was duly constituted and comprised of Mr. Vijay Gokhale, Mr. P. S. Jayakumar and Mr. Berjis Desai as Members of the Committee. Mr. Vijay Gokhale is the Chairman of the Committee.

#### Meetings and attendance during the Financial Year 2024-25:

During the year under review, the Nomination and Remuneration Committee met 3 times during the Financial Year 2024-25 on May 27, 2024, November 07, 2024 and February 06, 2025, respectively.

Name and DIN of Directors	Category of Directorship	Date of Nomination and Remuneration Committee Meeting(s)			
		27.05.2024	07.11.2024	06.02.2025	% of attendance
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	Yes	Yes	100
Mr. P. S. Jayakumar DIN: 01173236	Independent Director	Yes	Yes	Yes	100
Mr. Berjis Desai <sup>1</sup> DIN: 00153675	Non-Executive & Non - Independent Director	NA	NA	Yes	100
Mr. Samonnoi Banerjee <sup>2</sup> DIN: 06874206	Non-Executive & Non - Independent Director	Yes	Yes	NA	100

<sup>1</sup> Mr. Berjis Desai was inducted as member of the Nomination and Remuneration Committee w.e.f. December 31, 2024.

<sup>2</sup> Mr. Samonnoi Banerjee resigned as Non-Executive & Non-Independent Director w.e.f. close of business hours on November 23, 2024 and ceased to be member of the Nomination and Remuneration Committee.

## Annexure - IV to Board's Report

### Broad Terms of Reference of the Committee:

The role and terms of reference of the Committee primarily covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The terms of reference of the Committee *inter-alia* includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description;
- Formulation of criteria for evaluation of performance of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- Recommending to the Board the remuneration, in whatever form, payable to the senior management personnel and other employees (as deemed necessary);
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws, (as deemed necessary);
- Determining whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation;
- Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, ("SEBI SBEB Regulations") including the following:
  - o formulating the detailed terms and conditions of the schemes, in accordance with the SEBI SBEB Regulations;
  - o administering the employee stock option plans of the Company, as may be required;
  - o determining the eligibility of employees to participate under the employee stock option plans of the Company;
  - o granting options to eligible employees and determining the date of grant;
  - o determining the number of options to be granted to an employee;

- o determining the exercise price under the employee stock option plans of the Company;

- o approve allotment of Equity Shares of the Company to the eligible employees, upon exercising of vested stock options under the Emcure – Employee Stock Option Scheme 2013, from time to time.

- o construing and interpreting the employee stock option scheme/plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option scheme/plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

- Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

- o the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; and

- o the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended,

- by the Company and its employees, as applicable; and

- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee and performing such other functions as may be necessary or appropriate for the performance of its duties.

### Remuneration of Directors and Performance Evaluation:

The Company has formulated a **Nomination and Remuneration Policy** relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

The **performance evaluation** of the Board as a whole, the Committees of the Board, the Chairman, the Managing Director, Whole-time Directors, Independent Directors and the Non-executive Director was carried out during the Financial Year ended March 31, 2025, in compliance with the provisions of the Act and the Rules & Schedule made thereunder.

The **Board Evaluation Policy** of the Company lays out various criterias for performance evaluation including for Independent Directors. Some of the performance indicators on which the Independent Directors may be evaluated are:

- Contributing and monitoring of Corporate Governance practices.
- Making aware of international best practices for improvement.
- Active participation in strategic planning.
- Commitment to the fulfilment of duties and fiduciary responsibilities as enshrined in various statutes and charter/terms of reference of the Committees.



## Annexure - IV to Board's Report

The Company has also adopted **Policy on diversity of Board of Directors** and **Policy on Succession Planning for the Board and Senior Management** during the year, in compliance with Regulation 19 and Regulation 17 of SEBI Listing Regulations.

### c) Stakeholders' Relationship Committee:

#### Composition:

As on March 31, 2025, the Stakeholders' Relationship Committee was duly constituted and comprised of

Mr. Berjis Desai, Mr. Satish Mehta and Mr. Vijay Gokhale as Members of the Committee. Mr. Berjis Desai is the Chairman of the Committee.

#### Meetings and attendance during the Financial Year 2024-25:

During the year under review, the Stakeholders' Relationship Committee met 3 times during the Financial Year 2024-25 on May 27, 2024, November 07, 2024 and February 06, 2025, respectively.

Name and DIN of Members	Category of Directorship	Date of Stakeholders' Relationship Committee Meeting(s)			
		27.05.2024	07.11.2024	06.02.2025	% of attendance
Mr. Berjis Desai DIN: 00153675	Non-Executive & Non - Independent Director	Yes	Yes	Yes	100
Mr. Satish Mehta DIN: 00118691	Managing Director & CEO	Yes	Yes	Yes	100
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	Yes	Yes	100

Minimum number of meetings of the Stakeholders' Relationship Committee during the year under review, were complied with.

#### Broad Terms of Reference of the Committee:

The Committee primarily acts in line with the Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Committee *inter-alia* includes:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends/warrants, dematerialization and re-materialization requests of equity shares, general meetings, Investor Education and Protection Fund related queries etc.;
- Overseeing the compliances in respect to dividend payments and transfer of unclaimed amounts and shares to the Investor Education and Protection Fund, as per the provisions of the Companies Act, 2013 and Rules made thereunder;
- Review of measures taken, if any, for effective exercise of voting rights by shareholders;
- Review the performance of the Registrar & Share Transfer Agent ('RTA') including review of their adherence to the service standards adopted by the Company or as may be prescribed by regulatory authorities, from time to time;

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Recommend measures for overall improvement in the quality of investor services including ensuring proper controls;
- Obtain, at its sole authority, professional services/ advice of internal or outside experts (legal or other professionals), where judged necessary, to discharge its duties and responsibilities;
- Note the investor engagement plans/initiatives and movement in shareholdings and ownership structure of the Company;
- Consider any other matters which are related to generic concerns of the Investors; and
- Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended by the Committee.

#### Compliance Officer:

The Board has designated Mr. Chetan Sharma as the Company Secretary and Compliance Officer for the purposes of /under rules, regulations etc. issued by the SEBI, Stock Exchanges and the Act.

## Annexure - IV to Board's Report

### Investor Complaints:

Particulars	No. of Complaints
Pending at the beginning of the year i.e., April 01, 2024	0
Received during the Year	521
Resolved during the Year	521
Pending at the end of the year i.e., March 31, 2025	0

### d) Risk Management Committee:

#### Composition:

As on March 31, 2025, the Risk Management Committee was duly constituted and comprised of Dr. Shailesh Ayyangar, Mr. Vijay Gokhale, Mr. P.S. Jayakumar and Mr. Berjis Desai as Members of the Committee. Dr. Shailesh Ayyangar is the Chairman of the Committee.

#### Meetings and attendance during the Financial Year 2024-25:

During the year under review, the Risk Management Committee met two (2) times on May 27, 2024 and December 19, 2024, respectively. The gap between any two meetings did not exceed two hundred and ten days.

Name and DIN of Members	Category of Directorship	Date of Risk Management Committee Meeting(s)		
		27.05.2024	19.12.2024	% of attendance
Dr. Shailesh Ayyangar DIN: 00268076	Independent Director	Yes	Yes	100
Mr. P. S. Jayakumar DIN: 01173236	Independent Director	Yes	Yes	100
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	No	50
Mr. Berjis Desai DIN: 00153675	Non-Executive & Non - Independent Director	Yes	No	50

Minimum number of meetings of the Risk Management Committee during the year under review, were complied with.

### Broad Terms of Reference of the Committee:

The roles and responsibilities of the Committee are as prescribed under Regulation 21 of the SEBI Listing Regulations. The terms of reference of the Committee inter-alia includes:

- Annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company;
- Ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing);
- Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);
- Make regular reports/ recommendations to the Board; and
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

## Annexure - IV to Board's Report

### e) Corporate Social Responsibility Committee:

#### Composition:

As on March 31, 2025, the Corporate Social Responsibility Committee was duly constituted and comprised of Mr. Sunil Mehta, Mrs. Namita Thapar, and Mr. Vijay Gokhale as Members of the Committee. Mr. Sunil Mehta is the Chairman of the Committee.

#### Meetings and attendance during the Financial Year 2024-25:

During the year under review, the Corporate Social Responsibility Committee met two (2) times on May 27, 2024 and February 06, 2025, respectively.

Name and DIN of Members	Category of Directorship	Date of Corporate Social Responsibility Committee Meeting(s)		
		27.05.2024	06.02.2025	% of attendance
Mr. Sunil Mehta DIN: 00118469	Whole-time Director	Yes	Yes	100
Mrs. Namita Thapar DIN: 05318899	Whole-time Director	Yes	Yes	100
Mr. Vijay Gokhale DIN: 09134089	Independent Director	Yes	Yes	100

Minimum number of meetings of the Corporate Social Responsibility Committee during the year under review, were complied with.

#### Broad Terms of Reference of the Committee:

The Committee oversees, *inter-alia*, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act. The terms of reference of the Committee *inter-alia* includes:

- Formulating the CSR Policy in compliance to Section 135 of the Act;
- Identifying activities to be undertaken as per Schedule VII of the Act;
- Recommending to the Board the Annual Action Plan towards CSR expenditure;
- Reviewing and recommending to Board, modifications to the CSR policy as and when required;
- Regularly monitoring the implementation of the CSR policy; and
- Ensuring that the programs, projects and activities supported by the Company are aligned with the approved CSR Policy of the Company and schedule VII of the Act.

### III. SENIOR MANAGEMENT OF THE COMPANY:

The details of Senior Management of the Company at present, along with the changes therein, during the Financial Year are as follows:

Sr. No.	Name	Designation & Role
1.	Mr. Tajuddin Shaikh	Chief Financial Officer
2.	Mr. Chetan Sharma	Company Secretary and Compliance Officer
3.	Mr. Sanjay Mehta	President – Emerging Markets
4.	Mr. Vikas Thapar	President – Corporate Development, Strategy and Finance
5.	Mr. Deepak Gondaliya	President – Technical Operations
6.	Mr. Rajesh Nair	President – Human Resources
7.	Mr. Kuber Jagdale	President - API Business
8.	Mr. Anil Kothiyal	President – India Sales & Marketing

During the year, Mr. Aravamuthan Balaji, President – IT & Digital, had resigned w.e.f. close of business hours on December 31, 2024.

## Annexure - IV to Board's Report

### IV. REMUNERATION OF DIRECTORS:

#### a) Particulars of Commission and sitting fees paid to Non-Executive Directors during the Financial Year ended March 31, 2025:

Sr. No.	Names of Directors	Commission <sup>1</sup> (Rs. in million)	Sitting Fees for attending Board / Committee Meetings (Rs. in million)	No. of equity shares held
1.	Mr. Berjis Desai	10.00	0.76	48,214
2.	Mr. P. S. Jayakumar	2.60	0.84	-
3.	Mr. Vijay Gokhale	1.50	0.96	-
4.	Dr. Vidya Yeravdekar	1.50	0.20	-
5.	Dr. Shailesh Ayyangar	5.00	0.48	-
6.	Mr. Samonnoi Banerjee <sup>2</sup>	-	0.44	-
	<b>TOTAL</b>	<b>20.60</b>	<b>3.68</b>	<b>48,214</b>

1. Relates to Financial Year 2023-24

2 Mr. Samonnoi Banerjee resigned as Non-Executive & Non-Independent Director w.e.f. close of business hours on November 23, 2024. Therefore, details shown above for Mr. Banerjee are as of November 23, 2024.

The Non-Executive Directors of the Company including Independent Directors are paid sitting fees of Rs. 40,000/- for each meeting of the Board and/or Committee attended by them. The commission is paid to the Non-executive Directors *inter-alia* based on performance of the Company, their attendance, contribution etc. at the Board and various Committee Meetings.

There is no pecuniary relationship or transactions of any of the Non-Executive Directors vis-a-vis the Company, apart from the remuneration as detailed in this Report or in the Note No. 43 to the Standalone Financial Statements.

#### b) Particulars of remuneration paid to the Managing Director/Whole-time Directors of the Company during the Financial Year 2024-25:

(Rs. in million)							
Name of the Director	Salary & Perquisites	Commission	Performance Linked Bonus	Stock Options Granted	Total	Retiral benefits (Gratuity/ provident fund, etc).	Grand Total
	A	B	C	D	E=(A+B+C+D)	F	G=(E+F)
Mr. Satish Mehta	212.61	42.50	-	-	255.11	1.01	256.12
Mr. Sunil Mehta	42.16	-	3.73	-	45.89	2.36	48.25
Mrs. Namita Thapar	42.23	-	3.73	-	45.96	2.36	48.32
Mr. Samit Mehta**	29.56	-	2.58	-	32.14	2.20	34.34
Dr. Mukund Gurjar	47.45	-	12.01	-	59.46	2.71	62.17

\*Remuneration paid for FY 2024-25 has been recommended by the Board of Directors for ratification of Members in the ensuing AGM.

\*\*In addition to above, Mr. Samit Mehta, also received remuneration Rs. 14.16 million from Gennova Biopharmaceuticals Limited, Subsidiary of the Company for Financial Year 2024-25.

The Company enters into an agreement with all above mentioned Directors respectively. Managing Director & Whole-time Directors may terminate their agreement(s) by giving not less than 180 days or 90 days of notice in writing to the other party, respectively.

### V. COMPLIANCE MONITORING FRAMEWORK:

Your Company has put in place a compliance management framework that outlines the Company's philosophy towards compliance culture, understanding compliance changes, coverage, approach, responsibilities, risk matrix and trainings. The Company believes that a good framework is essential to track statutory compliance for the successful conduct of business operations and high standards of corporate governance. The Company generates Compliance Reports and Certificates and presents to the Board periodically.

The Company maintains lists of applicable laws and compliance checklist(s) for regulations across multiple jurisdictions applicable to the Company and its subsidiaries, that are monitored and tracked through a compliance tool. Trainings are provided to various stakeholders on introduction of new provisions and amendment to existing provisions of applicable law.

## Annexure - IV to Board's Report

### VI. GENERAL BODY MEETINGS:

a) Location and time of the last three Annual General Meetings of the Company and the special resolutions passed are as under:

Sr. No.	Year	Venue	Date & Time	Special Resolution(s) passed at the meeting
1.	2023-24	Plot No. P1 & P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411057	June 05, 2024 11.00 AM	• Re-appointment of Mrs. Namita Thapar (DIN: 05318899) as a Whole-Time Director.
2.	2022-23	Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411057	July 10, 2023 11.00 AM	• Revision in the remuneration payable to Mrs. Namita Thapar – Whole-Time Director.  • Re-appointment of Mr. P. S. Jayakumar (DIN: 01173236) as an Independent Director.
3.	2021-22	Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411057	June 01, 2022 11.00 A.M.	• Approval of limits for giving loan and making investment, giving guarantee or providing security by the Company under Section 186 of the Companies Act, 2013.  • Approval for payment of commission to the Non-Executive Directors, in case of no profits or inadequacy of profits.

### b) Resolutions passed through Postal Ballot:

During the Financial Year 2024-25, the Company sought approval of the Members through notice of Postal Ballot dated November 07, 2024, and details of same are:

Particulars of Resolution(s) Passed	Type of Resolution	Votes (No. of shares and %)		Date of passing the resolution
		In favour	Against	
Amendment and ratification of "Emcure - Employee Stock Option Scheme 2013" of the Company	Special Resolution	16,83,91,417 (96.70)	57,45,683 (3.30)	December 23, 2024
Ratification of extension of benefits under "Emcure - Employee Stock Option Scheme 2013" of the Company to the employees of a group company including a subsidiary or associate company of the Company, in India or outside India	Special Resolution	16,81,93,524 (96.59)	59,43,577 (3.41)	December 23, 2024

The Board of Directors of the Company at their meeting held on November 07, 2024, appointed Mrs. Ashwini Inamdar (Membership No. F9409 and CP No. 1126), Partner of M/s. Mehta & Mehta, Company Secretary, Mumbai as the scrutiniser to conduct the postal ballot through the remote e-voting process in a fair and transparent manner for seeking the approval of Members for the items mentioned above.

### Procedure for Postal ballot:

In compliance with Sections 108 and 110 and other applicable provisions of the Act, read with Rules framed thereunder and read with related notifications and circulars, the Company provided electronic voting (e-voting) facilities to all its Members, and for this purpose, the Company had engaged MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), Registrar and Transfer Agent of the Company, as the agency to provide e-voting facilities to enable the Members to exercise their right to vote on proposed resolutions by electronic means, i.e., remote e-voting services. Postal ballot notices were sent in electronic form to the Members, and the Company also published notice in the newspaper(s) declaring the details and requirements as mandated by the Act and the SEBI Listing Regulations.

Voting rights of Members was in proportion to the Equity Shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date and the Members were requested to vote before the close of business hours on the last date of e-voting. The Scrutiniser completed her scrutiny and submitted the report to the Company Secretary and Compliance Officer of the Company, who was authorized by the Board of Directors, who then announced the results. They were also displayed on the website of the Company at [www.emcure.com](http://www.emcure.com) besides being communicated to the Stock Exchanges.

There is no immediate proposal for passing any special resolution through Postal Ballot.



## Annexure - IV to Board's Report

### VII. MEANS OF COMMUNICATION

#### a) Quarterly Results:

The Quarterly results are regularly posted by the Company on its website [www.emcure.com](http://www.emcure.com) and are also submitted to the Stock Exchanges on which the securities of the Company are listed, in accordance with the requirements of the SEBI Listing Regulations.

#### b) Newspapers wherein results normally published:

The audited and unaudited financial results have been published in the prescribed format within 48 hours of the conclusion of the respective Board Meeting in an English newspaper (Financial Express-English daily) and in one vernacular newspaper (Loksatta) of Maharashtra. In addition, these results are simultaneously hosted on the Company's website.

#### c) Website:

The Company's website: [www.emcure.com](http://www.emcure.com) has a comprehensive reference on the Company's vision, mission, products, investor relations, feedback, and contact details. In compliance with Regulation 46 of the SEBI Listing Regulations, a separate section under "Investors" on the Company's website gives information on various announcements made by the Company, financial details, Board of Directors' details, Codes and Policies of the Company, quarterly and annual results, details of quarterly earnings calls, shareholding pattern, annual report, investor contact details, official news, if any, etc.

#### d) News Releases:

The official news releases of the Company were displayed on the Company's website [www.emcure.com](http://www.emcure.com) and also on the website of Stock Exchanges where the securities of the Company are listed.

#### e) Investors Presentation:

The presentations, if any, made at the analyst / institutional investors' meetings are filed with the Stock Exchanges and hosted on the Company's website at [www.emcure.com](http://www.emcure.com).

### VIII. OTHER DISCLOSURES:

a) The Company does not have any materially significant related party transactions, which may have a potential conflict with the interests of the Company at large. Further, the statutory disclosure requirements relating to related party transactions have been complied with in the Financial Statements. The Company has disclosed the Related Party Transactions Policy on its website and is accessible at [www.emcure.com](http://www.emcure.com).

b) The Financial Statements (Standalone and Consolidated) have been prepared in accordance with the applicable accounting standards, the Indian Accounting Standards (Ind-AS) and to the best of the knowledge, there are no deviations in the accounting treatments that require specific disclosure.

c) The Company has complied with the requirements of regulatory authorities on capital markets and there is no non-compliance, penalty, stricture imposed on the Company on any matter related to the capital markets, during the last three years.

d) Compliance with mandatory and discretionary requirements: The Company has complied with following discretionary requirements under Regulation 27(1) of the SEBI Listing Regulations:

i) The auditors have issued an unmodified opinion on the Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2024-25.

ii) The Chairman of the Board is a Non-executive Director and not related to the Managing Director & CEO. Mr. Berjis Desai is the Chairman of the Company and Mr. Satish Mehta is the Managing Director & CEO of the Company.

iii) The findings of Internal Auditor are reported to the Audit Committee periodically

e) The Company has a Vigil Mechanism/Whistle Blower Policy for employees to report concerns about unethical behaviour, actual or suspected fraud and confirms that no personnel have been denied access to the Audit Committee.

f) The Policy for determining Material Subsidiaries is hosted on Company's website and can be accessed at [www.emcure.com](http://www.emcure.com).

g) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.

h) The Company has obtained the Certificate from Practising Company Secretary, confirming that none of the directors are disqualified or debarred from being appointed or continuing as directors of the Company by MCA or SEBI or any such statutory authority and is annexed as **Annexure – VI**.

i) Total fees for all services paid by the Company and its subsidiaries on a consolidated basis to the Statutory Auditor and all the entities in the network firm/network entity of which Statutory Auditor has been provided in Note No. 34(b) of the Consolidated Financial Statements.

## Annexure - IV to Board's Report

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

Sr. No.	Particulars	Number of Complaints
1.	Number of complaints pending at the beginning of the financial year	1
2.	Number of complaints filed during the financial year	2
3.	Number of complaints disposed of during the financial year	3*
4.	Number of cases pending at the end of the year	Nil
5.	Number of cases resolved beyond 90 days	Nil

\* One case which was received during the quarter ended March 31, 2024 has been disposed-off during the quarter ended June 30, 2024.

l) During the year under review, loans and advances have been given by the Company or its subsidiary, in the nature of loans to companies in which directors of the company are interested, details of which are included as Note No. 6 of the Standalone Financial Statements, which forms part of the Annual Report.

m) As on March 31, 2025, the Company has following are material subsidiaries:

Name of Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditors
Zuventus Healthcare Limited	May 27, 2002 at Mumbai	B S R & Co. LLP	June 01, 2022
Emcure Pharma UK Limited	November 06, 2012 at England & Wales	MHA Audit Services LLP	February 21, 2025
Tillomed Laboratories Limited	September 28, 1990 at England & wales	MHA Audit Services LLP	February 21, 2025

n) The Company has complied with the applicable requirement specified in Regulations 17 to 27 and Clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

o) The Company have not transferred any shares to demat suspense account or unclaimed suspense account.

p) During the year, no information was required to be disclosed by the Company under clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations. Further, none of the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company have submitted any information as specified under Regulation 30A of the Listing Regulations.

q) The CEO and CFO of the Company have certified to the Board on financial statements and other matters in accordance with the provisions of Regulation 17(8) of the SEBI Listing Regulations, for the year ended 31 March 202

### IX. GENERAL SHAREHOLDER INFORMATION:

#### a) Annual General Meeting:

Day & Date: Thursday, August 28, 2025

Time: 11.00 a.m. (IST)

Mode : Video conference and other audio-visual means

Venue: Deemed venue shall be Plot No. P-1 & P-2,  
IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra

b) **Financial Year:** The Financial Year of the Company is April 01 to March 31.

c) **Date of Declaration of interim dividend, if any:** Nil

d) **Record Date of Final Dividend:** August 14, 2025

e) **Date of payment of Dividend:** On or before September 15, 2025

## Annexure - IV to Board's Report

### f) Listing of Equity Shares at Stock Exchanges:

Name of Exchange	Stock Code
<b>BSE Limited</b> – P J Towers, Dalal Street, Mumbai – 400 001	544210
<b>National Stock Exchange of India Limited</b> - Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	EMCURE

**g) Payment of Listing Fees:** Annual Listing Fees for both the Stock Exchanges for the Financial Year 2024-25 has been duly paid by the Company.

### h) Suspension of Securities during the Financial Year 2024-25:

During the Financial Year 2024-25, the securities of the Company were not suspended from trading.

### i) Registrar and Share Transfer Agent:

The Registrar and Share Transfer Agent of the Company is MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), Mumbai.

MUFG Intime India Private Limited

C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India

Tel No: + 91 810811 4949

Website : <https://in.mpms.mufg.com/>

### j) Share transfer system:

Trading in Equity Shares of the Company through recognized Stock Exchanges is permitted only in dematerialized form. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities held in physical mode has been discontinued and the transfer of securities is allowed only in dematerialized form.

SEBI vide its Circular No. SEBI/HO/MIRSDBRTAMB/P/ CIR/2022/8 dated January 24, 2022, has mandated all listed companies to issue securities in dematerialised form only, in order to enhance ease of dealing in securities markets by investors, while processing the service request for issue of duplicate securities certificates ("Letter of Confirmation"), renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

During the year, the Company had obtained, on an annual basis, a certificate, from a Company Secretary in Practice, certifying that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the SEBI Listing Regulations and filed a copy of the said certificate with the Stock Exchanges.

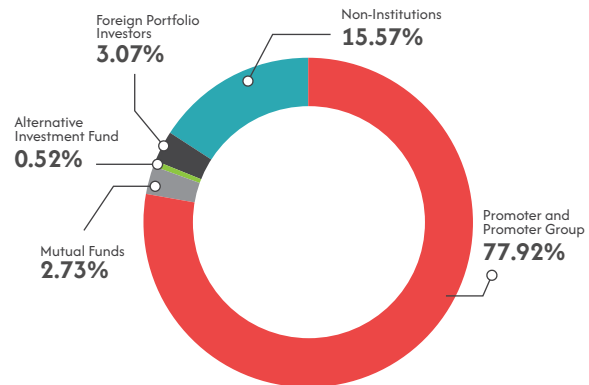
### k) Distribution of Shareholding as on March 31, 2025:

Category	No. of shareholders	% of shareholders to total Shareholders	No. of shares	% of shares to total shares
1 – 5,000	1,32,408	98.75	30,691,450	1.62
5,001 – 10,000	621	0.46	46,52,970	0.25
10,001 – 20,000	440	0.33	63,93,570	0.34
20,001 – 30,000	160	0.12	39,61,190	0.21
30,001 – 40,000	72	0.05	25,10,600	0.13
40,001 – 50,000	67	0.05	30,77,780	0.16
50,001 – 100,000	116	0.09	84,10,170	0.44
100,001 & Above	199	0.15	1,83,53,85,740	96.85
<b>Total</b>	<b>1,34,083</b>	<b>100.00</b>	<b>1,89,50,83,470</b>	<b>100.00</b>

## Annexure - IV to Board's Report

### Category-wise Shareholding of Equity Shares as on March 31, 2025:

Category	No. of Shares of Rs. 10/- each	% of Shareholding
Promoter and Promoter Group	14,76,49,282	77.92
Mutual Funds	51,71,429	2.73
Alternative Investment Fund	9,79,040	0.52
Insurance Companies	3,66,368	0.19
NBFCs registered with RBI	155	0
Foreign Portfolio Investors	58,11,652	3.07
Non-Institutions	2,95,05,421	15.57
<b>Total</b>	<b>18,94,83,347</b>	<b>100.00</b>



**l) Dematerialisation of Shares:** 99.99% of the Equity Shares are in dematerialised form. Trading in Shares of the Company is permitted only in dematerialised form. The Company's equity shares are fairly liquid and are actively traded on Stock Exchanges.

**m) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:** The Company has not issued GDRs/ADRs/Warrants or any other instrument convertible into equity.

**n) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:** The Company operates in international markets and a significant portion of its business is transacted in different currencies and consequently the group is exposed to foreign exchange risk through its sales and services and imported purchase to/from various countries. To mitigate the risk arising on account of foreign exchange fluctuation, Management closely monitors the cash inflows based on review of expected future movement in foreign currencies. The details of foreign current risk as on March 31, 2025 are disclosed in Note No. 39 of Standalone Financial Statements. The Company does not enter into any derivative instruments for trading or speculative purposes.

**o) List of all credit ratings obtained by the Company along with revisions thereto:**

There are following changes in the credit ratings of the Company, during the Financial Year 2024-25:

Rating Agency	Facilities	Rating	Rating Action
CARE Ratings Limited	Long-term bank facilities	CARE AA-/ Stable	Upgraded from CARE A+/ Stable
	Long-term/ Short-term bank facilities	CARE AA-/ Stable/ CARE A1+	Upgraded from CARE A+/Stable/ CARE A1
	Short-term bank facilities	CARE A1+	Upgraded from CARE A1
CRISIL Ratings Limited	Bank Loan Facilities	CRISIL AA-/ Stable (Long Term Rating)	Upgraded from 'CRISIL A+/Stable'
		CRISIL A1+ (Short Term Rating)	Upgraded from 'CRISIL A1'

**p) Plant / R & D Locations:**

- 1) Plot Number 12/1 and 12/2, FII Block, MIDC Pimpri, Haveli, Pune – 411018;
- 2) Plot No. P-2, IT-BT Park, Phase-II, MIDC., Hinjawadi, Pune – 411057;
- 3) Plot No. D-24 & D24/1, MIDC Kurkumbh, Taluka - Daund, Pune – 413801;
- 4) SIDCO Industrial Estate, Lane No. 3, Phase II, Bari Brahmana, Jammu – 181130;
- 5) Plot No. SM-14, 15 & 16/1, Sanand Industrial Estate-II, Sanand, Ahmedabad - 382110, Gujarat;

## Annexure - IV to Board's Report

- 6) Survey no. 661,671, Uvarsad Cross Road, Sarkhej Gandhinagar Highway, Adalaj, Dist: Gandhinagar-382421, Gujrat;  
7) Survey No. 485(New), 160/P1(Old), Kadu, Tal-Lakhtar, Dist. Surendranagar, Gujarat – 382775; and  
8) Survey No. 2203/1, Village-Dabhala, Visnagar Rd, Tal-Vijapur Dist: Mehsana, Gujarat – 384001.

### q) Details for correspondence:

**Mr. Chetan Sharma**

**Company Secretary & Compliance Officer**

Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C.,

Hinjawadi, Pune - 411057, Maharashtra, India.

Tel: +91 20 3507 0033 and +91 20 3507 0000

E-mail: investors@emcure.com

The Company has a dedicated e-mail id for Shareholders, which is investors@emcure.com, for the purpose of registering grievances and the same has been hosted on the Company's website at [www.emcure.com](http://www.emcure.com).

The Company is registered with SEBI Complaints Redressal System (SCORES). The investors can send their complaints through SCORES also, for which the investors have to visit <https://www.scores.gov.in>. The Company is also registered on Smart ODR portal, for which the investors have to visit <https://smartodr.in/login>.

For and on behalf of the Board of Directors

**EMCURE PHARMACEUTICALS LIMITED**

**BERJIS DESAI**

**CHAIRMAN**

**DIN:00153675**

**Date:** May 22, 2025

**Place:** Pune

---

### DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company. The Code has been circulated to all the Members of the Board and Senior Management and the same is available on the Company's website at [www.emcure.com](http://www.emcure.com). The Board Members and Senior Management Personnel have affirmed their compliance with the Code for the Financial Year 2024-25.

For and on behalf of the Board of Directors

**EMCURE PHARMACEUTICALS LIMITED**

**SATISH MEHTA**

**MANAGING DIRECTOR & CEO**

**DIN: 00118691**

**Date:** May 22, 2025

**Place:** Pune



## Annexure – V to Board's Report

### CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
**Emcure Pharmaceuticals Limited**  
Plot No. P-1 & P-2, IT –BT Park,  
Phase-II, M.I.D.C, Hinjawadi,  
Pune - 411057, Maharashtra, India

We have examined the compliance of conditions of Corporate Governance by **EMCURE PHARMACEUTICALS LIMITED** (hereinafter referred as "the Company") for the Financial Year ended March 31, 2025, as prescribed under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

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

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither on 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.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

For **Mehta & Mehta,**  
**Company Secretaries**  
(ICSI Unique Code P1996MH007500)

**Ashwini Inamdar**  
**Partner**

**FCS: F9409**  
**C.P. No: 11226**

**Place: Mumbai**  
**Date: May 22, 2025**

**UDIN: F009409G000415485**  
**PR No. 3686/2023**

## Annexure - VI to Board's Report

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members,

**Emcure Pharmaceuticals Limited**

Plot No.P-1 & P-2, IT –BT Park,

Phase-II, M.I.D.C, Hinjawadi,

Pune - 411057, Maharashtra, India

We have examined the relevant registers, records, forms, returns, declarations and other disclosures received from the Directors of EMCURE PHARMACEUTICALS LIMITED, having CIN:

L24231PN1981PLC024251 and having registered office situated at Plot No. P-1 & P-2, IT – BT Park, Phase-II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and carried by us & explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities:

Sr. No.	Names of Directors	DIN	Date of Appointment in the Company
1.	Mr. Berjis Minoo Desai	00153675	03/04/1997
2.	Mr. Satish Ramanlal Mehta	00118691	16/04/1981
3.	Mr. Sunil Rajanikant Mehta	00118469	05/06/2013
4.	Mrs. Namita Vikas Thapar	05318899	28/07/2014
5.	Mr. Samit Satish Mehta	00332562	28/07/2022
6.	Dr. Mukund Keshao Gurjar	00026843	23/07/2001
7.	Mr. Palamadai Sundararajan Jayakumar	01173236	22/07/2020
8.	Mr. Vijay Keshav Gokhale	09134089	16/04/2021
9.	Dr. Vidya Rajiv Yeravdekar	02183179	16/04/2021
10.	Dr. Shailesh Kripalu Ayyangar	00268076	02/06/2023
11.	*Mr. Samonnoi Sajani Banerjee	06874206	08/01/2018

**\*Note:- During the year, Mr. Samonnoi Sajani Banerjee ceased to be Non- Executive and Non-Independent Director of the Company w.e.f. November 23, 2024.**

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

For Mehta & Mehta,  
Company Secretaries  
(ICSI Unique Code P1996MH007500)

Ashwini Inamdar  
Partner  
FCS: F 9409  
UDIN: F009409G000415485  
C.P. No: 11226  
PR No. 3686/2023

Place: Mumbai

Date: May 22, 2025

## Annexure- VII to Board's Report

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

#### 1. Brief outline on Corporate Social Responsibility (CSR) Policy of the Company:

Pursuant to Section 135 read with Schedule VII of the Companies Act, 2013 ('the Act'), the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Promoting Education, Promoting Preventive Healthcare, Women Empowerment.

#### 2. Composition of CSR Committee:

Sr.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sunil Mehta	Whole-time Director - Chairman	2	2
2.	Mrs. Namita Thapar	Whole-time Director	2	2
3.	Mr. Vijay Gokhale	Independent Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.emcure.com/share-governance-and-investor-services/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not applicable**

5.	(a) Average Net Profit of the Company as per sub-section (5) of section 135:	Rs. 3,356.84 million
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135:	Rs. 67.14 million
	(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:	Rs. 9.58 million
	(e) Total CSR obligation for the Financial Year [(b)+(c)-(d)]:	Rs. 57.56 million
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):	Rs. 64.9 million
	(b) Amount spent in Administrative Overheads:	Rs. 2.3 million
	(c) Amount spent on Impact Assessment, if applicable:	Not applicable
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)]:	Rs. 67.2 million
	(e) CSR Amount spent or unspent for the Financial Year:	

Total Amount Spent for the Financial Year (Rs. in million)	Amount Unspent (Rs. in million)					
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)			
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer	
Rs. 67.2 *	-	-	-	-	-	

\* Amount includes administrative expenses of Rs. 2.3 million.

## Annexure- VII to Board's Report

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

Sl. No. (1)	Particulars (2)	Amount (Rs. in million)(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	67.14
(ii)	Total amount spent for the Financial Year	67.2
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	9.64*
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	9.64

\*The CSR obligation for the FY 2024-25 was Rs. 67.14 million and the set-off availed was of Rs. 9.58 million, excess amount spent on CSR activities in the previous three Financial Years. Therefore, the amount to be spent after considering set-off was Rs. 57.56 million. Hence, the excess amount spent for FY is Rs. 9.64 million.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(Rs. in million)								
1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub - section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub- section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (Rs.)	Date of transfer		
1	2023-24							
2	2022-23				NA			
3	2021-22							

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

If Yes, enter the number of Capital assets created/ acquired: **Not applicable**

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

NOT APPLICABLE

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

For and on behalf of Board of Directors  
**EMCURE PHARMACEUTICALS LIMITED**

Date: May 22, 2025  
Place: Pune

SUNIL MEHTA  
CHAIRMAN  
CSR COMMITTEE  
DIN: 00118469

VIJAY GOKHALE  
MEMBER CSR COMMITTEE &  
INDEPENDENT DIRECTOR  
DIN: 09134089

## Annexure- VIII to Board's Report

### Information required under Section 197 of the Act 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 FY2025 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY2025:

Name of Director and Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of employees	Increase/ (Decrease) in Remuneration in the FY2025 (in percentage)
Mr. Satish Mehta	Managing Director & CEO	391.62	7.11
Mr. Sunil Mehta	Whole-time Director	77.49	39.97
Mr. Samit Mehta	Whole-time Director	53.57	8
Mrs. Namita Thapar	Whole-time Director	77.49	8
Dr. Mukund Gurjar	Whole-time Director	99.89	8
Mr. Berjis Desai	Non-Executive, Non-Independent Director (Chairman)	17.91	92.14
Mr. Samonnoi Banerjee	Non-Executive, Non-Independent Director	0.73	-15.38
Dr. Shailesh Ayyangar	Non-Executive, Independent Director	9.12	-13.29
Mr. P. S. Jayakumar	Non-Executive, Independent Director	5.73	6.17
Mr. Vijay Gokhale	Non-Executive, Independent Director	4.09	8.85
Dr. Vidya Yeravdekar	Non-Executive, Independent Director	2.83	-4.49
Mr. Tajuddin Shaikh	Chief Financial Officer	Not Applicable	14
Mr. Chetan Sharma	Company Secretary & Compliance Officer	Not Applicable	10

- (ii) The percentage increase in the median remuneration of employees in the FY2025 (Median -2025/Median 2024): 9.62%

- (iii) The number of permanent employees on the rolls of the Company as on March 31, 2025: 6,731

- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year ending March 31, 2025 was approximately 8.49% and the average increase in the managerial personnel remuneration was 10.42%.

- (v) The key parameters for any variable component of remuneration availed by the directors:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



## Annexure - IX to Board's Report

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

#### A. Conservation of Energy

##### (i) Steps taken or impact on conservation of energy:

Energy conservation continues to be a priority for the Company.

Consumption of the energy is monitored. The systems are maintained and improved regularly to reduce the distribution and other losses.

- Replacement of Outdated & Inefficient Air Conditioning System at one of the PM Store with a new Energy-Efficient System, lead to the saving of 1.17 lakh KWH
- Air Handling Units Upgradation - Replacement of Induction Motors IE-1 & 2 with Electronically Communicated (EC) high efficiency Motors. Leading to saving of 2.52 lakh KWH
- Installation of Energy Efficient Vertical Pumps for Hot Water System – API-1 Block & Secondary Side of API-3 Chiller & Brine Plants, leading to a saving of 1.27 lakh KWH
- Minimum/No Leakage Drive for Compressed Air and Steam Systems – Utility & Plant Areas, resulted in the saving of 0.62 lakh KWH
- Adoption of alternative Milling Technology - Replacement of Jet Mill with Mikro Pulverisers in API-10, leading to saving of 1.89 lakh KWH
- Installation of Variable Frequency Drives (VFDs) for Chiller Compressors, leading to a saving of 3 lakh KWH
- Replacement of Old Pumps with Energy-Efficient Pumps with Inbuilt VFDs – Utility Area, leading to saving of 9 lakh kWh
- Energy Saving in Lighting at a Warehouse. Existing lamps replaced with LED Lamps, leading to a saving of 1.17 lakh KWH
- Water Conservation - Optimisation of Backwash Frequency for MGF – Water System
- Optimisation of Change room AHU in second/night shift, leading to saving of 1.90 lakh KWH
- Optimisation of air compressor setpoint, leading to a saving of 11000 KWH
- Reduction in AHU operating hours in SPM Store, RM Store, and PPM-I Store, leading to a saving of 4.50 lakh KWH
- Implementation of AHU recovery study in the Microbiology area for energy saving, leading to a saving of 1.25 lakh KWH
- Water Conservation - Optimisation of ACF Backwash Frequency
- Optimisation of Chiller Set Point for Energy Savings, resulting in 9% reduction in chiller power consumption.
- Installation of oxygen (O<sub>2</sub>) sensor in the flue gas stack of a boiler to continuously monitor the oxygen concentration in combustion gases. By maintaining ideal oxygen levels, the system reduces fuel consumption, lowers emissions, and enhances the overall thermal efficiency of the boiler.
- Optimisation of Sanitisation Frequency – Purified Water System (OSD) results in a reduction in steam & fuel consumption.

##### (ii) The steps taken by the company for utilising alternative sources of energy:

The Company continues to evaluate alternative sources of energy.

The company has invested in a Group Captive Plant for few units in the state of Maharashtra, leading to the savings of Rs. 430.92 Lakhs.

##### (iii) The capital investment on energy conservation equipments:

Capital investment of Rs. 30.4 Mn was made on energy conservation equipments.

#### B. Technology Absorption

##### (i) Efforts made towards technology absorption

Emcure has consistently invested in advanced R&D and manufacturing technologies to develop and commercialize complex formulations across multiple platforms. These include injectable, oral, topical, and nasal dosage forms, supported by automated systems, modular manufacturing setups, and in-house analytical capabilities. The company has also integrated digitalization and AI tools to enhance process optimization, predictive analytics, and decision-making across its operations.

##### (ii) Benefits derived

The adoption of these technologies has resulted in measurable benefits such as improved product quality, enhanced consistency, reduced development timelines, and cost optimization. It has also enabled import substitution and lifecycle management for key products, contributing to greater accessibility and self-reliance.

##### (iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year)

###### (a) Details of technology imported:

Emcure received a Voluntary License (VL) to develop and market an advanced antiretroviral drug. The technology package included components for manufacturing intermediates, API, spray-dried dispersion (premix), tablets, and subcutaneous long-acting injection.

###### (b) Year of import:

The technology was imported during the financial year 2024-25.

###### (c) Whether the technology has been fully absorbed:

Yes, the technology has been fully absorbed and is currently being utilized for development and commercialization.

###### (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:

Not applicable.

Annexure - IX to Board’s Report

Sustainability-focused R&D narrative:

In line with our sustainability principles, Emcure’s R&D is focused on integrating environmentally responsible technologies into pharmaceutical innovation. Key initiatives include the adoption of flow chemistry to enhance reaction control, reduce energy consumption, and minimize waste. The team is also actively replacing chlorinated solvents with eco-friendly alternatives, promoting cleaner manufacturing practices. These efforts reflect our commitment to reducing environmental impact while advancing efficient and scalable healthcare solutions.

(iv) The expenditure incurred on Research and Development:

(Rs. in million)		
Particulars	FY 2024-25	FY 2023-24
Capital	91.85	86.05
Revenue	1,621.45	1,692.92
Total	1,713.30	1,778.97
Total R&D Expenditure as % of gross turnover	3.91%	5.09%

C. Foreign Exchange earnings and outgo:

Capital investment of Rs. 30.4 Mn was made on energy conservation equipments.

(Rs. in million)		
Particulars	FY 2024-25	FY 2023-24
Foreign Exchange Earnings	16,115.01	14,900.16
Foreign Exchange Outgo	1,244.66	2,519.46

For and on behalf of Board of Directors  
EMCURE PHARMACEUTICALS LIMITED

Date: May 22, 2025  
Place: Pune

BERJIS DESAI  
CHAIRMAN

# Annexure - X(A) to Board's Report

## Form No. MR-3

### Secretarial Audit Report

For The Financial Year Ended 31st March 2025  
[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]  
&  
Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,

**The Members,**

**Emcure Pharmaceuticals Limited**

Plot No.P-1 & P-2, IT –BT Park,

Phase-II, M.I.D.C, Hinjawadi,

Pune - 411057, Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Emcure Pharmaceuticals Limited** bearing **CIN: L24231PN1981PLC024251** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2025 (“Audit Period”)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2025** according to the provisions of:

- (i) The Companies Act, 2013, as amended from time to time ('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, External Commercial Borrowing and Overseas Direct Investment;
- (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, 2018;

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

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable to the Company during the Audit Period);**

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) Regulation 2021 **(not applicable to the Company during the Audit Period);** and

h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(not applicable to the Company during the Audit Period).**

(vi) The Management has identified and confirmed the Compliances of the following laws as specifically applicable to the Company:

- a. The Drugs and Cosmetics Act, 1940 and rules framed there under
- b. The Bio Medical Waste (Management & Handling) Rules, 2016
- c. The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954
- d. The Narcotic Drugs and Psychotropic Substances Act, 1985
- e. The Essential Commodities Act, 1955 and the Drug and Price Control Order, 2013
- f. The Petroleum Act, 1934
- g. The Food Safety and Standards Act, 2006
- h. The Patents Act, 1970
- i. The Trade Marks Act, 1999
- j. The Indian Copyright Act, 1957

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

- i. Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- ii. The Listing Agreements entered into by the Company with Stock Exchanges pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto.

## Annexure - X(A) to Board's Report

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

### We further report that,

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

Adequate notice is given to all directors to schedule the Board or Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further, in the incidences where, for any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with a period shorter than seven days, all the Directors including Independent Directors have consented to the same.

All decisions at Board, Committee Meetings and decisions through circular resolutions are carried out with requisite majority, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

### We further report that,

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

### We further report that,

During the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except following:

1. At the 43rd Annual General Meeting held on June 05, 2024, Special Resolution was passed for re-appointment of Mrs. Namita Thapar (DIN: 05318899) as a Whole-time Director for a period of five (5) years with effect from July 28, 2024.
2. The Company completed its Initial Public Offering of 19,375,070 equity shares of face value of ₹10 each ("equity shares") for cash at a price of ₹1,008 per equity share (including a share premium of ₹998 per equity share) (the "offer price") aggregating to ₹19,520.27 million (the "offer") comprising a fresh issue of 7,946,231 equity shares of face value of ₹10 each aggregating to ₹8,000.00 million by the Company (the "fresh issue") and an offer for sale of 11,428,839 equity shares of face value of ₹10 each aggregating to ₹11,520.27 million. The allotment of equity shares under the fresh issue was completed on July 08, 2024.
3. The Equity Shares of the Company were listed and admitted for dealings on the recognized Stock Exchange(s) in the list of 'B' Group of Securities with effect from July 10, 2024.
4. The Company together with its subsidiary, Gennova Biopharmaceuticals Limited ('GBL') had entered into a

Share Subscription and Shareholders' Agreement dated July 25, 2024 for acquisition of 26 per cent of the paid-up share capital of Sunsure Solarpark Twelve Private Limited, out of which Company agreed to contribute

at least 21.35% of the paid-up share capital and GBL agreed to contribute at least 4.65% of the paid-up share capital of the said company.

5. The Company has obtained in-principle approval dated September 26, 2024 for 10,40,000 Equity Shares of Rs. 10/- each to be issued under "Emcure- Employee Stock Option Scheme 2013".
6. A wholly owned Subsidiary of the Company named "Emcutix Biopharmaceuticals Limited" was incorporated on October 03, 2024.
7. The Company had passed following special resolutions vide Postal Ballot dated December 23, 2024:
  - a. For amendment and ratification of "Emcure - Employee Stock Option Scheme 2013" of the Company; and
  - b. For ratification of extension of benefits under "Emcure - Employee Stock Option Scheme 2013" of the Company to the employees of a group Company including a subsidiary or associate Company of the Company, in India or outside India.
8. The Board of Directors of the Company vide Circular Resolutions passed on November 22, 2024 and March 24, 2025 approved allotment of 3,33,500 Equity Shares of Rs. 10/- each and 51,500 Equity Shares of Rs. 10/- each, respectively to the eligible employees, respectively, pursuant to the Emcure- Employee Stock Option Scheme, 2013 upon exercise of vested options.

### For SVD & Associates Company Secretaries

**Sheetal S. Joshi**

**Partner**

FCS No: 10480

C P No: 11635

Unique Code of the Firm: P2013MH031900

Peer review No.6357/2025

UDIN: F010480G000381048

Place: Pune

Date: May 22, 2025

*Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as **Annexure A** and forms an integral part of this report.*

## Annexure - X(A) to Board's Report

### 'Annexure A'

To,  
**Members,**  
**Emcure Pharmaceuticals Limited,**  
Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C.,  
Hinjawadi, Pune – 411057

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

#### Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have physically verified the documents and evidences and also relied on data provided through electronic mode to us.
5. Wherever required, we have obtained the management's

representation about the compliance of laws, rules and regulations and happening of events, etc.

#### Disclaimer

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.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

#### For SVD & Associates

#### Company Secretaries

**Sheetal S. Joshi**

**Partner**

FCS No: 10480

C P No: 11635

Unique Code of the Firm: P2013MH031900

Peer review No.6357/2025

UDIN: F010480G000381048

Place: Pune

Date: May 22, 2025



# Annexure - X(B) to Board's Report

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Zuventus Healthcare Limited**  
Pune.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zuventus Healthcare Limited** (CIN: U85320PN2002PLC018324) and having its registered office at Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder **(not applicable to the Company during the audit period)**;
- (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 **(no compliances triggered to the Company during the audit period)**;
  - (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, 2018 **(not applicable to the Company during the audit period)**;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 **(not applicable to the company during the audit period)**;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable to the Company during the audit period)**;

(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, 2021 **(not applicable to the Company during the audit period)**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during the audit period)**; and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(not applicable to the Company during the audit period)**;

(vi) The Drugs and Cosmetics Act, 1940; Narcotic Drugs and Psychotropic Substances Act, 1985; The Medicinal & Toilet Preparations (Excise Duties) Act, 1955; Petroleum Act 1934; Food Safety and Standards Act, 2006; The Indian Copyright Act, 1957; The Patents Act, 1970 and The Trade Marks Act, 1999, (including the rules made under these Acts), being the laws that are specifically applicable to the Company based on its business activities and related to the sector/industry in which it operates.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines etc. mentioned above and in respect of laws specifically applicable to the Company based on its business activities and to the sector/industry.

#### We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, in the minutes of the meetings of Board and its Committees, for the period under review, no dissents were noted and hence we have no reason to believe that decisions by the Board were not approved by all the Directors present.

## Annexure - X(B) to Board's Report

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

We further report that there are no major corporate events during the period under review.

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

**For Manish Ghia & Associates**  
**Company Secretaries**  
*(Unique ID: P2006MH007100)*

Place: Mumbai  
 Date: May 21, 2025  
 UDIN: F006252G000400492

**CS Mannish L. Ghia**  
**Partner**  
 M. No. FCS 6252, C.P. No. 3531  
 PR 822/2020

### 'Annexure A'

To,  
 The Members,  
**Zuventus Healthcare Limited**  
 Pune

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

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

**For Manish Ghia & Associates**  
**Company Secretaries**  
*(Unique ID: P2006MH007100)*

Place: Mumbai  
 Date: May 21, 2025  
 UDIN: F006252G000400492

**CS Mannish L. Ghia**  
**Partner**  
 M. No. FCS 6252, C.P. No. 3531  
 PR 822/2020



# Standalone Financial Statements

---

# Independent Auditor’s Report

To the members of **Emcure Pharmaceuticals Limited**  
**REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**



**OPINION**

We have audited the standalone financial statements of Emcure Pharmaceuticals Limited (the “Company”) which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.



**BASIS FOR OPINION**

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



**KEY AUDIT MATTER**

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

► **REVENUE RECOGNITION**

Refer note 1C. (i) of material accounting policies and note 25 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company’s revenue is derived primarily from sale of pharmaceutical products. Revenue from sale of goods is recognised at a point in time when performance obligation is satisfied and is based on the transfer of control to the customer as per terms of the contract with them which may vary for each customer. The Company and its external stakeholders focus on revenue as a key performance metric.</p> <p>The Company and its external stakeholders consider revenue as a key performance metric. Revenue recognition has been identified as a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognized before the control has been transferred.</p>	<p>In view of the significance of the matter we have applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"><li>Assessed if Company’s revenue recognition policies are consistent with applicable accounting standards.</li><li>Evaluated the design, implementation and operating effectiveness of key internal controls in relation to recognition of revenue.</li><li>On a sample basis, tested the revenue transactions recorded during the year by verifying the underlying documents such as sales invoices, dispatch/shipping documents and proof of delivery, to assess whether revenue is recognised appropriately when control is transferred.</li><li>Tested, on a sample basis specific revenue transactions recorded before and after the financial year-end date to assess whether revenue is recognised in the correct financial period in which control is transferred, from the underlying documents such as sales invoices, dispatch/shipping documents and proof of delivery.</li><li>Compared historical trend of revenue recognised to identify any unusual trends.</li><li>Scrutinized journal entries related to revenue recognised during the year based upon specified risk-based criteria, to identify unusual or irregular items.</li></ul>

## Independent Auditor's Report (Continued)



### OTHER INFORMATION

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.



### MANAGEMENT'S AND BOARD OF DIRECTORS RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

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

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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



## Independent Auditor's Report (Continued)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 1 April 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 modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 41 to the standalone financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d.
  - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 54(vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 54(vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. As stated in Note 16 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, except for instances mentioned below, the Company has used accounting software for maintaining its books of account which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the respective software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, except for instances mentioned below, the audit trail has been preserved, by the company as per the statutory requirements for record retention.
  - (i) The feature of recording audit trail (edit log) facility was not enabled at the database level from 1 April 2024 to 18 November 2024 to log any direct data changes for the accounting software used for maintaining all books of accounts.

## *Independent Auditor's Report (Continued)*

(ii) The feature of recording audit trail (edit log) facility was not enabled for certain fields and tables at the application layer of the accounting software used for maintaining books of accounts relating to Revenue and Receivables, Inventory, Property, plant and equipment, Purchase and payables.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable 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/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Place: Pune  
Date: May 22, 2025

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Abhishek**  
Partner  
Membership No. 062343  
ICAI UDIN: 25062343BMOJBW5351

# Annexure A

## Annexure A to the Independent Auditor's Report on the on the Standalone Financial Statements of Emcure Pharmaceuticals Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancy was noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in, provided guarantee and granted loans to companies, in respect of which the requisite information is as below. The Company has not made any investments in firms, limited liability partnership or any other parties.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans, guarantee to any other entity as below:

Particulars	Guarantees (INR million)	Loans (INR million)
Aggregate amount during the year		
Subsidiaries*	2,037.01	3,659.60
Others	Nil	Nil
Balance outstanding as at balance sheet date		
Subsidiaries*	6,517.24	3,107.27
Others	2,972.56	Nil

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

## Annexure A

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii)(a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Professional Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 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 on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are given in Appendix 1 below.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not have any Joint Venture or Associate Companies.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not have any Joint Venture or Associate Companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company has utilised the money raised by way of initial public offer for the purposes for which they were raised. The Company has not raised moneys by way of Initial Public Offer/ further public offer through debt instruments.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

## Annexure A

- (xiv)(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC. Accordingly, clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual report is expected to be made available to us after the date of this auditor's report.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

Place: Pune  
Date: 22 May 2025

**Abhishek**  
Partner  
Membership No. 062343  
CAI UDIN: 25062343BMOJBW5351



## Appendix A1

Details of amount unpaid on account of disputes:

Name of the statute	Nature of the dues	Amount (INR million)	Paid under protest (INR million)	Period to which the amount relates	Forum where dispute is pending
The Telengana Value Added Tax Act, 2005	Value added tax	0.36	0.11	June 2014 to March 2016	The Telangana Sales Tax Appellate Tribunal
The Tamilnadu Value Added Tax Act, 2006	Value added tax	80.89	Nil	FY 2014-15	Tamilnadu Sales Tax Appellate Tribunal
The Tamilnadu Value Added Tax Act, 2006	Value added tax	128.57	Nil	FY 2015-16	Tamilnadu Sales Tax Appellate Tribunal
Customs Act, 1962	Customs duty	3.99	0.04	FY 2017-18	Commissioner of Customs (Appeal), Mumbai
Customs Act, 1962	Customs duty	3.08	0.10	FY 2018-19	Commissioner of Customs (Appeal), Mumbai
The Goods and Services Tax Act, 2017	Goods and services tax - Gujarat	6.14	0.26	FY 2017-18	GST Tribunal#
The Goods and Services Tax Act, 2017	Goods and service tax - Rajasthan	1.34	0.10	FY 2017-18	Commissioner Appeals SGST
The Goods and Services Tax Act, 2017	Goods and services tax - Delhi	2.53	0.10	FY 2017-18	Commissioner Appeals SGST
The Goods and Services Tax Act, 2017	Goods and services tax - Maharashtra	23.76	Nil	FY 2017-18	GST Tribunal#
The Goods and Services Tax Act, 2017	Goods and services tax - Gujarat	84.44	2.19	FY 2018-19 and FY 2019-20	Commissioner Appeals CGST
The Goods and Services Tax Act, 2017	Goods and services tax - Uttar Pradesh	15.48	0.35*	FY 2017-18	Commissioner of CGST (A), Lucknow
The Goods and Services Tax Act, 2017	Goods and services tax - Maharashtra	338.64	102.79*	FY 2017-18 to FY 2021-22	Commissioner of CGST (A), Pune
The Goods and Services Tax Act, 2017	Goods and services tax - Maharashtra	18.87	0.94*	FY 2020-21	Commissioner of SGST (A), Pune

## Appendix A1

Details of amount unpaid on account of disputes:

Name of the statute	Nature of the dues	Amount (INR million)	Paid under protest (INR million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	29.34	29.34**	AY 2011-12 and AY 2012-13	Bombay High Court
Income Tax Act, 1961	Income Tax	504.14	504.14**	AY 2015-16 to AY 2017-18	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	1,249.44	288.42	AY 2018-19 to AY 2021-22	Commissioner of Income tax (Appeals)

\*The Company has filed an appeal for these cases post 31 March 2025.

\*\* adjusted by way of income tax refund.

# Appeal will be filed at GSTAT once the tribunal will be constituted.

## Annexure B

### Annexure B to the Independent Auditor's Report on the on the Standalone Financial Statements of Emcure Pharmaceuticals Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act (Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)



#### OPINION

We have audited the internal financial controls with reference to financial statements of Emcure Pharmaceuticals Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").



#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.



#### AUDITOR'S RESPONSIBILITY

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

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

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



#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

## Annexure B



### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

Place: Pune  
Date: 22 May 2025

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Abhishek**  
Partner  
Membership No. 062343  
CAI UDIN: 25062343BMOJBW5351

# Standalone Balance Sheet as at March 31, 2025

₹ in million

Particulars	Note	As at 31-Mar-25	As at 31-Mar-24
<b>A. ASSETS</b>			
<b>(1) Non-current assets</b>			
Property, plant and equipment	2A	14,598.47	14,288.15
Capital work-in-progress	2B	928.30	1,064.03
Right-of-use assets	3	2,729.96	2,620.41
Intangible assets	4A	262.19	273.84
Intangible assets under development	4B	62.82	-
Financial assets			
i) Investments	5	6,776.53	6,840.01
ii) Loans	6	3,205.81	418.84
iii) Other non-current financial assets	7	182.40	193.49
Income tax assets (net)	36	472.03	472.93
Other non-current assets	8	342.11	163.27
<b>Total non-current assets</b>		<b>29,560.62</b>	<b>26,334.97</b>
<b>(2) Current assets</b>			
Inventories	9	10,381.83	7,702.74
Financial assets			
i) Trade receivables	10	11,905.63	11,032.86
ii) Cash and cash equivalents	11A	84.90	118.71
iii) Bank balances other than (ii) above	11B	53.07	202.51
iv) Other current financial assets	12	796.86	767.60
Other current assets	13	1,378.22	1,355.67
		<b>24,600.51</b>	<b>21,180.09</b>
Assets classified as held for sale	14	-	54.24
<b>Total current assets</b>		<b>24,600.51</b>	<b>21,234.33</b>
<b>TOTAL ASSETS</b>		<b>54,161.13</b>	<b>47,569.30</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	15	1,894.83	1,811.52
Other equity	16	28,348.81	17,539.45
<b>Total equity</b>		<b>30,243.64</b>	<b>19,350.97</b>
<b>C. LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
Financial liabilities			
i) Borrowings	17	4,062.89	4,382.09
ii) Lease Liabilities	3	1,838.13	1,622.17
iii) Other non-current financial liabilities	18	299.64	388.91
Provisions	19	261.10	234.58
Deferred tax liabilities (net)	35	264.09	289.42
<b>Total non-current liabilities</b>		<b>6,725.85</b>	<b>6,917.17</b>
<b>(2) Current liabilities</b>			
Financial liabilities			
i) Borrowings	20	2,495.30	9,762.89
ii) Lease Liabilities	3	177.75	187.32
iii) Trade payables	21		
(a) Total outstanding dues of micro and small enterprises; and		260.23	122.48
(b) Total outstanding dues other than (2)(iii)(a) above		10,943.63	8,090.23
iv) Other current financial liabilities	22	1,729.42	1,765.62
Other current liabilities	24	591.87	927.25
Provisions	23	281.43	245.60
Income tax liabilities (net)	36	712.01	199.77
<b>Total current liabilities</b>		<b>17,191.64</b>	<b>21,301.16</b>
<b>Total liabilities</b>		<b>23,917.49</b>	<b>28,218.33</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>54,161.13</b>	<b>47,569.30</b>



## *Standalone Balance Sheet as at March 31, 2025*

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**

Partner  
Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**

Company Secretary  
Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

# Standalone Statement of Profit and Loss

(including other comprehensive income) for the year ended March 31, 2025

Rs. in million

Particulars	Note	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>Revenue:</b>			
Revenue from operations	25	43,819.24	34,976.55
Other income	26	1,188.07	1,262.36
<b>Total income</b>		<b>45,007.31</b>	<b>36,238.91</b>
<b>Expenses:</b>			
Cost of materials consumed	27	13,079.75	10,878.18
Purchases of stock-in-trade		8,257.02	3,768.48
Changes in inventories of finished goods, work-in-progress and stock in trade	28	(1,262.65)	(1,017.00)
Employee benefit expenses	29	7,823.10	7,064.10
Depreciation and amortisation expense	31	2,249.72	2,048.32
Finance costs	32	1,129.62	1,660.92
Other expenses	30	9,690.36	9,863.85
Net gain on foreign currency transactions		(236.71)	(120.21)
<b>Total expenses</b>		<b>40,730.21</b>	<b>34,146.64</b>
<b>Profit before exceptional items and tax</b>		<b>4,277.10</b>	<b>2,092.27</b>
Exceptional items	33	-	93.15
<b>Profit before tax</b>		<b>4,277.10</b>	<b>1,999.12</b>
<b>Tax expense</b>	<b>34</b>		
Current tax		1,127.07	385.81
Deferred tax		(21.25)	4.97
<b>Total tax expenses</b>		<b>1,105.82</b>	<b>390.78</b>
<b>Profit for the year</b>		<b>3,171.28</b>	<b>1,608.34</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of post-employment benefit obligations	44	(16.21)	(5.55)
Income tax on above	34	4.08	1.40
		<b>(12.13)</b>	<b>(4.15)</b>
<b>Items that will be reclassified subsequently to profit or loss</b>			
Changes in the fair value of equity instruments at FVOCI	16	-	(65.80)
Income tax relating on above	34	-	16.56
		<b>-</b>	<b>(49.24)</b>
<b>Other comprehensive income for the year</b>		<b>(12.13)</b>	<b>(53.39)</b>
<b>Total comprehensive income for the year</b>		<b>3,159.15</b>	<b>1,554.95</b>
<b>Earnings per share:</b>			
Basic	37	16.95	8.89
Diluted	37	16.95	8.89
[Face value per share: Rs.10 (Previous year: Rs.10)]			

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached.

## For B S R & Co. LLP

Firm Registration: 101248W/W-100022

Chartered Accountants

## Abhishek

Partner

Membership No. 062343

## For and on behalf of the Board of Directors

Emcure Pharmaceuticals Limited

CIN: L24231PN1981PLC024251

## Berjis Desai

Non-executive Director & Chairman

DIN: 00153675

## Chetan Sharma

Company Secretary

Membership No. F8352

## Satish Mehta

Managing Director & CEO

DIN: 00118691

## Tajuddin Shaikh

Chief Financial Officer

Place: Pune

Date: 22-May-2025

Place: Pune

Date: 22-May-2025

# Statement of Changes In Equity for the year ended March 31, 2025

Rs. in million

Equity share capital	Note	Rs. in million
As at April 1, 2023		1,808.52
Changes in equity share capital	15	3.00
As at March 31, 2024		1,811.52

Equity share capital	Note	Rs. in million
As at April 1, 2024		1,811.52
Changes in equity share capital	15	83.31
As at March 31, 2025		1,894.83

Rs. in million

Other equity	Note	Reserves and Surplus				Total
		Securities premium	Share options outstanding account	General reserve	Retained earnings	
As at April 1, 2023		-	159.98	511.76	15,938.42	16,610.16
Profit for the year		-	-	-	1,608.34	1,608.34
Remeasurements of post-employment benefit obligations (net of tax)					(4.15)	(4.15)
Changes in the fair value of equity instruments at FVOCI (net of tax)	16	-	-	-	(49.24)	(49.24)
		-	-	-	1,554.95	1,554.95
<b>Transactions with owners, recorded directly in equity</b>						
Interim dividend paid on equity Shares	16	-	-	-	(361.70)	(361.70)
Final dividend on equity shares	16	-	-	-	(180.85)	(180.85)
		-	-	-	(542.55)	(542.55)
<b>Others</b>						
Employee share based expense	45	-	46.08	-	-	46.08
Exercise of share options	53	98.84	(25.25)	-	-	73.59
Options settled during the year	16	-	-	(202.36)	-	(202.36)
Options forfeited or settled	16	-	(17.96)	17.96	-	-
Income tax on above	34	-	-	(0.42)	-	(0.42)
		98.84	2.87	(184.82)	-	(83.11)
As at March 31, 2024		98.84	162.85	326.94	16,950.82	17,539.45

# Statement of Changes In Equity for the year ended March 31, 2025

Rs. in million

Other equity	Note	Reserves and Surplus				Total
		Securities premium	Share options outstanding account	General reserve	Retained earnings	
<b>As at April 1, 2024</b>		<b>98.84</b>	<b>162.85</b>	<b>326.94</b>	<b>16,950.82</b>	<b>17,539.45</b>
Profit for the year		-	-	-	3,171.28	3,171.28
Remeasurements of post-employment benefit obligations (net of tax)	16	-	-	-	(12.13)	(12.13)
<b>Others</b>					3,159.15	3,159.15
Employee share based expense	45	-	20.15	-	-	20.15
Exercise of share options	16	181.73	(44.69)	-	-	137.04
Proceeds received from issue of shares	16	7,571.93	-	-	-	7,571.93
Options forfeited or settled	16	-	(19.70)	(55.34)	-	(75.04)
Income tax on above	34	-	-	(3.87)	-	(3.87)
		7,753.66	(44.24)	(59.21)	-	7,650.21
<b>As at March 31, 2025</b>		<b>7,852.50</b>	<b>118.61</b>	<b>267.73</b>	<b>20,109.97</b>	<b>28,348.81</b>

**Note:**

For description of nature and purpose of reserves refer note 16.

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022

Chartered Accountants

**Abhishek**

Partner

Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**

CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman

DIN: 00153675

**Chetan Sharma**

Company Secretary

Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO

DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

# Standalone Cash Flow Statement for the year ended March 31, 2025

₹ in million

Particulars	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>A. Cash flows from operating activities:</b>		
Profit before tax	4,277.10	1,999.12
Adjustment for:		
Depreciation and amortisation expense	2,249.72	2,048.32
Unrealised exchange loss	44.73	74.18
Finance costs	1,129.62	1,660.92
Employee share-based expense	16.25	38.54
Interest income from banks and others	(14.72)	(10.56)
Interest income from intercorporate loans	(133.31)	(25.36)
Gain on disposal of property, plant and equipment	(387.44)	(72.72)
Gain on termination of leases	(63.47)	(20.77)
Impairment of investment and loans given to related parties	-	93.15
Dividend received from subsidiary	-	(530.08)
	<b>7,118.48</b>	<b>5,254.74</b>
<b>Working capital adjustments:</b>		
- (Increase) / decrease in inventories	(2,679.09)	(603.41)
- (Increase) / decrease in trade receivables	(872.77)	(487.90)
- (Increase) / decrease in other financial assets	(19.25)	97.36
- (Increase) / decrease in other assets	(112.78)	77.38
- Increase / (decrease) in trade payables	2,991.15	1,478.35
- Increase / (decrease) in other financial liabilities	(100.03)	145.45
- Increase / (decrease) in other liabilities	(127.87)	485.19
- Increase / (decrease) in provisions	46.14	71.19
	<b>(874.50)</b>	<b>1,263.61</b>
<b>Cash generated from operating activities</b>	<b>6,243.98</b>	<b>6,518.35</b>
Income tax paid (net of refunds)	(661.13)	(668.62)
<b>Net cash generated from operating activities (A)</b>	<b>5,582.85</b>	<b>5,849.73</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant and equipment, Leasehold Land and capital work-in-progress	(1,961.50)	(2,492.56)
Purchase of intangible assets	(150.93)	(42.70)
Proceeds from sale of property, plant and equipment, assets held for sale and transfer of Leasehold Land rights	305.48	107.58
Proceeds against Assets held for sale	-	207.51
Investment in Financial Instruments	(71.16)	-
Intercorporate loans & deposits given to subsidiaries	(3,659.60)	(57.39)
Repayment of intercorporate loans & deposits by subsidiaries	901.98	23.78
Interest received from banks and others	18.77	14.92
Interest received on loans to subsidiaries	114.38	1.37
Dividend received	-	530.08
Term deposit placed	(17.61)	(14.82)
Term deposit matured	164.08	11.46
<b>Net cash used in investing activities (B)</b>	<b>(4,356.11)</b>	<b>(1,710.77)</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from long-term borrowings	-	2,854.24
Repayment of long-term borrowings (refer footnote 1 below)	(7,134.16)	(4,433.51)
Intercorporate deposits taken from subsidiary	4,915.00	-

## Standalone Cash Flow Statement for the year ended March 31, 2025

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Repayment of intercorporate deposits taken from subsidiary	(857.70)	-
Proceeds from / (repayment) of short-term borrowings (net)	(3,842.00)	1,224.95
Repayment of Lease Liabilities	(371.30)	(317.08)
Payment on account of settlement of Employee stock options	-	(202.36)
Proceeds from issue of shares (net of offer expenses)	7,792.28	76.59
Interest paid (refer footnote 2 below)	(994.59)	(1,537.76)
Interim dividend paid	-	(361.70)
Dividend paid on equity shares	-	(180.85)
<b>Net cash used in financing activities (C)</b>	<b>(492.47)</b>	<b>(2,877.48)</b>
Net increase in cash and cash equivalents (A+B+C)	734.27	1,261.48
Cash and cash equivalent as at beginning of the period	(889.05)	(2,130.51)
Effect of exchange rate fluctuations on cash and cash equivalent	(20.49)	(20.02)
<b>Cash and cash equivalent as at year end</b>	<b>(175.27)</b>	<b>(889.05)</b>

Components of cash and cash equivalent:	31-Mar-25	31-Mar-24
Cash on hand	0.26	0.37
Balances with bank in current accounts	84.64	118.34
Bank overdrafts used for cash management purpose	(260.17)	(1,007.76)
<b>Total cash and cash equivalent*</b>	<b>(175.27)</b>	<b>(889.05)</b>

\* Cash and cash equivalent includes bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

Changes in liabilities arising from financing activities	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>Borrowings:</b>		
Opening balance	13,137.36	13,368.41
Amount borrowed during the year	4,915.00	2,854.24
Amount repaid during the year	(11,833.86)	(3,208.56)
Others (includes unrealised foreign exchange differences)	84.39	123.27
<b>Closing balance (refer note 17 &amp; 20)</b>	<b>6,302.89</b>	<b>13,137.36</b>
<b>Interest accrued on borrowings:</b>		
Opening balance	98.74	102.61
Finance cost incurred during the year	1,086.29	1,658.49
Amount paid during the year	(994.59)	(1,537.76)
Others (includes borrowing cost capitalised during the year)	(185.94)	(124.60)
<b>Closing balance (refer note 20)</b>	<b>4.50</b>	<b>98.74</b>

### Footnotes to the cash flow statement:

1. This includes prepayment of term loan (including interest, if any) amounting to Rs. 600.00 million (March 31, 2024: Rs. Nil) out of Initial Public Offer ('IPO') proceeds, other prepayment of term loan amounting to Rs. 255.74 million (March 31, 2024: Rs. 1,505.42 million) and swap of loan with other bank amounting to Rs. Nil (March 31, 2024: Rs. 354.24 million)
2. Includes interest expense of Rs. 42.77 million (March 31, 2024: Rs. 101.39 million) which has been capitalised in accordance with Ind AS 23, Borrowing Costs.
3. Refer note 3 for movement in lease liabilities.
4. Standalone Statement of Cash flow has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The notes referred to above form an integral part of the standalone financial statements.



## *Standalone Cash Flow Statement* for the year ended March 31, 2025

As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**

Partner  
Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**

Company Secretary  
Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

# Notes to the standalone financial statements for the year ended March 31, 2025

## 1A. General information:

Emcure Pharmaceuticals Limited (hereinafter referred to as "Company") is a Public Limited Company, incorporated and domiciled in India. The Company has its registered office in Pune and is engaged in developing, manufacturing and marketing a broad range of pharmaceutical products globally. The Company's core strength lies in developing and manufacturing differentiated pharmaceutical products in-house, which are commercialised through Company's marketing infrastructure across geographies and business relationships with multi-national pharmaceutical companies. On July 10, 2024, equity shares of the Company were listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

## 1B. Basis of preparation

### a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

Details of the Company's accounting policies are included in Note 1C. These policies have been consistently applied to all the years presented, unless otherwise stated.

### b) Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest million, unless otherwise indicated.

### c) Basis of Measurement

The standalone financial statements are prepared under the historical cost convention except for the following items:

Items	Measurement Basis
Investment in LLP	Fair value
Equity settled shared based payment options	Fair value
Assets held for sale	Fair value less cost to sell
Net defined benefit (asset) / liability	Fair value of plan assets less present value of defined benefit obligations

### d) Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

### Assumptions and estimation uncertainties

Information about assumptions and estimations uncertainties that have a significant risk & are material to the financial statements is included in following notes:

Note 1C. c) Useful lives of property, plant, equipment;

Note 1C. d) Useful lives of intangible assets;

Note 3 - measurement of discount rate for initial recognition of ROU and Lease Liability as per IND AS 116

Note 5 - Impairment of investments in subsidiaries

Note 9 - Valuation of inventories

Note 19 & 22 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 35 - recognition of deferred tax assets: availability of future taxable profit against which tax credit can be used;

Note 39 - Impairment of financial instruments

Note 43 - measurement of loans to related parties at amortised cost and interest accrued on these loans; key assumptions for discount rate

Note 44 - measurement of defined benefit obligations: key actuarial assumptions;

### e) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Head of Treasury.

The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

# Notes to the standalone financial statements for the year ended March 31, 2025

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 40: Fair value measurements;
- Note 45: Employees stock option plan; and

## f) Current versus non current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

All assets and liabilities are classified into current and non-current.

## Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current assets / non-current financial assets. All other assets are classified as non-current.

## Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be settled within 12 months after the reporting date; or
- the Company does not have any unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current liabilities / non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent. The operating cycle of the Company is less than 12 months.

## 1C. Material accounting policies

### a) Foreign Currency Translation

Transaction in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange difference are recognised in statement of profit and loss, except exchange differences arising from the translation of long term foreign currency monetary items pertaining to period prior to transition to Ind AS and which are not related to purchase of property, plant and equipment and intangible assets which are recognised directly in other equity.

### b) Financial instruments

#### i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price.

#### ii. Classification and subsequent measurement

##### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost; or
- Fair value [either through profit and loss (FVTPL) or through other comprehensive income (FVOCI)]

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost as

## Notes to the standalone financial statements for the year ended March 31, 2025

described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policy and objectives for the portfolio and the operation of those policies in practice.

These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial asset to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of asset;

- How the performance of portfolio is evaluated and reported to the Company's management;
- The risk that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of financial asset on initial recognition. 'Interest' is defined as consideration for time value of money and for credit risk associated with the principal amount outstanding during a particular period of time and other basic leading risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount and timing of cash flows;
- term that would adjust the contractual rate, including variable interest rate features;
- prepayment and extension features; and

- term that limits the Company's claim to cash flows for specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amount of principal and interest on principal amount outstanding, which may include reasonable additional compensation for early termination of contract. Additionally, for a financial asset acquired on a significant premium or discount to its contractual par amount, a feature that permits or require prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is significant at initial recognition.

### Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at FVOCI	These assets are subsequently measured at fair value. Fair value changes are recognised in other comprehensive income. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. When such asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income / expenses.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### iii. Derecognition

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or

## Notes to the standalone financial statements for the year ended March 31, 2025

substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

### iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### c) Property, plant and equipment

#### i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimate costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separated items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

#### ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Company.

#### iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method, and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

Depreciation is provided on pro-rata basis using the straight-line method over the estimated useful lives of the assets prescribed under Schedule II to the Companies Act 2013 except for vehicles and furnitures and fixtures at leasehold premises. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimated useful life	Useful life as per schedule II
Leasehold improvements	As per lease term	NA
Building	30 years	30 years
Plant and machinery	3 to 20 years	10 to 20 years
Electrical installation	10 years	10 years
Air handling equipment	15 years	15 years
Computers	3-6 years	3-6 years
Office equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Vehicles	5 years	8-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives represents the period over which the management expects to use these assets.

Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

### d) Intangible assets

#### i. Initial recognition:

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses, if any.

#### ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to Company.

#### iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual value over their estimated useful lives using straight line method, as is included in depreciation and amortisation in statement of profit and loss.

The estimated useful lives are as follows:

Intangible Asset	Management estimated useful life
Brands acquired	5 to 10 years
Software, license rights	2 to 10 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

### iv. Intangible Assets under Development

Intangible assets under development are initially recognized at cost. Such intangible assets are subsequently capitalized only if it is probable that the future economic benefit associated with the expenditure will flow to the Company.

### v. Impairment

The Company irrespective of whether there is any indication of impairment, tests an intangible asset not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. The recoverable amount is the higher of its

## Notes to the standalone financial statements for the year ended March 31, 2025

value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, 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. An impairment loss is recognised if the carrying amount of the intangible asset not yet available for use exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

### e) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost on inventories is based on weighted average formula, and includes expenditure incurred in acquiring the inventories, production or conversion cost and other cost incurred in bringing them to their present location and condition. In case of manufactured inventory and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expense.

The net realisable value of work-in-progress is determined with reference to the selling price of related finished products.

Raw materials, components and other supplies held for use in production of finished products are not written down below cost except in cases where material price have declined and it is estimated that the cost of finished products will exceed their net realizable value.

The comparison of cost and net realizable value is made on an item-by-item basis.

The Company considers various factors like shelf life, ageing of inventory, product discontinuation, price changes and any other factor which impact the Company's business in determining the allowance for obsolete, non-saleable and slow moving inventories. The Company considers the above factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

### f) Impairment

#### i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit - impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on estimated future cash flows of financial assets have occurred.

Evidence that a financial asset is credit impaired includes the following observed data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being overdue for a period of more than 12 months from the credit term offered to the customer;
- the restructuring of loan or advance by the Company on the terms that the Company would not consider otherwise;
- it is probable that borrower will enter bankruptcy or the financial reorganization;
- the disappearance of active market for a security because of

financial difficulties.

In accordance with Ind-AS 109, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. 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 ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date, the credit risk has not increased significantly since its original recognition. However, if credit risk has increased significantly, lifetime ECL is used.

ECL impairment loss allowance (or reversal) is recognized in the statement of profit and loss.

When determining whether the credit risk of financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost of effort. This includes both quantitative and qualitative information and analysis based on Company's historical experience and informed credit assessment and including forward - looking information.

The Company assumes that the credit risk on financial assets has increased significantly if it is more than 90 days past due.

The Company considers financial asset to be in default when:

- a. The borrower is unlikely to pay its credit obligation to the Company in full, without recourse by the Company to action such as realising security (if any is held); or
- b. The financial asset is 360 days or more past due.

#### Measurement of expected credit loss

Expected credit loss are probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flow that the Company expects to receive).

#### Presentation of allowance of expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### Write – off

The Gross carrying amount of financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when Company determines that the debtor does not have asset or source of income that could generate sufficient cash flows to repay the amount subject to write-off. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with Company's procedures for recovery of amounts due.

#### ii. Impairment of non-financial asset

The Company's non-financial assets other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any



## Notes to the standalone financial statements for the year ended March 31, 2025

such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less cost of disposal. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Company's corporate assets (e.g. central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. An impairment loss on goodwill is not subsequently reversed.

### g) Employee benefits

#### i. Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

#### ii. Share-based payment transactions

Share-based payment are provided to employees of the Group via the Company's Employees Stock Option Plan ("Emcure ESOS 2013").

The company accounts for the share-based payment transactions as equity settled.

The grant date fair value of equity settled share-based payment awards granted to employees of the Company is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the

number of awards that do meet the related service and non-market vesting conditions at the vesting date.

The Company also grants the options to the employees of its subsidiaries for which subsidiary does not have an obligation to settle the share based payment transaction. Total expense for such options issued to employees of subsidiary is recognised as investment in the nature of employee stock options issued to employees of subsidiary and corresponding increase in share options outstanding account.

#### iii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

#### iv. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation result is a potential asset for the Company, the recognised asset is limited to the present value of economic benefit available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

When the benefits of the plan are changed or when plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gain and losses on the settlement of a defined benefit plan when the settlement occurs.

#### v. Other long term employee benefit

The Company's liability in respect of other long-term employee benefits (compensated absences) is the amount of future benefit

# Notes to the standalone financial statements for the year ended March 31, 2025

that employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the Projected Unit Credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

## **h) Provisions (other than for employee benefits), Contingent liabilities and contingent assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

### **i. Contingencies**

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

### **ii. Contingent liabilities and contingent assets**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized in the standalone financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefit will arise, the asset and related income are recognized in the period in which the change occurs. A contingent asset is disclosed, where an inflow of economic benefits is probable.

### **i) Revenue**

#### **Sale of goods**

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The Company recognises revenue pertaining to each performance obligation when it transfers control over a product to a customer, which is adjusted for expected refunds, which are estimated based on the historical data, adjusted as necessary. The transaction price is also adjusted for the effect of time value of money if the contract includes significant financing component.

The consideration can be fixed or variable. Where the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which the Company will be entitled in exchange for transferring the promised goods or

services to a customer. Variable consideration is only recognised when it is highly probable that a significant reversal will not occur.

The Company recognises refund liability where the Company receives consideration from a customer and expects to refund some or all of that consideration to the customer. The refund liability is measured at the amount of consideration received (or receivable) for which the entity does not expect to be entitled (i.e. amounts not included in the transaction price). The right to recover returned goods asset is measured at the former carrying amount of the inventory less any expected costs to recover goods. The provision on account of the expected amount of returns is included in provisions and the right to recover returned goods is included in inventory.

#### **Sales returns and breakage expiry**

When a customer has a right to return the product within a given period, the Company has recognised an allowance for returns. The allowance is measured equal to the value of the sales expected to return in the future period. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

The Company has an obligation to accept the goods which will expire. The Company has recognised an allowance for the returns due to expiry. The allowance is measured on the basis of historical trend of expiry against the sales occurred in the current and earlier period. Management considers the sales value for the periods which are equivalent to average general shelf life of products. Revenue is adjusted for the expected value of the returns.

#### **Rendering of services (other than sale of technology / know-how, rights and licenses)**

Revenue from rendering of services is recognised in statement of profit and loss by reference to percentage completion method. The Company is involved in rendering services related to its products to its customers. If the services under a single arrangement are rendered in different reporting periods, then the consideration is allocated on a relative fair value basis between the different services.

#### **Rendering of services - sale of technology / know-how, rights, licenses and other intangibles**

Income from sale of technology / know-how, rights and licenses is recognised in accordance with the terms of the contract with customers when the related performance obligation is completed, or when control is transferred, as applicable.

#### **Profit share revenues**

From time to time the Company enters into marketing arrangements with business partners for the sale of its products in certain markets. Under such arrangements, the Company sells its products to the business partners at a price agreed upon in the arrangement and is also entitled to a profit share which is over and above the agreed price. The profit share is dependent on the business partner's ultimate net sale proceeds or net profit, subject to any reductions or adjustments that are required by the terms of the arrangement. Such arrangements typically require the business partner to provide confirmation of units sold and net sales or net profit computations for the products covered under the arrangement.

Revenue amount equal to the base purchase price is recognized in these transactions upon delivery of products to the business partners. An additional amount representing the profit share

## Notes to the standalone financial statements for the year ended March 31, 2025

component is recognized as revenue only to the extent that it is highly probable that a significant reversal will not occur.

At the end of each reporting period, the Company updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Profit share revenue is measured as per the percentage of profit share and computation method, specified in the agreement with business partner.

### j) Government grants

The Company recognises government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants received in relation to assets are presented as a reduction to the carrying amount of the related asset. Grants related to income are deducted in reporting the related expense in the statement of profit and loss.

Export entitlements from government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

### k) Leases

#### i. The Company as a lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of

penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

#### ii. The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

### l) Recognition of dividend income, interest income or expenses

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income is recognised using effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of financial instrument to:

- The gross carrying amount of the financial assets; or
- The amortised cost of the financial liability.

In calculating interest income and expense, the effective interest

## Notes to the standalone financial statements for the year ended March 31, 2025

rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### m) Income tax

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

#### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss of the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for -

temporary differences on the initial recognition of assets or liabilities in a transaction that:

- (a) is not a business combination and
- (b) at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences

taxable differences related to investments in subsidiaries, associates and joint arrangements to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax

asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### n) Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### o) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 and the amount initially recognised less cumulative amortisation, where appropriate.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the Company has made accounting policy choice of recognising fair value of such financial guarantee as finance cost.

### p) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises cash at bank 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.

### q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Company are identified as Chief operating decision maker. Refer note 48 for segment information.

## Notes to the standalone financial statements for the year ended March 31, 2025

### r) Earnings per share

The basic earnings per share is computed by dividing the net profit / (loss) after tax attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per share is computed by dividing the net profit / (loss) after tax attributable to the equity shareholders for the period by the weighted average number of equity and equivalent dilutive equity shares outstanding during the reporting period, except where the results would be anti-dilutive.

### s) Exceptional item

In certain instances, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financials statements.

### t) Cash flow statement

Cash flow from operations are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. For the purpose of cash flow statement bank overdraft that are repayable on demand are considered as cash and cash equivalent as it form an integral part of the company's cash management.

### u) Research and development

Revenue expenditure on research and development activities is recognized as expense in the period in which it is incurred.

### v) Non-current assets or disposal group held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

### v) Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

### 1D. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. For the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts 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 the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

On May 9, 2025, MCA notified the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

## Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 2A - Property, plant and equipment	Gross book value				Accumulated depreciation				Net book value
	As at 01-Apr-24	Additions during the year	Disposals during the year	As at 31-Mar-25	As at 01-Apr-24	Charge for the year	Disposals during the year	As at 31-Mar-25	As at 31-Mar-25
Freehold land	14.83	-	-	14.83	-	-	-	-	14.83
Leasehold improvements	277.58	71.27	(8.87)	339.98	186.47	15.64	(8.85)	193.26	146.72
Building	4,450.83	238.15	-	4,688.98	923.58	169.60	-	1,093.18	3,595.80
Plant and machinery	15,634.10	1,372.00	(41.03)	16,965.07	7,034.35	1,226.77	(35.40)	8,225.72	8,739.35
Electrical installation	1,219.42	123.17	(3.30)	1,339.29	565.82	100.95	(2.07)	664.70	674.59
Air handling equipment	1,444.33	80.84	(1.97)	1,523.20	642.96	87.19	(1.58)	728.57	794.63
Computers	716.61	78.53	(9.02)	786.12	516.85	98.69	(9.13)	606.41	179.71
Office equipments	154.55	21.06	(2.01)	173.60	121.78	11.58	(1.88)	131.48	42.12
Furniture and fixtures	508.61	66.64	(3.76)	571.49	220.09	47.44	(1.08)	266.45	305.04
Vehicles	250.43	61.76	(30.07)	282.12	171.24	35.27	(30.07)	176.44	105.68
<b>Total</b>	<b>24,671.29</b>	<b>2,113.42</b>	<b>(100.03)</b>	<b>26,684.68</b>	<b>10,383.14</b>	<b>1,793.13</b>	<b>(90.06)</b>	<b>12,086.21</b>	<b>14,598.47</b>

Rs. in million

Note 2A - Property, plant and equipment	Gross book value					Accumulated depreciation					Net book value
	As at 01-Apr-23	Additions during the year	Disposals during the year	Assets classified as held for sale during the year (refer note 14)	As at 31-Mar-24	As at 01-Apr-23	Charge for the year	Disposals during the year	Assets classified as held for sale during the year (refer note 14)	As at 31-Mar-24	As at 31-Mar-24
Freehold land	29.25	-	-	(14.42)	14.83	-	-	-	-	-	14.83
Leasehold improvements	263.79	15.35	(1.56)	-	277.58	169.71	18.32	(1.56)	-	186.47	91.11
Building	3,981.53	530.02	(15.76)	(44.96)	4,450.83	791.38	149.58	(7.59)	(9.79)	923.58	3,527.25
Plant and machinery	13,289.30	2,401.42	(56.62)	-	15,634.10	5,943.07	1,133.43	(42.15)	-	7,034.35	8,599.75
Electrical installation	958.75	269.96	(9.29)	-	1,219.42	495.13	78.90	(8.21)	-	565.82	653.60
Air handling equipment	1,213.40	239.59	(8.66)	-	1,444.33	568.80	80.04	(5.88)	-	642.96	801.37
Computers	617.31	103.91	(4.61)	-	716.61	431.87	89.39	(4.41)	-	516.85	199.76
Office equipments	136.86	18.19	(0.50)	-	154.55	110.48	11.80	(0.50)	-	121.78	32.77
Furniture and fixtures	413.08	101.40	(5.87)	-	508.61	186.60	39.14	(5.65)	-	220.09	288.52
Vehicles	242.07	20.75	(12.39)	-	250.43	153.21	30.21	(12.18)	-	171.24	79.19
<b>Total</b>	<b>21,145.34</b>	<b>3,700.59</b>	<b>(115.26)</b>	<b>(59.38)</b>	<b>24,671.29</b>	<b>8,850.25</b>	<b>1,630.81</b>	<b>(88.13)</b>	<b>(9.79)</b>	<b>10,383.14</b>	<b>14,288.15</b>

Rs. in million

Note 2B - Capital work-in-progress	As at the beginning	Additions during the year	Capitalised during the year	Disposals during the year	As at the end
Year ended March 31, 2025	1,064.03	1,295.65	(1,431.38)	-	928.30
Year ended March 31, 2024	2,530.96	1,590.39	(3,057.32)	-	1,064.03



# Notes to the standalone financial statements for the year ended March 31, 2025

## Capital work-in-progress ageing schedule

					Rs. in million
March 31, 2025	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	785.89	87.19	53.55	0.01	926.64
Projects overdue from original planned completion date	-	-	-	1.66	1.66
<b>Total</b>	<b>785.89</b>	<b>87.19</b>	<b>53.55</b>	<b>1.67</b>	<b>928.30</b>

					Rs. in million
March 31, 2024	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	696.94	52.33	1.91	-	751.18
Projects overdue from original planned completion date	26.74	26.46	21.36	238.29	312.85
<b>Total</b>	<b>723.68</b>	<b>78.79</b>	<b>23.27</b>	<b>238.29</b>	<b>1,064.03</b>

## Capital work-in-progress completion schedule

					Rs. in million
March 31, 2025	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Other miscellaneous projects	1.66	-	-	-	1.66
<b>Total</b>	<b>1.66</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.66</b>

					Rs. in million
March 31, 2024	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
New Facility Development at Sanand plant	299.21	-	-	-	299.21
Other miscellaneous projects	13.64	-	-	-	13.64
<b>Total</b>	<b>312.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>312.85</b>

## Footnotes for note 2A and 2B:

1. The capital work in progress at the year end mainly consists of plant and machinery, building and other assets pertaining to various projects / plants, expansion of existing facilities, etc.
2. The borrowing cost capitalised on qualifying assets amounting to Rs. 42.77 million (March 31, 2024: Rs. 101.39 million) have been added to the cost of assets during the year.
3. The capitalisation rate used to determine the amount of borrowing costs to be capitalised is 7.35% p.a. (March 31, 2024: 7.79% p.a.).
4. Refer note 47 for information on Property, plant and equipment and Capital work-in-progress pledged as security by the company.
5. The company does not have any CWIP projects which are suspended or which have exceeded its cost compared to its original plan.
6. On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised and measured as per the previous GAAP and used that carrying value as the deemed cost of the property, plant and equipment.

## Note 3: Leases - 116

Lease contracts entered by the Company majorly pertains for Land & buildings taken on lease to conduct its business in the ordinary course. The leases typically run for a period of 12 years to 66 years for land and for a period of 18 months to 20 years for remaining assets, with an option to renew the lease after that date. Typically lease payments are renegotiated at the time of renewal. Certain leases have restrictions on further sub-leasing. Information about leases for which the company is lessee is presented as below:

# Notes to the standalone financial statements for the year ended March 31, 2025

## Right-of-use assets

Rs. in million

Particulars	Land	Land & Building	Plant & Machinery	Computers	Vehicles	Total
Balance as at April 1, 2024	1,075.59	1,173.50	96.22	275.10	-	2,620.41
Additions for new leases entered	-	408.69	-	-	5.63	414.32
Deletions for leases terminated	-	(10.76)	-	-	-	(10.76)
Depreciation charge for the year	(20.14)	(189.01)	(7.97)	(76.56)	(0.33)	(294.01)
<b>Balance as at March 31, 2025</b>	<b>1,055.45</b>	<b>1,382.42</b>	<b>88.25</b>	<b>198.54</b>	<b>5.30</b>	<b>2,729.96</b>

Rs. in million

Particulars	Land	Land & Building	Plant & Machinery	Computers	Vehicles	Total
Balance as at April 1, 2023	842.92	668.74	104.18	29.23	-	1,645.07
Additions for new leases entered	268.72	669.55	-	322.46	-	1,260.73
Deletions for leases terminated	(18.72)	(4.93)	-	-	-	(23.65)
Depreciation charge for the year	(17.33)	(159.86)	(7.96)	(76.59)	-	(261.74)
<b>Balance as at March 31, 2024</b>	<b>1,075.59</b>	<b>1,173.50</b>	<b>96.22</b>	<b>275.10</b>	<b>-</b>	<b>2,620.41</b>

## Lease Liabilities

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Balance as at the beginning	1,809.49	1,048.76
Additions for new leases entered	414.32	967.59
Deletions for leases terminated	(12.90)	(32.04)
Interest on lease liabilities	176.27	142.26
Repayment of lease liabilities	(371.30)	(317.08)
<b>Balance as at the end</b>	<b>2,015.88</b>	<b>1,809.49</b>
Current	177.75	187.32
Non-current	1,838.13	1,622.17

## Maturity analysis - contractual undiscounted cash flows-

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Less than one year	299.94	343.15
One to five years	939.27	1,076.25
More than five years	1,300.00	1,463.51
<b>Total undiscounted lease liabilities as at year end</b>	<b>2,539.21</b>	<b>2,882.91</b>

## Amount recognised in statement of Profit or Loss

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Interest on lease liabilities	176.27	142.26
Depreciation on ROU	294.01	261.74
Expenses relating to short term leases	4.33	3.72
Expenses relating to leases of low value assets, excluding leases of low value assets	3.40	3.32
<b>Total</b>	<b>478.01</b>	<b>411.04</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

## Amounts recognised in statement of cash flow

### Cash flow from financing activities

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Repayment of Lease Liabilities		
- Principal	(195.03)	(174.82)
- Interest	(176.27)	(142.26)

The weighted average incremental borrowing rate of 9.75% p.a (March 31, 2024: 9.72% p.a) has been applied to lease liabilities recognised in the balance sheet.

Rs. in million

Note 4A - Intangible assets	Gross book value				Accumulated amortisation				Net book value
	As at 01-Apr-24	Additions during the year	Disposals during the year	As at 31-Mar-25	As at 01-Apr-24	Charge for the year	Disposals during the year	As at 31-Mar-25	As at 31-Mar-25
Brands	1,027.38	-	-	1,027.38	939.72	53.51	-	993.23	34.15
Software	749.60	67.83	-	817.43	656.07	69.44	-	725.51	91.92
Licensing rights	196.47	83.10	-	279.57	103.82	39.63	-	143.45	136.12
<b>Total</b>	<b>1,973.45</b>	<b>150.93</b>	<b>-</b>	<b>2,124.38</b>	<b>1,699.61</b>	<b>162.58</b>	<b>-</b>	<b>1,862.19</b>	<b>262.19</b>

Rs. in million

Note 4A - Intangible assets	Gross book value				Accumulated amortisation				Net book value
	As at 01-Apr-23	Additions during the year	Disposals during the year	As at 31-Mar-24	As at 01-Apr-23	Charge for the year	Disposals during the year	As at 31-Mar-24	As at 31-Mar-24
Brands	1,027.38	-	-	1,027.38	885.12	54.60	-	939.72	87.66
Software	707.17	42.70	(0.27)	749.60	580.77	75.57	(0.27)	656.07	93.53
Licensing rights	196.47	-	-	196.47	78.22	25.60	-	103.82	92.65
<b>Total</b>	<b>1,931.02</b>	<b>42.70</b>	<b>(0.27)</b>	<b>1,973.45</b>	<b>1,544.11</b>	<b>155.77</b>	<b>(0.27)</b>	<b>1,699.61</b>	<b>273.84</b>

Rs. in million

Note 4B - Intangible assets under development	As at the beginning	Additions during the year	Capitalised during the year	Disposals during the year	As at the end
Year ended March 31, 2025	-	62.82	-	-	62.82
Year ended March 31, 2024	-	-	-	-	-

### Capital work-in-progress ageing schedule

Rs. in million

March 31, 2025	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	62.82	-	-	-	62.82
Projects overdue from original planned completion date	-	-	-	-	-
<b>Total</b>	<b>62.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>62.82</b>

### Footnote for note 4:

Refer note 47 for information on Intangible assets pledged as security by the company.

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 5 Non-current investments	Number of shares/ units		Rs. in million	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
<b>Investment in equity instruments:</b>				
<b>Unquoted</b> (Valued at cost unless otherwise stated)				
<b>Investments in subsidiaries</b>				
<i>Investments in Zuventus Healthcare Limited</i>				
Fully paid equity shares of Rs. 10 each	1,59,60,000	1,59,60,000	71.82	71.82
Equity contribution in the nature of employee stock options issued to employees of subsidiary			1.83	1.83
			73.65	73.65
<i>Investments in Gennova Biopharmaceuticals Limited</i>				
Fully paid equity shares of Rs. 10 each	48,47,500	48,47,500	48.48	48.48
Equity contribution in the nature of employee stock options issued to employees of subsidiary			4.92	12.92
			53.40	61.40
<i>Investments in Emcutix Biopharmaceuticals Limited</i>				
Fully paid equity shares of Rs. 10 each	10,000	-	0.10	-
			0.10	-
<i>Investments in Emcure Nigeria Limited</i>				
Fully paid equity shares of Naira 1 each	58,36,841	58,36,841	1.90	1.90
			1.90	1.90
<i>Investments in Emcure Pharmaceuticals Mena FZ-LLC</i>				
Fully paid equity shares of AED 1000 each	16,100	16,100	322.44	322.44
Equity contribution in the nature of employee stock options issued to employees of subsidiary			-	34.12
			322.44	356.56
<i>Investments in Emcure Pharmaceuticals South Africa (Pty) Ltd</i>				
Fully paid equity shares of ZAR 1 each	3,61,00,100	3,61,00,100	178.76	178.76
			178.76	178.76
<i>Investments in Emcure Pharma UK Ltd.</i>				
Fully paid equity shares of GBP 1 each	3,27,65,000	3,27,65,000	3,110.08	3,110.08
Equity contribution in the nature of employee stock options issued to employees of subsidiary			-	3.67
			3,110.08	3,113.75
<i>Investments in Emcure Brasil Farmaceutica LTDA</i>				
Fully paid equity shares of Real 1 each	46,42,499	46,42,499	122.55	122.55
Equity contribution in the nature of employee stock options issued to employees of subsidiary			-	1.18
			122.55	123.73
<i>Investments in Emcure Pharma Mexico S.A. De C.V.</i>				
Fully paid equity shares	49,999	49,999	0.21	0.21
			0.21	0.21
<i>Investments in Emcure Pharma Peru S.A.C</i>				
Fully paid equity shares of Sol 1 each	19,74,717	19,74,717	41.07	41.07
			41.07	41.07
<i>Investments in Marcan Pharmaceuticals Inc.</i>				
Fully paid equity shares of CAD 1 each	4,37,85,001	4,37,85,001	2,483.54	2,483.54
Equity contribution in the nature of employee stock options issued to employees of subsidiary			41.82	45.10
			2,525.36	2,528.64
<i>Investments in Emcure Pharmaceuticals Pty Ltd</i>				
Fully paid equity shares of AUD 1 each	10,00,000	10,00,000	48.72	48.72
			48.72	48.72
<i>Investments in Emcure Pharma Chile SpA</i>				
Capital contribution	100.00%	100.00%	35.62	35.62
			35.62	35.62

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 5 Non-current investments	Number of shares/ units		Rs. in million	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
<i>Investments in Lazor Pharmacueticals Ltd., Kenya</i> Fully paid ordinary shares of KES 100 each	12,44,950	12,44,950	52.85	52.85
			52.85	52.85
<i>Investments in Emcure Pharma Philippines Inc</i> Fully paid equity shares of Peso 100 each	96,775	96,775	15.11	15.11
			15.11	15.11
<i>Investments in Tillomed Laboratories Limited</i> Equity contribution in the nature of employee stock options issued to employees of subsidiary			4.84	22.82
			4.84	22.82
<i>Investments in Tillomed Italia S.R.L</i> Equity contribution in the nature of employee stock options issued to employees of subsidiary			-	2.92
			-	2.92
<b>Investment in equity instruments:</b> <b>Unquoted</b> (Valued at cost unless otherwise stated) <i>Investments in Sunsire Solarpark Twelve Private Limited<sup>^</sup></i> Fully paid equity shares of Rs. 10 each	56,847	-	7.57	-
			7.57	-
			<b>6,594.23</b>	<b>6,657.71</b>
<b>Investment in LLP:</b> <b>Unquoted</b> (Valued at FVOCI) ABCD Technologies LLP	3.41%	4.00%	250.00	250.00
			<b>250.00</b>	<b>250.00</b>
<b>Aggregate amount of unquoted Investments</b>			<b>6,844.23</b>	<b>6,907.71</b>
Less: Provision for diminution in value of investments (refer note 43)			(1.90)	(1.90)
Less: Change in fair value of equity instruments (at FVOCI)			(65.80)	(65.80)
<b>Value of Investments as at Year-end</b>			<b>6,776.53</b>	<b>6,840.01</b>

<sup>^</sup>During the current year, the Company has subscribed to the shares of Sunsire Solarpark Twelve Private Limited ("Sunsire"), for 56,847 equity shares of Rs. 10 each amounting to Rs. 71.06 million (March 31, 2024: Rs. Nil). Investment in Sunsire is initially recognised as at fair value as per Ind AS 109, subsequently it will be carried at amortised cost. The excess of the nominal value of investment over the fair value on initial recognition is recognised as prepaid expense and amortised over the term of the contractual agreement (25 years).

Rs. in million

Note 6 Loans	31-Mar-25	31-Mar-24
<b>Unsecured considered good, unless otherwise specified:</b>		
Loans to related parties (refer note 43)	3,107.27	342.58
Interest accrued on loans to related parties (refer note 43)	189.79	167.51
Less: Provision for impairment on loans to related parties & interest accrued thereon	(91.25)	(91.25)
<b>Total</b>	<b>3,205.81</b>	<b>418.84</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Break-up of security details	31-Mar-25	31-Mar-24
Loans considered good - Secured	-	-
Loans considered good - Unsecured	3,205.81	418.84
Loans - credit impaired	91.25	91.25
Less: Loss allowance	(91.25)	(91.25)
<b>Total</b>	<b>3,205.81</b>	<b>418.84</b>

Rs. in million

Note 7 Other non-current financial assets	31-Mar-25	31-Mar-24
<b>Unsecured considered good, unless otherwise specified:</b>		
Term deposits with banks having remaining maturity period of more than 12 months (refer note below)	7.43	8.51
Security deposits	174.97	184.98
<b>Total</b>	<b>182.40</b>	<b>193.49</b>

**Footnote:** Fixed deposits are held as lien by bank for performance bank guarantees & others (refer note 47).

Rs. in million

Note 8 Other non-current assets	31-Mar-25	31-Mar-24
<b>Unsecured considered good, unless otherwise specified:</b>		
Capital Advances	152.29	127.17
Prepaid expenses	73.84	18.86
Balances with government authorities	115.98	17.24
<b>Total</b>	<b>342.11</b>	<b>163.27</b>

Rs. in million

Note 9 Inventories (valued at lower of cost or net realisable value)	31-Mar-25	31-Mar-24
Raw materials [Includes in transit Rs. 93.52 million (31-March-24: Rs. 39.90 million)]	3,484.82	2,303.32
Packing materials [Includes in transit Rs. 15.98 million (31-March-24: Rs. Nil)]	836.19	689.88
Work-in-process	2,376.43	2,087.64
Finished goods [Includes in transit Rs. 0.56 million (31-March-24: Rs. Nil)]	918.93	730.23
Stock in trade [Includes in transit Rs. 21.82 million (31-March-24: Rs. 38.38 million)]	2,017.53	1,232.37
Stores and spares [Includes in transit Rs. 7.36 million (31-March-24: Rs. 0.16 million)]	747.93	659.30
<b>Total</b>	<b>10,381.83</b>	<b>7,702.74</b>

**Footnote:**

1. Amounts recognised in standalone statement of profit or loss

Write-downs of inventories as at the year end amounted to Rs. 403.78 million (March 31, 2024: Rs. 218.95 million). Increase/decrease in write-down provision is recognised as an expense during the year and included in cost of materials consumed or changes in inventories of finished goods, work-in-progress and traded goods in statement of profit and loss.

2. Refer note 47 for information on Inventories pledged as security by the Company.



# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 10 Trade receivables	31-Mar-25	31-Mar-24
<b>Unsecured</b>		
Trade receivables - considered good	12,438.98	11,393.79
Trade receivables - which have significant increase in credit risk	32.65	32.65
Less: Loss allowance	(566.00)	(393.58)
<b>Total</b>	<b>11,905.63</b>	<b>11,032.86</b>

Of the above, trade receivables from related parties are as below

Particulars	31-Mar-25	31-Mar-24
Total trade receivables from related parties (refer note 43)	5,221.98	4,568.07
Less: Loss allowance	(63.29)	(67.35)
<b>Net trade receivables</b>	<b>5,158.69</b>	<b>4,500.72</b>

Refer note 47 for information on trade receivables pledged as security by the company.

The Company's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 39.

Break-up of security details and ageing schedule;

Rs. in million

As at March 31, 2025	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables - considered good	8,602.04	2,203.40	438.11	665.54	69.05	268.67	12,246.81
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	192.17	192.17
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	32.65	32.65
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>8,602.04</b>	<b>2,203.40</b>	<b>438.11</b>	<b>665.54</b>	<b>69.05</b>	<b>493.49</b>	<b>12,471.63</b>
Less: Loss allowance							(566.00)
<b>Total</b>	<b>8,602.04</b>	<b>2,203.40</b>	<b>438.11</b>	<b>665.54</b>	<b>69.05</b>	<b>493.49</b>	<b>11,905.63</b>

Rs. in million

As at March 31, 2024	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables - considered good	6,920.92	2,742.84	1,060.04	171.64	366.42	38.77	11,300.63
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	93.16	-	93.16
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	32.65	32.65
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>6,920.92</b>	<b>2,742.84</b>	<b>1,060.04</b>	<b>171.64</b>	<b>459.58</b>	<b>71.42</b>	<b>11,426.44</b>
Less: Loss allowance							(393.58)
<b>Total</b>	<b>6,920.92</b>	<b>2,742.84</b>	<b>1,060.04</b>	<b>171.64</b>	<b>459.58</b>	<b>71.42</b>	<b>11,032.86</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

<b>Note 11A</b> <b>Cash and cash equivalents</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Cash on hand	0.26	0.37
Balances with bank in current accounts	84.64	118.34
<b>Total</b>	<b>84.90</b>	<b>118.71</b>

Rs. in million

<b>Note 11B</b> <b>Bank balances other than cash and cash equivalents</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Term deposits with banks having initial maturity of more than 3 months but remaining maturity of less than 12 months (refer footnote below)	52.06	197.45
Interest accrued on deposits with bank	1.01	5.06
<b>Total</b>	<b>53.07</b>	<b>202.51</b>

**Footnote:** Out of above certain fixed deposits are held as lien by bank for performance bank guarantees & others (refer note 47).

Rs. in million

<b>Note 12</b> <b>Other current financial assets</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Unsecured considered good, unless otherwise specified:</b>		
Financial guarantee fees receivable from related parties (refer note 43)	28.52	118.43
Other amount due from related parties (refer note 43)	457.30	367.88
Government grant receivable (refer note 53)	283.25	155.00
Other receivable (refer note (a) & (b) below)	27.79	126.29
<b>Total</b>	<b>796.86</b>	<b>767.60</b>

**Footnote:** (a) Includes amount receivable from shareholders towards reimbursement of IPO expenses Rs. Nil (March 31, 2024: 4.31 million).  
(b) Also includes amount held in public fund account (refer note 57).

Rs. in million

<b>Note 13</b> <b>Other current assets</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Unsecured considered good, unless otherwise specified:</b>		
Advances for supply of goods and services	181.07	354.53
Balances with government authorities	1,022.89	823.53
Advance to employees	6.24	5.20
Prepaid expenses	168.02	172.41
<b>Total</b>	<b>1,378.22</b>	<b>1,355.67</b>

Rs. in million

<b>Note 14</b> <b>Assets classified as held for sale</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Freehold land	-	14.42
Leasehold Land	-	4.65
Building	-	35.17
<b>Total</b>	<b>-</b>	<b>54.24</b>

**Footnote:**

Pursuant to the Board of Directors' in principle approval, for the sale of two surplus office spaces, at Pune in the previous year, the Company had classified the written down value of these properties amounting to Rs. 54.24 millions as 'Assets held for sale'. The fair value of such properties as at year ended March 31, 2024 was Rs. 459.36 millions. This was a level 2 measurement as per the fair value hierarchy set out in the fair value measurement disclosure (Note 40). The key inputs under this approach are price per square meter of comparable lots of building in the area of similar location and size.

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 15 Equity share capital	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
<b>a. Authorised share capital</b>				
Equity Shares of Rs. 10 each	25,00,00,000	2,500.00	25,00,00,000	2,500.00
<b>b. Issued, subscribed and paid up capital*</b>				
Equity Shares of Rs. 10 each	18,94,83,347	1,894.83	18,11,52,116	1,811.52

\* All issued shares are fully paid up.

## c. Reconciliation of the number of the shares outstanding at the beginning and at the end of the year

Rs. in million

Particulars	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
Equity Shares outstanding at the beginning of the year	18,11,52,116	1,811.52	18,08,52,116	1,808.52
Fresh issue of shares (refer note 57)	79,46,231	79.46	-	-
Exercise of options - proceeds received	3,85,000	3.85	3,00,000	3.00
<b>Equity Shares outstanding at the end of the year</b>	<b>18,94,83,347</b>	<b>1,894.83</b>	<b>18,11,52,116</b>	<b>1,811.52</b>

The Company has also issued share options to its employees and employees of the subsidiaries, refer note 45.

## d. Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## e. Employee stock options

Terms attached to stock options granted to employees of the Company and subsidiaries are described in note 45 regarding share-based payments.

## f. Information regarding shares in the last five years

No shares were issued for consideration other than cash during the period of five years immediately preceding the year ended March 31, 2025. Further the group has not undertaken any buy back of shares during the period of five years immediately preceding the year ended March 31, 2025.

## g. Details of equity shares held by Promoters and Shareholders holding more than 5% shares

Rs. in million

Particulars	31-Mar-25		31-Mar-24		% change in promoter holding	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding	31-Mar-25	31-Mar-24
<b>Promoters</b>						
Satish Mehta	7,53,96,748	39.79%	7,58,16,748	41.85%	-2.06%	-0.07%
Sunil Mehta	28,47,012	1.50%	28,87,012	1.59%	-0.09%	-4.54%
Samit Mehta	1,35,37,632	7.14%	1,35,47,632	7.48%	-0.34%	-0.01%
Namita Thapar	50,71,200	2.68%	63,39,800	3.50%	-0.82%	-0.01%
<b>Others</b>						
BC Investments IV Limited	1,64,39,459	8.68%	2,36,73,544	13.07%		
Sanjay Mehta	37,04,028	1.95%	37,44,028	2.07%		
Bhavana Mehta	89,16,888	4.71%	93,88,288	5.18%		
Everest Trust(1)	1,45,20,000	7.66%	1,45,20,000	8.02%		
Unity Trust(2)	1,45,08,000	7.66%	1,45,08,000	8.01%		
<b>Total</b>	<b>15,49,40,967</b>	<b>81.77%</b>	<b>16,44,25,052</b>	<b>90.77%</b>		

# Notes to the standalone financial statements for the year ended March 31, 2025

(1) Equity Shares held by Sanjay Mehta with Sonali Sanjay Mehta, as trustees of Everest Trust.

(2) Equity Shares held by Sunil Mehta with Kamini Sunil Mehta, as trustees of Unity Trust.

## h. Shares reserved for issue under ESOS, 2013:

Rs. in million

Particulars	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
Equity shares with face value of Rs. 10 each (refer note 45)				
At an exercise price of Rs. 165.07 per share	40,000	0.40	2,30,000	2.30
At an exercise price of Rs. 452.57 per share	60,000	0.60	60,000	0.60
At an exercise price of Rs. 465.82 per share	40,000	0.40	70,000	0.70
At an exercise price of Rs. 523.82 per share	8,000	0.08	90,000	0.90
At an exercise price of Rs. 563.82 per share	69,000	0.69	1,35,000	1.35
At an exercise price of Rs. 862.07 per share	2,03,000	2.03	2,35,000	2.35
At an exercise price of Rs. 1000.05 per share	-	-	40,000	0.40
At an exercise price of Rs. 1008.21 per share	1,76,000	1.76	2,30,000	2.30
At an exercise price of Rs. 1028.35 per share	5,85,000	5.85	-	-
<b>Total</b>	<b>11,81,000</b>	<b>11.81</b>	<b>10,90,000</b>	<b>10.90</b>

Rs. in million

Note 16 Other equity	Note	31-Mar-25	31-Mar-24
Securities premium	(i)	7,852.50	98.84
Share options outstanding account	(ii)	118.61	162.85
General reserve	(iii)	267.73	326.94
Retained earnings	(iv)	20,109.97	16,950.82
<b>Total</b>		<b>28,348.81</b>	<b>17,539.45</b>

Note to other equity	31-Mar-25	31-Mar-24
<b>i. Securities premium</b>		
Balance as at the beginning of the year	98.84	-
Add: Proceeds received from issue of shares (net of offer related expenses) (refer note 57)	7,571.93	-
Add: Exercise of options - proceeds received	137.04	73.59
Add: Exercise of options - transfer from share options outstanding account	44.69	25.25
<b>Balance as at the end of the year</b>	<b>7,852.50</b>	<b>98.84</b>
<b>ii. Share options outstanding account</b>		
Balance as at the beginning of the year	162.85	159.98
Equity contribution in the nature of employee stock options issued to employees of subsidiary	3.90	7.54
Employee share - based expense recognised in statement of profit and loss	16.25	38.54
Less: Options exercised during the year	(44.69)	(25.25)
Options forfeited or settled, transferred to general reserve	(19.70)	(17.96)
<b>Balance as at the end of the year</b>	<b>118.61</b>	<b>162.85</b>
<b>iii. General reserve</b>		
Balance as at the beginning of the year	326.94	511.76
Options forfeited or settled, transferred from share options outstanding account	19.70	17.96
Options forfeited or settled in relation to stock options issued to employees of subsidiary	(75.04)	-
Less: Options settled during the year (refer note 45)	-	(202.36)
Income tax on above items	(3.87)	(0.42)
<b>Balance as at end of the year</b>	<b>267.73</b>	<b>326.94</b>

## Notes to the standalone financial statements for the year ended March 31, 2025

Note to other equity	31-Mar-25	31-Mar-24
<b>iv. Retained earnings</b>		
Balance as at the beginning of the year	16,950.82	15,938.42
Profit for the year	3,171.28	1,608.34
Items of other comprehensive income recognised directly in retained earnings	(12.13)	(53.39)
Dividend (including dividend distribution tax) (refer note below)	-	(542.55)
<b>Balance as at the end of the year</b>	<b>20,109.97</b>	<b>16,950.82</b>
<b>Total</b>	<b>28,348.81</b>	<b>17,539.45</b>

The following dividends were declared and paid by the Company during the year:

Particulars	31-Mar-25	31-Mar-24
Interim dividend on equity shares (March 31, 2025: Rs. Nil, March 31, 2024: Rs. 2.00 per share)	-	(361.70)
Final dividend on equity shares* (March 31, 2025: Rs. Nil per share, March 31, 2024: Rs. 1.00 per share)	-	(180.85)
<b>Total</b>	<b>-</b>	<b>(542.55)</b>

\* Final dividend paid during the period ended March 31, 2024 is related to dividend proposed for the year ended March 31, 2023.

After the reporting dates the following dividend were proposed by the directors; the dividends have not been recognised as liabilities.

Particulars	31-Mar-25	31-Mar-24
Final Dividend: Rs. 3 per share (March 31, 2024: Rs. Nil)	568.45	-

### Nature and purpose of other reserves

#### Securities premium

Securities premium is used to record the premium on issue of shares. The same is utilised in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account

The Company has established equity-settled share-based payment plans for certain categories of employees of the group. Refer note 45 for further details of these plans.

#### General Reserve

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

#### Retained earnings

Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss. Retained earnings is a free reserve available to the company.

Rs. in million

Note 17 Non-current borrowings	31-Mar-25	31-Mar-24
<b>Secured</b>		
Term loans:		
Indian currency loans from banks	-	757.17
Indian currency loans from others	-	2,037.47
Foreign currency loans from banks	-	4,268.21
Vehicle loans	23.27	42.14
<b>Unsecured</b>		
Indian currency loans from related party (refer note 43)	4,057.30	-
	<b>4,080.57</b>	<b>7,104.99</b>
Less: Current maturities of term loans (refer note 20)	-	(2,617.23)
Less: Current maturities of vehicle loans (refer note 20)	(17.68)	(18.87)
Less: Transaction cost attributable to the borrowings	-	(86.80)
<b>Total</b>	<b>4,062.89</b>	<b>4,382.09</b>

## Notes to the standalone financial statements for the year ended March 31, 2025

### Footnotes:

(a) Information about the Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 39.

(b) Security information of outstanding loans is as below;

Rs. in million			
Nature of facility	Security offered	31-Mar-24	31-Mar-23
Term Loan	Secured by hypothecation of Property, plant and equipment, Capital work-in-progress, Intangible assets (DMFs and acquired brands) and Second pari passu (hypothecation) charge on current assets of the Company	-	2,876.56
Term Loan	Secured by hypothecation of Property, plant and equipment and Capital work-in-progress owned by the Company	-	2,299.91
Term Loan	Secured by hypothecation of Property, plant and equipment, Capital work-in-progress and Second pari passu (hypothecation) charge on current assets of the Company	-	1,138.41
Term Loan	Secured by hypothecation of Property, plant and equipment and Capital work-in-progress owned by Zuventus Healthcare Limited (a subsidiary of the Company) and Corporate Guarantee of Zuventus Healthcare Limited	-	747.97
Vehicle Loan	Secured by vehicles for which loan is availed	23.27	42.14
<b>Total</b>		<b>23.27</b>	<b>7,104.99</b>

Further, refer Note 47 for details of assets pledged as security by the Company.

(c) Repayment terms of borrowings;

Rs. in million							
31-Mar-25	Repayment terms	Currency	Number of Installments outstanding	Within 1 year	1 to 2 years	2 to 5 years	Above 5 years
Loan from related party	On maturity or as mutually agreed between the parties	INR	-	-	-	4,057.30	-
Vehicle Loan	Monthly installments starting from March 2021	INR	11 to 17	17.68	5.59	-	-
	<b>Total</b>			<b>17.68</b>	<b>5.59</b>	<b>4,057.30</b>	<b>-</b>



## Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million							
31-Mar-24	Repayment terms	Currency	Number of Installments outstanding	Within 1 year	1 to 2 years	2 to 5 years	Above 5 years
Term Loan	16 equal quarterly installments from April 2020 **	INR	1*	40.33	-	-	-
Term Loan	60 monthly installments from December 2019	INR	11	45.83	-	-	-
Term Loan	20 Equal Quarterly Installments from May 2021	INR	8	200.00	200.00	-	-
Term Loan	8 Equal Quarterly Installments from June 2023	INR	4	250.00	63.08	-	-
Term Loan	2 equal installments post completion of original loan tenure	INR	2	15.34	-	-	-
Term Loan	60 monthly installments from August 2019	INR	7	58.33	-	-	-
Term Loan	48 monthly installments from August 2021	INR	17*	53.78	-	-	-
Term Loan	60 monthly installments from April 2021	INR	24	160.00	160.00	-	-
Term Loan	8 Equal Quarterly Installments from January 2024	INR	7	200.00	150.00	-	-
Term Loan	60 monthly installments from October 2023	INR	54	100.00	100.00	250.00	-
Term Loan	13 Quarterly installments starting from August 2024	INR	13	105.00	140.00	255.00	-
Term Loan	8 Quarterly installments starting from October 2023	INR	5	106.25	141.70	-	-
Term Loan	12 equal half yearly installments from September 2020	USD	5	83.40	83.40	41.70	-
Term Loan	12 equal half yearly installments from April 2021	USD	6	264.10	264.10	264.10	-
Term Loan	12 equal half yearly installments from April 2021	USD	6	208.50	208.50	208.50	-
Term Loan	15 Quarterly Installments from September 2023	USD	12	225.20	362.76	550.44	-
Term Loan	12 equal Quarterly Installments from June 2024	EUR	12	501.17	501.17	501.17	-
Vehicle Loan	Monthly installments starting from July 2019	INR	04 to 29	18.87	17.68	5.59	-
	<b>Total</b>			<b>2,636.10</b>	<b>2,392.39</b>	<b>2,076.50</b>	<b>-</b>

\* Installments are prepaid subsequent to reporting date.

\*\* Repayment Terms are further elongated by 6 Months on account of availment of Moratorium based on RBI Guidelines vide no. RBI/2019-20/186.

**(d)(i) 31-March-2025** Loans from related party is repayable with interest of 7.50% and vehicle loans are repayable with range of interest ranging from 7.20% p.a to 7.50% p.a.

**(d)(i) 31-March-2024** The long term borrowing facilities are repayable with a range of interest for foreign currency loans in USD at SOFR with spread ranging from 260 bps to 343 bps, foreign currency loan in EURO at ESTR+170 bps. For Rupee loans MCLR, T-bill or MIBOR with various spreads ranging from 50 bps to 204 bps, for Rupee loans LTLR with spread of 1205 bps and vehicle loan ranging from 7.20% to 9.35% .

Rs. in million		
Note 18	31-Mar-25	31-Mar-24
<b>Other non-current financial liabilities</b>		
Trade deposits (refer footnote (a) below)	87.57	189.17
Allowance for expected sales returns (refer note 22)	156.90	143.57
Other deposits (refer footnote (b) below)	55.17	56.17
<b>Total</b>	<b>299.64</b>	<b>388.91</b>

### Footnotes:

(a) Includes deposit from firm in which directors of the Company are interested - Rs. 10.00 million (March 31, 2024: Rs. 10.00 million).

(b) Includes deposit from subsidiaries - Rs. 54.45 million (March 31, 2024: Rs. 55.45 million).

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 19 Non-current provisions	31-Mar-25	31-Mar-24
Provision for employee benefits		
Provision for compensated absences (refer note 44)	261.10	234.58
<b>Total</b>	<b>261.10</b>	<b>234.58</b>

Rs. in million

Note 20 Current borrowings	31-Mar-25	31-Mar-24
<b>Secured</b>		
Current maturities of term loans (refer note 17)	-	2,617.23
Current maturities of vehicle loans (refer note 17)	17.68	18.87
Cash credit facilities / bank overdraft repayable on demand from banks	260.17	1,007.76
Working capital loans from banks	2,222.32	6,032.37
Interest accrued but not due on borrowings	4.50	98.74
	2,504.67	9,774.97
<b>Unsecured</b>		
Less: Transaction cost attributable to the borrowings	(9.37)	(12.08)
<b>Total</b>	<b>2,495.30</b>	<b>9,762.89</b>

## Footnotes:

### 1(a): 31-March-2025

Borrowings from banks are secured by hypothecation of inventories, book debts and receivables (refer note 47).

### 1(b): 31-March-2024

Borrowings from banks are secured by hypothecation of inventories, book debts and receivables (refer note 47). Certain short term borrowings are secured by pledge of 14.57% of shares of Avet Lifescience Private Limited and Corporate guarantee from Avet Lifescience Private Limited.

2. Breakup of working capital is as below;

Rs. in million

	31-Mar-25	31-Mar-24
Indian currency working capital loans from banks	2,222.32	3,930.69
Foreign currency working capital loans from banks	-	2,101.68
<b>Total</b>	<b>2,222.32</b>	<b>6,032.37</b>

### 3(a): 31-March-2025

The Cash credit facilities / bank overdraft facilities are repayable on demand and working capital loans are repayable within a year, with a range of interest for Rupee loans 7.25% p.a. to 7.80% p.a.

### 3(b): 31-March-2024

The Cash credit facilities / bank overdraft facilities are repayable on demand and working capital loans are repayable within a year, with a range of interest for foreign currency loans in USD at SOFR+60 bps to SOFR +65 bps and for Rupee loans 7.80% p.a. to 9.55% p.a.

4. The Company has filed quarterly statements with banks with regard to the securities provided against such working capital facilities on a periodic basis. The statements filed by the Company are in agreement with the books of accounts of the Company.

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 21 Trade payables	31-Mar-25	31-Mar-24
Trade payables to related parties (refer note 43)	1,681.91	1,187.75
Other trade payables		
Total outstanding dues of micro and small enterprises (refer footnote (c) below)	260.23	122.48
Total outstanding dues of creditors other than micro and small enterprises	9,261.72	6,902.48
<b>Total</b>	<b>11,203.86</b>	<b>8,212.71</b>

**Footnotes:**

(a) All trade payables are current.

(b) The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 39.

(c) There are no micro and small enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at year end. Refer note 50, for information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006.

**Trade payables ageing schedule;**

Rs. in million

As at March 31, 2025	Unbilled dues	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Micro and small enterprises	13.19	247.04	-	-	-	260.23
Others	726.51	9,847.49	311.94	44.52	13.17	10,943.63
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>739.70</b>	<b>10,094.53</b>	<b>311.94</b>	<b>44.52</b>	<b>13.17</b>	<b>11,203.86</b>

Rs. in million

As at March 31, 2024	Unbilled dues	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Micro and small enterprises	0.05	122.43	-	-	-	122.48
Others	1,011.46	6,843.78	145.85	74.47	14.67	8,090.23
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>1,011.51</b>	<b>6,966.21</b>	<b>145.85</b>	<b>74.47</b>	<b>14.67</b>	<b>8,212.71</b>

Rs. in million

Note 22 Other current financial liabilities	31-Mar-25	31-Mar-24
Employee benefits payable	1,028.34	1,154.94
Creditors for capital assets	311.88	250.52
Allowance for expected sales returns (refer footnote (c) below)	341.50	308.98
Other payables (refer note (b) below)	47.70	51.18
<b>Total</b>	<b>1,729.42</b>	<b>1,765.62</b>

**Footnotes:**

(a) The Company's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 39.

(b) Includes amount payable to related parties for commission/interest amounting to Rs. 22.27 million (March 31, 2024 - Rs. 20.77 million). It also includes other claims on the Company as on year end date.

# Notes to the standalone financial statements for the year ended March 31, 2025

## (c) Allowance for anticipated sales returns subsequent to sales

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Beginning of the year	452.55	443.40
Allowance created during the year	705.52	686.49
Allowance utilised during the year	(659.67)	(677.34)
<b>At the end of the year (non-current and current)</b>	<b>498.40</b>	<b>452.55</b>
Current	341.50	308.98
Non-Current	156.90	143.57

Rs. in million

<b>Note 23</b> <b>Current provisions</b>	31-Mar-25	31-Mar-24
<b>Provision for employee benefits</b>		
Provision for compensated absences	156.18	137.43
Provision for gratuity (refer note 44)	125.25	108.17
<b>Total</b>	<b>281.43</b>	<b>245.60</b>

Rs. in million

<b>Note 24</b> <b>Other current liabilities</b>	31-Mar-25	31-Mar-24
Statutory dues including provident fund and tax deducted at source	235.35	361.69
Contract liabilities (advances from customers) (refer notes below)	356.52	565.56
<b>Total</b>	<b>591.87</b>	<b>927.25</b>

### Footnotes:

(a) For revenue recognized during the year from contract liabilities, refer note 46.

(b) Includes advance received from related parties Rs. 321.79 million (March 31, 2024: Rs. 287.48 million).

(c) Also includes advance received from customers relating to 'Asset Held for Sale' amounting Rs. Nil (March 31, 2024: Rs. 207.51 million)

Rs. in million

<b>Note 25</b> <b>Revenue from operations*</b>	31-Mar-25	31-Mar-24
<b>Revenue from contracts with customers</b>		
Sale of products	43,156.01	34,440.24
Sale of services	188.76	249.54
	<b>43,344.77</b>	<b>34,689.78</b>
<b>Other operating revenue</b>		
Scrap sales	43.20	59.98
Income from Government Grants:		
Income arising from government grant (refer note 53)	283.25	153.56
Export incentives	130.78	61.63
Indirect tax refund received (refer note 51)	17.24	11.60
	<b>474.47</b>	<b>286.77</b>
<b>Total</b>	<b>43,819.24</b>	<b>34,976.55</b>

\*Refer note 46 for details of revenue from contract with customers.

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Note 26 Other income	31-Mar-25	31-Mar-24
Interest income under the effective interest method from:		
Banks and others	14.72	10.56
Intercompany loans	133.31	25.36
Dividend received from subsidiary	-	530.08
Profit on sale of property, plant and equipment	387.44	72.72
Miscellaneous income (refer note (i) below)	652.60	623.64
<b>Total</b>	<b>1,188.07</b>	<b>1,262.36</b>

## Footnotes:

(i) Majorly include income from related parties like rent income, corporate cross charge, financial guarantee fees, etc. Refer note 43 for details.

(ii) The Company has elected to present gains or losses arising from foreign exchange differences as a separate line item on the face of the statement of profit and loss. Accordingly the figures for year ended March 31, 2024, amounting to Rs. 120.21 million has been reclassified from other income.

Rs. in million

Note 27 Cost of material consumed	31-Mar-25	31-Mar-24
<b>A: Raw material consumed</b>		
Opening inventory	2,303.32	2,766.46
Add: Purchases (net)	12,501.08	8,861.48
	14,804.40	11,627.94
Less: Closing inventory	3,484.82	2,303.32
Cost of raw materials consumed during the year	11,319.58	9,324.62
<b>B: Packing material consumed</b>		
Opening inventory	689.88	760.16
Add: Purchases (net)	1,906.48	1,483.28
	2,596.36	2,243.44
Less: Closing inventory	836.19	689.88
Cost of packing materials consumed during the year	1,760.17	1,553.56
<b>Total (A+B)</b>	<b>13,079.75</b>	<b>10,878.18</b>

Rs. in million

Note 28 Changes in inventories of finished goods, work-in-progress and stock in trade	31-Mar-25	31-Mar-24
<b>Opening inventory</b>		
Work-in-process	2,087.64	1,132.05
Finished goods	730.23	1,301.44
Stock in trade	1,232.37	599.75
	4,050.24	3,033.24
<b>Less: Closing inventory</b>		
Work-in-process	2,376.43	2,087.64
Finished goods	918.93	730.23
Stock in trade	2,017.53	1,232.37
	5,312.89	4,050.24
<b>Changes in inventories of finished goods, work-in-progress and stock in trade</b>	<b>(1,262.65)</b>	<b>(1,017.00)</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 29</b>		
<b>Employee benefit expenses</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Salaries, wages and bonus	6,907.62	6,243.86
Contribution to provident and other funds (refer note 44)	386.65	350.80
Gratuity (refer note 44)	108.41	108.64
Employee share-based payment (refer note 45)	16.25	38.54
Staff welfare expenses	404.17	322.26
<b>Total</b>	<b>7,823.10</b>	<b>7,064.10</b>

	Rs. in million	
<b>Note 30</b>		
<b>Other expenses</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Processing charges	568.36	443.78
Factory consumables	1,114.94	822.74
Power and fuel	998.58	887.28
Insurance	145.98	127.88
Repairs and maintenance	598.55	456.74
Rent (refer note 3)	7.73	7.04
Rates and taxes	68.22	70.55
Freight and forwarding expenses	488.44	342.47
Advertisement and promotional materials	1,851.34	2,438.93
Travelling and conveyance	806.07	966.45
Commission on sales	598.15	553.22
Printing and stationery	104.18	83.94
Legal and professional fees (refer footnote (b) below)	628.14	703.15
Contractual services	473.73	375.62
Payment to auditors (refer footnote (a) below)	12.92	11.00
Commission to non executive directors	22.10	20.60
Directors sitting fees	3.44	2.96
Provision/ write-off/ (reversal) for doubtful debts	161.11	606.15
Expenditure towards corporate social responsibility (refer note 52)	67.18	86.38
Miscellaneous expenses (refer footnote (c) below)	971.20	856.97
<b>Total</b>	<b>9,690.36</b>	<b>9,863.85</b>

## Footnotes:

(a) Payment to auditors:

	Rs. in million	
<b>Particulars</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Audit fees excluding taxes	10.00	6.83
Certification fees	1.42	3.40
Out of pocket expenses	1.50	0.77
<b>Total*</b>	<b>12.92</b>	<b>11.00</b>

\* Excludes payment to auditors amounting to Rs. 7.27 million (March 31, 2024 - Rs. 28.24 million) towards IPO related services and audit fees recovered from related parties amounting to Rs. 3.15 million (March 31, 2024 - Rs. Nil).

(b) Includes consultancy fees paid in relation to HDT matter amounting to Rs.Nil (March 31, 2024: Rs. 254.52 million).

(c) Includes donation made to political party as below:



# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

	31-Mar-25	31-Mar-24
Bharatiya Janata Party	150.00	-

Rs. in million

Note 31 Depreciation and amortisation expense	31-Mar-25	31-Mar-24
Depreciation on property, plant and equipment	1,793.13	1,630.81
Amortisation of intangible assets	162.58	155.77
Depreciation on right-of-use assets	294.01	261.74
<b>Total</b>	<b>2,249.72</b>	<b>2,048.32</b>

Rs. in million

Note 32 Finance costs	31-Mar-25	31-Mar-24
Interest on long-term borrowings	156.20	737.78
Interest on short-term borrowings	343.67	538.34
Interest on related party borrowings	194.66	-
Interest on shortfall of advance income tax	43.33	2.43
Interest accrued on lease liabilities	176.27	142.26
Other borrowing costs	163.05	156.38
Exchange differences to the extent regarded as an adjustment to borrowing costs	52.44	83.73
<b>Total</b>	<b>1,129.62</b>	<b>1,660.92</b>

Rs. in million

Note 33 Exceptional items	31-Mar-25	31-Mar-24
Impairment of investment in / loan given to subsidiary (see footnote (a) below)	-	93.15
<b>Total</b>	<b>-</b>	<b>93.15</b>

## Footnotes:

(a) The Company assessed the expected cash flows and the future plans of all its subsidiary Companies and accordingly, recorded provision for impairment of Rs. Nil for investment in Emcure Nigeria Limited ("Nigeria") (March 31, 2024 Rs. 1.90 million). The company also impaired outstanding loan balance given to Nigeria along with accrued interest amounting to Rs. Nil (March 31, 2024 Rs. 91.25 million).

Rs. in million

Note 34 Tax expenses recognised in statement of profit and loss	31-Mar-25	31-Mar-24
<b>Current tax</b>		
Current tax on profits for the year	1,113.05	361.11
Tax related to prior years	14.02	24.70
<b>Total current tax expense</b>	<b>1,127.07</b>	<b>385.81</b>
<b>Deferred tax</b>		
Originating and reversal of temporary differences	31.16	29.27
Changes in recognised temporary differences of earlier years	(52.41)	(24.30)
<b>Total deferred tax expense/(benefit)</b>	<b>(21.25)</b>	<b>4.97</b>
<b>Total</b>	<b>1,105.82</b>	<b>390.78</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Tax (expenses)/income recognised in other comprehensive income	31-Mar-25	31-Mar-24
Remeasurements of post-employment benefit obligations	4.08	1.40
Changes in the fair value of equity instruments at FVOCI	-	16.56
<b>Total</b>	<b>4.08</b>	<b>17.96</b>

Rs. in million

Tax expense recognised in other equity	31-Mar-25	31-Mar-24
General Reserve	(3.87)	(0.42)
<b>Total</b>	<b>(3.87)</b>	<b>(0.42)</b>

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:	31-Mar-25		31-Mar-24	
Profit before tax from continuing operations		4,277.10		1,999.12
Tax using the Company's domestic tax rate of 25.17% (March 31, 2024: 25.17%)	<b>25.17%</b>	<b>1,076.46</b>	<b>25.17%</b>	<b>503.14</b>
<i>Tax effect of amounts which are not (deductible) / taxable in calculating taxable income:</i>				
Non taxable income	0.00%	-	-6.67%	(133.41)
Non deductible expenses	1.59%	67.80	1.11%	22.12
Tax related to prior years	0.33%	14.02	1.24%	24.70
Changes in recognised temporary differences of earlier years	-1.23%	(52.41)	-1.22%	(24.30)
Other items	0.00%	(0.05)	-0.07%	(1.47)
<b>Effective tax rate</b>	<b>25.85%</b>	<b>1,105.82</b>	<b>19.55%</b>	<b>390.78</b>

Rs. in million

Note 35 Deferred tax assets/(liabilities) - net	31-Mar-25	31-Mar-24
<b>Deferred tax assets:</b>		
Loss allowance - trade receivables	142.45	99.05
Provision - employee benefit	136.54	120.90
Lease Liability	507.36	455.41
Provision for diminution in value of investments	16.56	16.56
Impairment of assets	23.44	23.44
<b>Total deferred tax assets</b>	<b>826.35</b>	<b>715.36</b>
<b>Deferred tax liabilities:</b>		
Property, plant and equipment	618.87	554.07
Intangible assets	23.13	32.70
Right to use asset	448.44	418.01
<b>Total deferred tax liabilities</b>	<b>1,090.44</b>	<b>1,004.78</b>
<b>Deferred tax asset/(liability) - net</b>	<b>(264.09)</b>	<b>(289.42)</b>

## Notes to the standalone financial statements for the year ended March 31, 2025

Movement of Deferred tax assets / liabilities	Net deferred tax assets/ (liabilities) as at 01-Apr-24	Transferred to statement of profit and loss	Transferred to Other comprehensive income	Net deferred tax assets/(liabilities) as at 31-Mar-25
Loss allowance - trade receivables	99.05	43.40	-	142.45
Provision - Employee benefit	120.90	11.56	4.08	136.54
Lease Liability	455.41	51.95	-	507.36
Property, plant and equipment	(554.07)	(64.80)	-	(618.87)
Intangible assets	(32.70)	9.57	-	(23.13)
Right to use asset	(418.01)	(30.43)	-	(448.44)
Impairment of assets	23.44	-	-	23.44
Provision for diminution in value of investments	16.56	-	-	16.56
<b>Total</b>	<b>(289.42)</b>	<b>21.25</b>	<b>4.08</b>	<b>(264.09)</b>

Movement of Deferred tax assets / liabilities	Net deferred tax assets/ (liabilities) as at 01-Apr-23	Transferred to statement of profit and loss	Transferred to Other comprehensive income	Net deferred tax assets/(liabilities) as at 31-Mar-24
Loss allowance - trade receivables	98.30	0.75	-	99.05
Provision - Employee benefit	101.63	17.87	1.40	120.90
Lease Liability	263.95	191.46	-	455.41
Property, plant and equipment	(488.01)	(66.06)	-	(554.07)
Intangible assets	(49.08)	16.38	-	(32.70)
Right to use asset	(229.20)	(188.81)	-	(418.01)
Impairment of assets	-	23.44	-	23.44
Provision for diminution in value of investments	-	-	16.56	16.56
<b>Total</b>	<b>(302.41)</b>	<b>(4.97)</b>	<b>17.96</b>	<b>(289.42)</b>

### Unrecognised deferred tax assets

Deferred tax assets have not recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the company can use the benefit therefrom.

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
<b>Gross amount</b>		
Deductible temporary differences	-	-
Tax losses	-	60.93
<b>Total</b>	<b>-</b>	<b>60.93</b>
<b>Unrecognised tax effect</b>		
Deductible temporary differences	-	-
Tax losses	-	13.94
<b>Total</b>	<b>-</b>	<b>13.94</b>

Tax losses for which no deferred tax asset was recognised expire as follows;

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Expire		
Expiry date: 2027-2028	-	60.93
Never Expire	-	-
<b>Total</b>	<b>-</b>	<b>60.93</b>

Rs. in million		
Note 36 Income tax assets/(liabilities) (net)	31-Mar-25	31-Mar-24
Income Tax assets (net of provision)	472.03	472.93
Income Tax liabilities (net of advance tax)	(712.01)	(199.77)
<b>Income Tax assets/(liabilities) (net)</b>	<b>(239.98)</b>	<b>273.16</b>

## Note 37 : Earnings per share

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Basic earnings per share		
A. Profit after tax attributable to equity shareholders (Rs. in million)	3,171.28	1,608.34
B. Weighted average number of equity shares for the year	18,70,41,207	18,08,72,608
<b>Basic earnings per share (Rs.) (A/B)</b>	<b>16.95</b>	<b>8.89</b>
Diluted earnings per share		
C. Adjusted net profit for the year (Rs. in million) (refer note below)	3,171.28	1,608.34
Weighted average number of equity shares for the year	18,70,41,207	18,08,72,608
Add: Effect of employee stock options*	-	-
D. Weighted average number of equity share (diluted) for the year	18,70,41,207	18,08,72,608
<b>Diluted earnings per share (Rs.) (C/D)</b>	<b>16.95</b>	<b>8.89</b>
<b>Face value per share (Rs.)</b>	<b>10.00</b>	<b>10.00</b>

## Note: Reconciliations of earnings used for calculating diluted earnings per share

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Profit attributable to the equity holders of the company used in calculating basic earnings per share:	3,171.28	1,608.34
Add: Employee share-based payment (net of tax)*	-	-
<b>Profit attributable to the equity holders of the company used for calculating diluted earnings per share</b>	<b>3,171.28</b>	<b>1,608.34</b>

\* The effect of conversion of potential equity share for the year ended March 31, 2025 and the year ended March 31, 2024 is excluded, since the impact on earnings per share is anti dilutive.

## Note 38: Capital management

The Company's objectives when managing capital are to;

- Safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholder's and benefits for other stakeholder's, 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 or issue new shares.

Generally consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. The Company's strategy is to maintain a gearing ratio less than 1.50x.

The gearing ratio at year end is as follows:

# Notes to the standalone financial statements for the year ended March 31, 2025

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Non-current borrowings	4,062.89	4,382.09
Current borrowings	2,495.30	9,762.89
<b>Gross Debt</b>	<b>6,558.19</b>	<b>14,144.98</b>
Less: Cash and cash equivalents	(84.90)	(118.71)
Less: Term deposits with banks (current and non-current)	(59.49)	(205.96)
<b>Net Debt (A)</b>	<b>6,413.80</b>	<b>13,820.31</b>
Total Equity (B)	30,243.64	19,350.97
Gearing ratio (A/B)	0.21	0.71

## Note 39: Financial risk management

The Company is exposed to a variety of financial risks which results from the Company's operating and investing activities. The Company's risk management is carried out by central treasury department under guidance of the board of directors and the core management team of the Company, and it focuses on actively ensuring the minimal impact of Company's financial position. The Company does not have any direct significant exposure on commodities.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the standalone financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, other financial assets measured at amortised cost.	Ageing analysis & credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Cash flow forecasting Sensitivity analysis	Effective management of foreign exchange outflow and inflow. Borrowing in foreign currency to fulfil foreign currency obligation.
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Ongoing review of existing borrowing rates and seeking for new facilities at lower rate.

### A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other financial assets. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Other financial assets that are potentially subject to credit risk consists of cash equivalents, inter corporate loans and deposits.

Further, the Company also recognises loss allowance by using a provision matrix based on historical credit loss experience wherein fixed provision rates are defined for each financial asset which is past due / not due. The Company depending on the diversity of its asset base, uses appropriate groupings if the historical credit loss experience shows significant different loss patterns for different customer segments / financial assets.

Also, the Company limits its exposure to credit risk from receivables by establishing a maximum payment period for customers.

The Company considers the recoverability from financial assets on regular intervals so that such financial assets are received within the due dates.

The Company has exposure to credit risk which is limited to carrying amount of financial assets recognised at the date of Balance sheet.

### Trade receivables

Trade receivables are usually due within 7-180 days. Generally, and by practice significant domestic customers enjoy a credit period of approximately 7-45 days and for export customers, the credit period ranges from 30 to 180 days. The receivables are not interest bearing, which is the normal industry practice. All trade receivables are subject to credit risk exposure except for receivables from related parties. However, the Company does not identify specific concentration of credit risk with regard to trade receivables, as the amounts recognized represent a large number of receivables from various customers. Further, majority of the receivables pertains to receivables from Subsidiaries, wherein the concentration of credit risk is considered to be low. Certain receivables are also backed by letter of credit from the banks, resulting into negligible credit risk in recovery of such receivables.

The Company uses a provision matrix (simplified approach) to measure the expected credit loss of trade receivables and other financial assets measured at amortised cost.

## Notes to the standalone financial statements for the year ended March 31, 2025

The Company's exposure to credit risk for trade receivables, other receivables, loans and contract assets by geographic region was as follows;

	31-Mar-25	31-Mar-24
Within India	14,739.59	12,573.08
Outside India	8,265.61	7,000.94
	<b>23,005.20</b>	<b>19,574.02</b>

### Year ended March 31, 2025:

Expected credit loss for trade receivables under simplified approach

Rs. in million

Ageing	Not Due	0-90 days past dues	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount	8,602.04	1,552.79	650.61	305.52	132.59	1,228.08	12,471.63
Weighted-average loss rate (includes interest as well as credit loss)	1.25%	1.79%	5.84%	3.45%	10.57%	29.97%	4.54%
Expected credit losses (loss allowance provision)	(107.59)	(27.77)	(37.99)	(10.53)	(14.02)	(368.10)	(566.00)
<b>Carrying amount of trade receivables (net of loss allowance)</b>	<b>8,494.45</b>	<b>1,525.02</b>	<b>612.62</b>	<b>294.99</b>	<b>118.57</b>	<b>859.98</b>	<b>11,905.63</b>

### Year ended March 31, 2024:

Expected credit loss for trade receivables under simplified approach

Rs. in million

Ageing	Not Due	0-90 days past dues	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount	6,920.92	1,880.48	862.36	651.27	408.77	702.64	11,426.44
Weighted-average loss rate (includes interest as well as credit loss)	1.25%	1.61%	2.18%	2.51%	4.66%	31.70%	3.44%
Expected credit losses (loss allowance provision)	(86.52)	(30.19)	(18.78)	(16.33)	(19.04)	(222.72)	(393.58)
<b>Carrying amount of trade receivables (net of loss allowance)</b>	<b>6,834.40</b>	<b>1,850.29</b>	<b>843.58</b>	<b>634.94</b>	<b>389.73</b>	<b>479.92</b>	<b>11,032.86</b>

There are no financial assets which have been written off during the year which are subject to enforcement activity.

Reconciliation of loss allowance provision — Trade receivables

Particulars	31-Mar-25	31-Mar-24
<b>Loss allowance as at the beginning of the year</b>	<b>393.58</b>	<b>390.57</b>
Amounts written off	(12.79)	(585.13)
Net remeasurement of loss allowances	185.21	588.14
<b>Loss allowance as at the end of the year</b>	<b>566.00</b>	<b>393.58</b>

### Cash and cash equivalents and deposits with banks:

With respect to the cash and cash equivalents and deposits with banks, the concentration of credit risk is negligible as these are kept with the reputed banks with very high credit worthiness.



# Notes to the standalone financial statements for the year ended March 31, 2025

## B) Liquidity risk

Liquidity risk management implies maintaining sufficient cash and availability of funds through adequate amount of committed credit facility to meet the commitments arising out of financial liabilities. Due to the dynamic nature of the underlying business, Company maintains flexibility in funding by maintaining availability under committed credit lines. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet future requirements, monitoring balance sheet liquidity ratios against debt covenants and maintaining debt financing plans and ensuring compliance with regulatory requirements.

The Company manages its liquidity needs by carefully monitoring scheduled debt payments as well as cash requirement for day-to-day business. Liquidity needs are monitored regularly as well as on the basis of a 30-day cash flow projection. Long-term liquidity needs for a period from 180 to 360 days period are identified and reviewed at regular intervals.

The Company maintains cash and marketable securities to meet its liquidity requirements. Funding in regards to long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

### i) Financing arrangements

The Company has access to undrawn borrowing facilities including overdraft facility at the end of the reporting period.

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice subject to the continuance of satisfactory credit ratings.

### 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, and

- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows of financial liabilities.

Rs. in million					
Contractual maturities of financial liabilities	within 1 year	1 to 2 years	2 to 5 years	Above 5 years	Total
<b>March 31 2025</b>					
Trade payable	11,203.86	-	-	-	11,203.86
Borrowings	2,495.30	5.59	4,057.30	-	6,558.19
Lease Liabilities	299.94	296.09	643.18	1,300.00	2,539.21
Trade deposit	-	-	87.57	-	87.57
Other financial liabilities	1,729.42	117.68	94.39	-	1,941.49
<b>Total</b>	<b>15,728.52</b>	<b>419.36</b>	<b>4,882.44</b>	<b>1,300.00</b>	<b>22,330.32</b>
<b>March 31 2024</b>					
Trade payable	8,212.71	-	-	-	8,212.71
Borrowings	9,762.89	2,315.67	2,066.42	-	14,144.98
Lease Liabilities	343.15	302.76	773.49	1,463.51	2,882.91
Trade deposit	-	-	189.17	-	189.17
Other financial liabilities	1,765.62	107.68	92.06	-	1,965.36
<b>Total</b>	<b>20,084.37</b>	<b>2,726.11</b>	<b>3,121.14</b>	<b>1,463.51</b>	<b>27,395.13</b>

## C) Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### i) Foreign currency risk

The Company operates in international markets and a significant portion of its business is transacted in different currencies and consequently the group is exposed to foreign exchange risk through its sales and services and imported purchase to/from various countries.

## Notes to the standalone financial statements for the year ended March 31, 2025

The Company's foreign currency exposure is mainly in USD, EURO, CAD and GBP. The Company's financial liabilities in foreign currency mainly constitutes of bank loans which are repayable over the period of 5 years and trade payables. With sufficient export receivables, the Company has positive net currency asset base as compared to liabilities. Further, the Company receives foreign currency against its exports receivables on regular basis against which the Company pays its loan and import commitments. The Company has significant amount receivable in foreign currency from its subsidiaries which are generally collected on time. To mitigate the risk arising on account of foreign exchange fluctuation, management closely monitors the cash inflows based on review of expected future movement in foreign currencies.

Foreign currency risk exposure:	Currency	Rs. in million		Foreign currency in million	
		31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Financial assets					
Receivables (including other receivables)	EURO	931.93	590.40	10.08	6.57
	USD	5,030.66	5,049.40	58.86	60.54
	GBP	215.84	86.09	1.96	0.82
	CAD	533.68	744.65	8.98	12.10
	ZAR	1,069.49	6.30	229.54	1.43
	Others*	25.21	23.20	1.08	1.02
Loans to subsidiaries	USD	266.24	293.15	3.12	3.52
Interest receivable on loans to subsidiaries	USD	147.97	125.68	1.73	1.51
Cash and cash equivalents	USD	38.58	64.20	0.45	0.77
	EURO	5.32	17.79	0.06	0.20
	Others*	0.69	0.08	0.67	0.09
<b>Total</b>		<b>8,265.61</b>	<b>7,000.94</b>		
Financial liabilities					
Payables (including other payables)	EURO	627.72	403.33	6.80	4.49
	USD	1,069.69	1,163.03	12.51	13.99
	GBP	941.52	459.28	8.53	4.36
	CAD	5.40	2.11	0.09	0.03
	Others*	27.28	19.57	0.43	0.36
Interest Payable on loan	USD	-	72.25	-	0.88
	EURO	-	5.82	-	0.07
Loans payable	USD	-	4,866.39	-	58.35
	EURO	-	1,503.50	-	16.71
<b>Total</b>		<b>2,671.61</b>	<b>8,495.28</b>		

\* Foreign currency of insignificant amount

Sensitivity for significant currencies to which the Company is exposed:

Particulars	Rs. in million	
	Impact on profit before tax	
	31-Mar-25	31-Mar-24
<b>USD sensitivity</b>		
USD/INR - Increase by 4% (March 31, 2024: 4%)*	176.55	(22.77)
USD/INR - Decrease by 4% (March 31, 2024: 4%)*	(176.55)	22.77
<b>EURO sensitivity</b>		
EURO/INR - Increase by 2% (March 31, 2024: 2%)*	6.19	(26.09)
EURO/INR - Decrease by 2% (March 31, 2024: 2%)*	(6.19)	26.09
<b>GBP sensitivity</b>		
GBP/INR - Increase by 8% (March 31, 2024: 8%)*	(58.05)	(29.86)
GBP/INR - Decrease by 8% (March 31, 2024: 8%)*	58.05	29.86
<b>CAD sensitivity</b>		
CAD/INR - Increase by 4% (March 31, 2024: 4%)*	21.13	29.70
CAD/INR - Decrease by 4% (March 31, 2024: 4%)*	(21.13)	(29.70)

\*Holding all other variables constant

## Notes to the standalone financial statements for the year ended March 31, 2025

### ii) Interest rate risk

The Company's main interest rate risk arises from borrowings with variable rates, which exposes the Company to interest rate risk. During March 31, 2025 and March 31, 2024, the Company's borrowings at variable rate were mainly denominated in INR and USD.

#### Interest rate risk exposure

The Company's interest rate risk arises from borrowings. Borrowings obtained at variable rates expose the Company to interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk.

As a part of Company's interest risk management policy, treasury department closely tracks the base interest rate movements on regular basis. Based on regular review, management assesses the need to enter into interest rate swaps, contracts to hedge foreign currency risk. Management reviews the future movement in base rate against different factors such as overall micro and macro economic factors, liquidity in the system, expected spending cycle. Further on regular basis management assess the possibility of entering into new facilities which would reduce the future finance cost which helps management to mitigate the risk related to interest rate movement.

All the borrowing except vehicle loan are at floating rate. Refer note no. 17.

#### Sensitivity

The Company's policy is to minimize interest rate cash flow risk exposures on borrowing. The Company has exposure to foreign currency as well as local currency. The local currency loans are mainly linked to bank base rate/ marginal cost of funds based lending (MCLR) whereas foreign currency loans are majorly linked with USD libor linked rates.

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Rs. in million	
	Impact on profit before tax	
	31-Mar-25	31-Mar-24
Interest rates — increase by 25 basis points (25 bps) *	(16.41)	(35.36)
Interest rates — decrease by 25 basis points (25 bps) *	16.41	35.36

\* Holding all other variables constant

The bank deposits are placed on fixed rate of interest of approximately 4.90% p.a. to 7.45% p.a (March 31, 2024: 4.75% p.a. to 8.25%). As the interest rates do not vary unless such deposits are withdrawn and renewed, interest rate risk is considered to be low.

#### Financial instruments and risk management

##### Note 40: Fair value measurements

##### A. Accounting classifications and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their level in the fair value hierarchy.

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

March 31, 2025	Carrying amounts valued at			Total
	Fair value	Amortised Cost	Cost	
<b>Financial assets measured at fair value through other comprehensive income</b>				
<b>Level 3</b>				
Investment in LLP (FVOCI)	184.20	-	-	184.20
<b>Financial assets not measured at fair value*</b>				
Investments in Subsidiaries / others	-	-	6,592.33	6,592.33
Loans to related parties (including accrued interest)	-	3,205.81	-	3,205.81
Security deposits	-	174.97	-	174.97
Trade receivables	-	11,905.63	-	11,905.63
Cash and cash equivalents	-	84.90	-	84.90
Term deposits with banks (including accrued interest)	-	60.50	-	60.50
Other financial assets	-	796.86	-	796.86
<b>Total Financial assets</b>	<b>184.20</b>	<b>16,228.67</b>	<b>6,592.33</b>	<b>23,005.20</b>
<b>Financial liabilities not measured at fair value*</b>				
Borrowings	-	6,558.19	-	6,558.19
Trade deposits	-	87.57	-	87.57
Lease Liabilities	-	2,015.88	-	2,015.88
Trade payables	-	11,203.86	-	11,203.86
Creditors for capital assets	-	311.88	-	311.88
Other Financial liabilities	-	1,629.61	-	1,629.61
<b>Total financial liabilities</b>	<b>-</b>	<b>21,806.99</b>	<b>-</b>	<b>21,806.99</b>

Rs. in million

March 31, 2024	Carrying amounts valued at			Total
	Fair value	Amortised Cost	Cost	
<b>Financial assets measured at fair value through other comprehensive income</b>				
<b>Level 3</b>				
Investment in LLP (FVOCI)	184.20	-	-	184.20
<b>Financial assets not measured at fair value*</b>				
Investments in Subsidiaries / others	-	-	6,655.81	6,655.81
Loans to related parties (including accrued interest)	-	418.84	-	418.84
Security deposits	-	184.98	-	184.98
Trade receivables	-	11,032.86	-	11,032.86
Cash and cash equivalents	-	118.71	-	118.71
Term deposits with banks (including accrued interest)	-	211.02	-	211.02
Other financial assets	-	767.60	-	767.60
<b>Total Financial assets</b>	<b>184.20</b>	<b>12,734.01</b>	<b>6,655.81</b>	<b>19,574.02</b>
<b>Financial liabilities not measured at fair value*</b>				
Borrowings	-	14,144.98	-	14,144.98
Trade deposits	-	189.17	-	189.17
Lease Liabilities	-	1,809.49	-	1,809.49
Trade payables	-	8,212.71	-	8,212.71
Creditors for capital assets	-	250.52	-	250.52
Other Financial liabilities	-	1,714.84	-	1,714.84
<b>Total financial liabilities</b>	<b>-</b>	<b>26,321.71</b>	<b>-</b>	<b>26,321.71</b>

\* The Company has not disclosed the fair value for financial instruments such as trade receivables, cash and cash equivalents, term deposits with banks, other financial assets and financial liabilities because their carrying amounts are a reasonable approximation of fair value, due to their short-term nature. Fair value of long-term financial assets and financial liabilities carried at amortized cost is not materially different from the carrying amount.

There are no transfers between any levels during the year.

# Notes to the standalone financial statements for the year ended March 31, 2025

## B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used. Related valuation process are described in Note 1B(e).

Investment in LLP	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Net Asset Value Method and Comparable Company Market Multiples Method (CCM): Net asset-valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. CCM method involves valuing a company using the market multiples derived from valuation of comparable companies	Revenue multiple/ EV multiple <sup>^</sup>	Increase in revenue/ EV multiple will increase the fair value

<sup>^</sup> EV Multiple - Enterprise Value Multiple

## C. Level 3 fair values

### Reconciliation of Level 3 fair values:

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Rs. in million	
Particulars	Investment in LLP
As at April 1, 2023	250.00
Changes in fair value of financial instruments	(65.80)
As at March 31, 2024	184.20
Changes in fair value of financial instruments	-
As at March 31, 2025	184.20

## Note 41: Contingent liabilities (to the extent not provided for)

### A. Claims against the Company not acknowledged as debts as at year end

Particulars	31-Mar-25	31-Mar-24
Claims as at year end		
a) Indirect tax matters (refer note (2) below)	397.98	146.21
b) Income tax matters (refer note (1) below)	1,499.71	1,475.14
<b>Sub-total</b>	<b>1,897.69</b>	<b>1,621.35</b>
Interest on above matters	442.67	-
<b>Total</b>	<b>2,340.36</b>	<b>1,621.35</b>

### Other notes:

1) A Search and Seizure Operation ('the Operation') was conducted by the Income Tax Department under section 132 of the Income-tax Act, 1961 during December 2020. Company has received orders u/s. 153A on 29th November, 2023 and has filed appeals with before CIT(A) against the said orders. Considering the disallowances, management is of the view that the matters involved are normal tax matters, and accordingly the operation will not have any significant impact on the Company's financial position and performance for the period ended March 31, 2025.

2) The Company is in receipt of various demand notices from the Indian Goods and Services Tax authorities. Excise Duty and Sales Tax demands for input tax credit disallowances and demand for additional Entry Tax arising from dispute on applicable rate are in appeals and pending decisions. The Company has responded to such demand notices and believes that the chances of any liability arising from such notices are less than probable. Accordingly, no provision is made in the financial statements as of March 31, 2025.

3) Pending resolution of the respective proceedings, it is not possible for the Company to estimate the timing of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgment/decisions pending with various forums/authorities.

4) The Company is also contesting other civil claims against the Company which it has not acknowledged as debts and the management believes that its position will likely be upheld in the appellate process. At this stage in the proceedings, it is not possible to estimate the likelihood or extent of the liability, if any.

## Notes to the standalone financial statements for the year ended March 31, 2025

### B. Other legal matters

#### AstraZeneca Vs Emcure CS (COMM)-407/2020 (Dapagliflozin Tablet)

On Sep 29, 2020, AstraZeneca filed a patent infringement suit for asserting two patents (IN205147 and IN235625) related to Dapagliflozin, against Emcure and sought injunctive relief. Emcure made a statement in Court that "Emcure will not be manufacturing and/or launching its product as it has lost commercial interest in Dapagliflozin". In view of this statement, Delhi High Court passed an Order closing the captioned application. On November 15, 2021, Emcure filed an application to withdraw its earlier statement and sought permission for launching Dapagliflozin due to revival of business interest. On this basis, the Delhi High Court vide its order dated Feb 22, 2022 has modified its earlier order of Oct 22, 2020, thereby allowing Emcure to manufacture and /or launch the said product subject to the undertaking provided in the Order. Both IN '147 and IN '625 patents expired on October 02, 2020 and May 15, 2023 respectively.

Further, both the parties have entered into settlement agreement which was executed on May 8, 2025. The Company is in process of obtaining the court approval for disposal of the suit basis the settlement.

#### Bristol Myers Squibb (BMS) Vs Emcure CS(COMM)-684/2019

In Dec 2019, BMS sued Emcure in Delhi High Court for infringement of Indian Patent No.247381, expiring on Sep 17, 2022. On Dec 12, 2019, the court granted an ad-interim injunction in favour of BMS and against Emcure. The court directed parties to maintain status quo for launch of its product till the disposal of the application. Thereafter, Emcure filed an appeal division bench of Delhi High Court, which is FAO(OS)(COMM) 377/2019. However, the appeal was disposed of in October 2022 due to the expiry of the suit patent. The right of parties to agitate their respective rights and contentions in respect of the Application for injunction including right to claim restitution, has been kept open to be pursued before the learned Single Judge. There was no launch at risk due to injunction order till patent expiry. Emcure has launched the product only after patent expiry along with several other Generics. The matter is still pending before the Delhi High Court.

Meanwhile, the case was referred to Mediation and thereafter, the parties arrived at settlement. Based on agreed settlement terms the agreement was formally executed on April 18, 2025 and the parties have received court approval for the same and the case is now disposed.

#### Boehringer Ingelheim (BI) Vs Emcure & Others - (Linagliptin)

On March 4, 2022, Boehringer Ingelheim ("BI") instituted a patent infringement suit (COMS/9/2022) against Emcure before the Hon'ble High Court of Himachal Pradesh at Shimla. Subsequently, on June 2, 2022, the Hon'ble Court granted an injunction in favour of BI and against Emcure (and MSN), directing the parties to jointly and severally refrain from infringing BI's patent, i.e., IN'301.

Emcure filed an appeal (OSA/6/2022) against the said injunction order before the Division Bench of the Hon'ble Shimla High Court on August 5, 2022. However, as the subject patent IN'301 expired on August 18, 2023, the said appeal was dismissed as infructuous on March 12, 2024.

The main suit for patent infringement (COMS/9/2022) remains pending before the Hon'ble High Court at Shimla.

#### Cebis India Private Limited (Formerly known as Vayam) v. Emcure Pharmaceuticals Limited

Cebis India Private Limited ("Cebis") (formerly known as Vayam) has initiated arbitration proceedings against the Company, seeking compensation for alleged loss of investment, profits, interest, and other costs related to the arbitration. The dispute stems from the Company's decision to terminate a prior business relationship with Cebis, due to breach of obligations by Cebis.

The matter is currently ongoing and the Company has initiated actions for its defense. The Company is presently unable to fully assess the merits of Cebis's claims or to reasonably estimate the potential loss, if any, that may result out of these proceedings. However, the management believes that the Company has strong grounds to defend its position in the matter.

### C. Attorneys General Litigation \*\*

On December 21, 2015, the Company's erstwhile subsidiary Heritage Pharmaceuticals Inc ("Heritage") received a subpoena and interrogatories from the Connecticut Office of the Attorney General seeking information relating to the marketing, pricing and sale of certain of Heritage's generic products (including generic doxycycline) and communications with competitors about such products. On December 14, 2016, the attorneys general of twenty states filed a complaint in the United States District Court for the District of Connecticut against several generic pharmaceutical drug manufacturers and individuals, including Heritage, alleging anticompetitive conduct with respect to, among other things, doxycycline hyclate DR. On June 18, 2018, the attorneys general of forty-five states, the District of Columbia and the Commonwealth of Puerto Rico filed an amended consolidated complaint against various drug manufacturers, including Heritage, Emcure and Emcure's Chief Executive Officer, Satish Ramanlal Mehta based on the same alleged conduct. The consolidated complaint (the "State AG Complaint") was subsequently amended to add certain attorneys general alleging violations of federal and state antitrust laws, as well as violations of various states' consumer protection laws.

The consolidated State AG Complaint alleges that Heritage engaged in anticompetitive conduct with respect to fifteen different drugs: acetazolamide; doxycycline monohydrate, doxycycline hyclate DR, fosinopril HCTZ, glipizide metformin, glyburide, glyburide metformin, leflunomide, meprobamate, nimodipine, nystatin, paromomycin, theophylline, verapamil, and zoledronic acid. The consolidated State AG Complaint also includes claims asserted by attorneys general of thirty-seven states and the Commonwealth of Puerto Rico against Heritage, Emcure, and certain individuals, including Emcure's Chief Executive Officer, Satish Ramanlal Mehta, with respect to doxycycline hyclate DR. The allegations in the State AG Complaint are similar to those in the previously filed civil complaints (discussed below).

The consolidated State AG Complaint was transferred and consolidated into the ongoing multidistrict litigation captioned In re Generic Pharmaceuticals Pricing Antitrust Litigation, Case No. 16 MD 2724, which is currently pending in the United States District Court, Eastern



## Notes to the standalone financial statements for the year ended March 31, 2025

District of Pennsylvania (the "Antitrust MDL").

On February 28, 2023, the Court in the Antitrust MDL denied almost all dispositive motions filed by the companies - and some of their former executives - to dismiss the price-fixing allegations.

In June 2023, Emcure, Heritage and Satish Ramanlal Mehta reached a settlement agreement in principle with the Plaintiff States (the "States Settlement Agreement") which was approved by each individual Plaintiff States. On October 31, 2024, the Plaintiff States filed a motion for preliminary approval of the States Settlement Agreement with the United States District Court, District of Connecticut, and on April 2, 2025, the Court granted final approval of the States Settlement Agreement. The Court-approved settlement effectively resolves and releases all claims that Plaintiff States asserted, or could have asserted, against Emcure, Heritage and Satish Ramanlal Mehta based on the antitrust conduct alleged in the consolidated State AG Complaint.

### D. Civil Litigation \*\*

Beginning in 2016, Heritage, along with other manufacturers, has been named as a defendant in lawsuits generally alleging anticompetitive conduct with respect to generic drugs. The lawsuits have been filed by putative classes of direct purchases (the "Direct Purchaser Plaintiffs"), 2 putative classes of indirect purchasers (the "Endpayer Plaintiffs" and the "Indirect Reseller Plaintiffs") and by individual opt out plaintiff-purchasers. They allege harm under federal and state antitrust laws, state consumer protection laws and unjust enrichment claims. Some of the lawsuits also name Emcure and Emcure's Chief Executive Officer, Satish Ramanlal Mehta, as defendants and include allegations against them with respect to doxycycline hyclate DR. The lawsuits have been consolidated in the Antitrust MDL (referenced above).

A number of other lawsuits were separately filed against Heritage, Emcure, and various other manufacturers, by individual plaintiffs who have elected to opt-out of the putative classes. These complaints also generally allege anticompetitive conduct with respect to generic drugs which allegedly caused harm under federal and state antitrust laws, state consumer protection laws and unjust enrichment claims. These lawsuits have also been consolidated in the pending Antitrust MDL (referenced above).

Emcure, Heritage and Satish Ramanlal Mehta have now also entered into two other settlement agreements including (i) a settlement agreement dated October 31, 2023 for the settlement of all claims filed against Emcure and Heritage by all of the Direct Purchaser Plaintiffs in the Civil Cases (the "DPP Settlement Agreement"), and (ii) a settlement agreement dated November 28, 2023 for the settlement of all claims filed against Emcure and Heritage by all of the End-Payer Plaintiffs in the Civil Cases (the "EPP Settlement Agreement"). Settlements have yet to be negotiated with the Indirect Reseller Plaintiffs and the individual opt-out plaintiff purchasers in the Civil Cases, which comprise individual plaintiff purchasers that are not part of the classes of Direct Purchaser Plaintiffs and the End-Payer Plaintiffs.

Similar to the procedure used with the States Settlement Agreement (referenced above) both the DPP Settlement Agreement and the EPP Settlement Agreement must be approved by the Court following the filing of motions seeking such approval by the Direct Purchaser Plaintiffs and the End-Payer Plaintiffs, respectively. On January 23, 2024, the Direct Purchaser Plaintiffs filed a motion for approval of the DPP Settlement Agreement, and on February 13, 2024, the Court granted preliminary approval to the DPP Settlement Agreement and on September 23, 2024, the Court granted final approval to the DPP Settlement Agreement. The Court-approved settlement effectively resolves and releases all claims that the Direct Purchaser Plaintiffs asserted, or could have asserted, against Emcure, Heritage and Satish Ramanlal Mehta based on the antitrust conduct alleged in their consolidated Complaint. On June 12, 2024, the End-Payer Plaintiffs filed a motion with the Court for preliminary approval of the EPP Settlement Agreement, and that motion remains pending as the next step.

\*\* Company (the Company) has entered into an indemnity agreement with Avet Lifesciences Limited ("Avet Life"), whereby from the effective date of the scheme of arrangement, Avet Life has agreed to indemnify, defend and hold harmless the Company and directors, officers, employees, agent, representatives and shareholders of the Company (the "Indemnified Parties"), as applicable, from and against any and all the losses suffered or incurred by the Indemnified Parties, which arises out of, or results from or in connection with any claim and any loss suffered by the Indemnified Parties on account of breach by Avet Life or its subsidiaries and affiliates of any covenants, undertakings and/or obligations of the Indemnification Deed, and in relation to losses arising out of certain identified claims including claims and obligations of the Company under pending litigations in the U.S. Pursuant to the Indemnification Deed, Avet Life will assume all losses or liability, and the payment obligation (if any), that would be owed by the Company in either the State AG Complaint or the Civil Cases under a negotiated settlement agreement, or an adverse verdict rendered by a jury against our Company or our officers, directors and employees. As a result of such indemnity agreement, our Company would be liable for any potential settlement obligation, or adverse jury verdict for the amount directed specifically against it, only in the event that Avet Life is unable to fully satisfy such an obligation or verdict.

### J. General

From time to time, the Company is subject to various disputes, governmental and/or regulatory inquiries or investigations, and litigations, some of which result in losses, damages, fines and charges against the Company. While the Company intends to vigorously defend its position in the claims asserted against it, the ultimate resolution of a matter is often complex, time consuming, and difficult to predict. Therefore, except as described below, the Company does not currently have a reasonable basis to estimate the loss, or range of loss, that is reasonably possible with respect to matters disclosed in this note.

The Company records a provision in its standalone financial statements to the extent that it concludes that a contingent liability is probable and the amount can be estimated and has noted those contingencies below. The Company's assessments involve complex judgments about future events and often rely heavily on estimates and assumptions. The Company also incurs significant legal fees and related expenses in the course of defending its positions even if the facts and circumstances of a particular litigation do not give rise to a provision in the standalone financial statements.

# Notes to the standalone financial statements for the year ended March 31, 2025

## A) Capital commitment

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	696.86	819.45

## B) Other commitments

### i) Export Oriented Unit compliance

The Company has set up 100% Export Oriented Unit (EOU) as per the permission granted by the Office of the Development Commissioner of SEEPZ, Special Economic Zone, KASEZ, Kandla, Ministry of commerce, Government of India. The authorities have, inter alia, laid down the following conditions, failure to comply the same will lead to cancellation / revocation of the permission:

- The entire (100%) production shall be exported except the sales in domestic tariff area admissible as per entitlement.
- The EOU of the Company shall be a positive net foreign exchange earner during the block period of 5 years from the date of commencement of production failure to achieve the same the company will be liable for penal action.

As at the year end, the Company is in compliance with the condition laid down by the authorities and does not expect any non-compliance in future.

### ii) Long-term contracts

The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts for which there were any material foreseeable losses (March 31 2024: Nil).

### iii) Derivative contracts

The Company has not entered into any derivative contracts during the year and has no derivative contract outstanding as at the year end (March 31 2024: Nil).

## C) Financial guarantees given

The Company exposure towards guarantees given as at the reporting date is as below:

March 31, 2025	Currency	Outstanding Guarantee Value		Outstanding Exposure Value	
		FC. In million	Rs. In million	FC. In million	Rs. In million
Bankers for Gennova Biopharmaceuticals Ltd. In respect of loans	INR	-	2,120.00	-	688.40
Bankers for Marcan Pharmaceuticals Inc. in respect of loans	CAD	17.83	1,060.01	17.83	1,060.01
Bankers for Emcure Pharmaceuticals Mena FZ LLC. in respect of loans	AED	18.50	430.47	0.71	16.60
Bankers for Mantra Pharma Inc. in respect of loans	CAD	21.67	1,288.20	21.67	1,288.20
Erstwhile Shareholders of Mantra Pharma Inc.	CAD	50.00	2,972.56	50.00	2,972.56
Bankers for Emcure Pharma Philippines Inc in respect of loans	USD	0.50	42.74	0.45	38.43
Bankers for Emcure Pharma Chile SpA in respect of loans	USD	3.30	282.05	-	-
Bankers for Tillomed Laboratories UK in respect of loans	EUR	14.00	1,293.77	-	-

March 31, 2024	Currency	Outstanding Guarantee Value		Outstanding Exposure Value	
		FC. In million	Rs. In million	FC. In million	Rs. In million
Bankers for Gennova Biopharmaceuticals Ltd. In respect of loans	INR	-	2,120.00	-	1,695.49
Bankers for Marcan Pharmaceuticals Inc. in respect of loans	CAD	17.83	1,097.68	13.08	805.25
Bankers for Marcan Pharmaceuticals Inc. in respect of loans	USD	25.56	2,131.70	12.76	1,064.42
Bankers for Emcure Pharmaceuticals Mena FZ LLC. in respect of loans	AED	18.50	420.06	0.32	7.19
Bankers for Avet Lifesciences Private Limited in respect of loans	USD	55.00	4,587.00	47.48	3,960.20
Bankers for Mantra Pharma Inc. in respect of loans	CAD	21.67	1,333.97	21.67	1,333.97
Erstwhile Shareholders of Mantra Pharma Inc.	CAD	50.00	3,078.17	50.00	3,078.17
Bankers for Emcure Pharma Philippines Inc in respect of loans	USD	0.50	41.70	0.16	13.36

All the above financial guarantees have been accounted as per the provisions of Ind AS 109 - financial instruments.

# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 43 - Related party disclosure

### Related parties with whom there were transactions during the year and nature of relationship

#### Subsidiaries:

Zuventus Healthcare Limited  
 Gennova Biopharmaceuticals Limited  
 Emcure Brasil Farmaceutica Ltda.  
 Emcure Nigeria Limited  
 Emcure Pharmaceuticals Mena FZ-LLC.  
 Emcure Pharmaceuticals South Africa (Pty) Ltd  
 Emcure Pharma UK Ltd.  
 Emcure Pharma Mexico S.A. DE C.V.  
 Emcure Pharma Peru S.A.C.  
 Marcan Pharmaceuticals Inc.  
 Emcure Pharmaceuticals Pty Ltd.  
 Emcure Pharma Chile SpA  
 Lazor Pharmaceuticals Limited  
 Emcure Pharma Philippines Inc  
 Emcure Pharma Panama Inc (upto October 3, 2023)  
 Emcure Pharmaceuticals Dominicana, S.A.S (From November 15, 2023)  
 Emcutix Biopharmaceuticals Limited (From October 3, 2024)

#### Step-down subsidiaries:

Tillomed Laboratories Limited (Subsidiary of Emcure Pharma UK Ltd.)  
 Tillomed Pharma GmbH, Germany (Subsidiary of Emcure Pharma UK Ltd.)  
 Laboratorios Tillomed Spain S.L.U. (Subsidiary of Emcure Pharma UK Ltd.)  
 Tillomed France SAS (Subsidiary of Emcure Pharma UK Ltd.)  
 Tillomed Italia S.R.L, Italy (Subsidiary of Emcure Pharma UK Ltd.)  
 Tillomed d.o.o. (Subsidiary of Emcure Pharma UK Ltd.) (Dissolved w.e.f. February 16, 2024)  
 Tillomed Malta Limited (Subsidiary of Emcure Pharma UK Ltd.)  
 Mantra Pharma Inc (From November 6, 2023)

#### Key Management Personnel: Whole Time Directors

Mr. Satish Mehta (Managing Director & CEO)  
 Dr. Mukund Gurjar (Executive Director)  
 Mr. Sunil Mehta (Executive Director)  
 Mrs. Namita Thapar (Executive Director)  
 Mr. Samit Mehta (Executive Director)

## *Notes to the standalone financial statements for the year ended March 31, 2025*

### **Key Management Personnel: Other than Whole Time Directors**

Mr. Berjis Desai (Chairman and Non Executive Director)  
Mr. Samonnoi Banerjee (Nominee of BC Investment IV Ltd) (Director) (upto November 23, 2024)  
Mr. P. S. Jayakumar (Independent Director)  
Mr. Tajuddin Shaikh (Chief Financial Officer)  
Dr. Vidya Rajiv Yeravdekar (Independent Director)  
Dr. Shailesh Kripalu Ayyangar (Independent Director w.e.f June 02,2023)  
Mr. Vijay Keshav Gokhale (Independent Director)

### **Key Management Personnel: Relatives**

Mr. Sanjay Mehta  
Mr. Vikas Thapar  
Mr. Rutav Mehta  
Mr. Niraj Mehta  
Mrs. Bhavana Mehta  
Mrs. Surekha Shah  
Mrs. Shaila Gurjar  
Mrs. Suhasinee Shah  
Mrs. Kamini Mehta  
Mrs. Pushpa Mehta  
Mrs. Swati Shah  
Mrs. Smita Paresh Shah

### **Enterprise over which Key Management Personnel have control:**

H.M. Sales Corporation  
Uth Beverages Factory Pvt. Ltd.  
Avet Lifesciences Private Limited (formerly known as Avet Lifesciences Limited)  
Heritage Pharma Holdings Inc. (doing business as Avet Pharmaceuticals Holdings Inc.) (Subsidiary of Avet Lifesciences Private Limited)  
Heritage Pharmaceuticals Inc. (doing business as Avet Pharmaceuticals Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)  
Heritage Pharma Labs Inc. (doing business as Avet Pharmaceuticals Labs Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)  
AvetAPI Inc (erstwhile Hacco Pharma Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)  
Brandbucket Enterprises Private Limited  
Incredible Ventures Private Limited

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
(A)	Transactions/ balances with related parties (other than KMP) are as follows:						
1	<b>Purchase of goods &amp; services</b>						
	Zuventus Healthcare Limited	10.84	10.42	-	0.10	-	-
	Gennova Biopharmaceuticals Limited	471.00	575.97	-	79.07	-	13.95
	Brandbucket Enterprises Private Limited	0.10	2.36	-	-	-	-
	Uth Beverages Factory Pvt. Ltd.	3.09	1.15	-	1.97	-	-
	Emcure Pharmaceuticals South Africa (Pty) Ltd	-	0.27	-	0.28	-	0.27
		<b>485.03</b>	<b>590.17</b>	<b>-</b>	<b>81.42</b>	<b>-</b>	<b>14.22</b>
2	<b>Sale of assets</b>						
	Zuventus Healthcare Limited	-	0.04	-	-	-	-
	Gennova Biopharmaceuticals Limited	0.01	2.30	-	-	2.38	-
	Avet Lifesciences Private Limited	-	0.29	-	-	0.34	-
		<b>0.01</b>	<b>2.63</b>	<b>-</b>	<b>-</b>	<b>2.72</b>	<b>-</b>
3	<b>Purchase of assets</b>						
	Gennova Biopharmaceuticals Limited	-	208.22	-	-	-	0.01
	Zuventus Healthcare Limited	2.66	-	-	0.07	-	-
		<b>2.66</b>	<b>208.22</b>	<b>-</b>	<b>0.07</b>	<b>-</b>	<b>0.01</b>
4	<b>Sale /(Return) of goods and services</b>						
	Zuventus Healthcare Limited	225.79	353.14	-	-	13.93	-
	Gennova Biopharmaceuticals Limited	198.33	393.72	82.80	-	106.07	-
	Heritage Pharma Labs Inc.	67.01	252.04	60.68	-	225.85	-
	Emcure Pharmaceuticals Mena FZ-LLC.	196.83	678.66	124.13	-	329.11	-
	Heritage Pharmaceuticals Inc.	511.60	75.96	105.03	-	69.57	-
	Emcure Pharmaceuticals South Africa (Pty) Ltd	2,805.33	413.81	1,180.27	-	237.97	-
	Emcure Pharma Peru S.A.C.	91.98	(109.49)	400.31	-	340.50	-
	Tillomed Laboratories Limited	2,725.33	2,372.47	-	1,381.53	-	733.19
	Tillomed Pharma GmbH	-	7.17	-	-	3.26	-
	Tillomed Italia S.R.L	376.11	202.11	275.45	-	15.56	-
	Tillomed Spain	-	(7.25)	-	-	-	-
	Marcan Pharmaceuticals Inc.	2,875.40	2,193.01	484.53	-	700.22	-
	H.M. Sales Corporation	31.44	22.43	1.72	-	4.86	-
	AvetAPI Inc.	-	-	-	-	8.28	-
	Emcure Pharma Chile SpA	576.52	287.74	675.86	-	342.12	-
	Lazor Pharmaceuticals Limited	31.93	77.06	120.15	-	118.17	-
	Avet Lifesciences Private Limited	1,549.59	1,514.09	1,100.44	-	1,741.41	-
	Uth Beverages Factory Pvt. Ltd.	(2.70)	23.48	6.46	-	17.87	-
	Tillomed Malta Ltd	1,807.03	808.67	527.88	-	288.92	-
	Emcutix Biopharmaceuticals Limited	50.60	-	56.90	-	-	-
	Emcure Pharma Philippines Inc	14.56	4.34	19.37	-	4.40	-
		<b>14,132.68</b>	<b>9,563.16</b>	<b>5,221.98</b>	<b>1,381.53</b>	<b>4,568.07</b>	<b>733.19</b>
5	<b>Advance received for goods and services</b>						
	Marcan Pharmaceuticals Inc.	-	-	-	-	-	86.18
	Tillomed Laboratories Limited	-	-	-	321.79	-	201.30
		<b>-</b>	<b>-</b>	<b>-</b>	<b>321.79</b>	<b>-</b>	<b>287.48</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
<b>6</b>	<b>Purchase of shares of subsidiary</b>						
	Emcutix Biopharmaceuticals Limited	0.10	-	-	-	-	-
		<b>0.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>7</b>	<b>Equity contribution in the nature of employee stock options issued to employees of subsidiary / (cancellation of employee stock options issued)</b>						
	Gennova Biopharmaceuticals Limited	-	0.89	-	-	-	-
	Marcan Pharmaceuticals Inc.	3.36	5.77	-	-	-	-
	Tillomed Laboratories Limited	0.52	0.89	-	-	-	-
		<b>3.88</b>	<b>7.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>8</b>	<b>Loans and advances given<sup>(1)</sup></b>						
	Emcure Nigeria Limited	-	-	49.43	-	49.43	-
	Emcure Brasil Farmaceutica Ltda.	-	-	126.07	-	123.02	-
	Emcure Pharma Mexico S.A. DE C.V.	-	-	89.06	-	86.90	-
	Emcure Pharma Chile SpA	-	32.82	-	-	33.36	-
	Emcure Pharma Philippines Inc	-	24.57	51.11	-	49.87	-
	Emcutix Biopharmaceuticals Limited	59.00	-	59.00	-	-	-
	Gennova Biopharmaceuticals Limited	3,600.60	-	2,732.60	-	-	-
		<b>3,659.60</b>	<b>57.39</b>	<b>3,107.27</b>	<b>-</b>	<b>342.58</b>	<b>-</b>
<b>9</b>	<b>Loans and advances repaid</b>						
	Marcan Pharmaceuticals Inc.	-	23.78	-	-	-	-
	Emcure Pharma Chile SpA	33.98	-	-	-	-	-
	Gennova Biopharmaceuticals Limited	868.00	-	-	-	-	-
		<b>901.98</b>	<b>23.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>10</b>	<b>Loans and advances taken</b>						
	Zuventus Healthcare Limited	4,915.00	-	-	4,057.30	-	-
		<b>4,915.00</b>	<b>-</b>	<b>-</b>	<b>4,057.30</b>	<b>-</b>	<b>-</b>
<b>11</b>	<b>Loans and advances taken repaid</b>						
	Zuventus Healthcare Limited	857.70	-	-	-	-	-
		<b>857.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>12</b>	<b>Interest income</b>						
	Emcure Nigeria Limited	-	3.20	41.81	-	41.82	-
	Emcure Brasil Farmaceutica Ltda.	9.11	8.96	91.90	-	80.69	-
	Marcan Pharmaceuticals Inc.	-	0.72	-	-	-	-
	Emcure Pharma Mexico S.A. DE C.V.	7.77	7.62	49.42	-	40.56	-
	Emcure Pharma Chile SpA	1.77	1.68	-	-	1.52	-
	Emcure Pharma Philippines Inc	3.63	3.18	6.66	-	2.92	-
	Emcutix Biopharmaceuticals Limited	0.53	-	-	-	-	-
	Gennova Biopharmaceuticals Limited	110.50	-	-	-	-	-
		<b>133.31</b>	<b>25.36</b>	<b>189.79</b>	<b>-</b>	<b>167.51</b>	<b>-</b>
<b>13</b>	<b>Interest expense</b>						
	H.M. Sales Corporation	0.75	0.75	-	0.17	-	0.17



# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
	Zuventus Healthcare Limited	194.66	-	-	-	-	-
		<b>195.41</b>	<b>0.75</b>	-	<b>0.17</b>	-	<b>0.17</b>
<b>14</b>	<b>Sale of Steam (classified under other income)</b>						
	Gennova Biopharmaceuticals Limited	60.13	63.03	40.37	-	19.66	-
	Zuventus Healthcare Limited	1.05	-	0.24	-	-	-
		<b>61.18</b>	<b>63.03</b>	<b>40.61</b>	-	<b>19.66</b>	-
<b>15</b>	<b>Purchase of Steam</b>						
	Zuventus Healthcare Limited	9.48	9.23	-	-	-	-
		<b>9.48</b>	<b>9.23</b>	-	-	-	-
<b>16</b>	<b>Laboratory Service Income</b>						
	Gennova Biopharmaceuticals Limited	0.06	0.06	0.03	-	-	-
	Zuventus Healthcare Limited	0.90	0.90	-	-	-	-
		<b>0.96</b>	<b>0.96</b>	<b>0.03</b>	-	-	-
<b>17</b>	<b>Trade / Security deposits accepted</b>						
	H.M. Sales Corporation	-	-	-	10.00	-	10.00
	Zuventus Healthcare Limited	-	4.46	-	4.46	-	5.46
	Gennova Biopharmaceuticals Limited	-	-	-	49.99	-	49.99
		-	<b>4.46</b>	-	<b>64.45</b>	-	<b>65.45</b>
<b>18</b>	<b>Trade / Security deposits repaid</b>						
	Gennova Biopharmaceuticals Limited	-	0.02	-	-	-	-
	Zuventus Healthcare Limited	1.00	0.02	-	-	-	-
		<b>1.00</b>	<b>0.04</b>	-	-	-	-
<b>19</b>	<b>Commission expenses</b>						
	H.M. Sales Corporation	33.18	32.48	-	8.54	-	7.75
		<b>33.18</b>	<b>32.48</b>	-	<b>8.54</b>	-	<b>7.75</b>
<b>20</b>	<b>Reimbursement of expenses made</b>						
	Heritage Pharma Labs Inc.	1.66	0.31	-	1.70	-	5.44
	Heritage Pharmaceuticals Inc.	1.49	0.62	-	1.93	-	70.20
	Marcan Pharmaceuticals Inc.	16.97	10.17	-	5.11	-	2.12
	Lazor Pharmaceuticals Limited	-	2.71	-	-	-	0.34
	H.M. Sales Corporation	0.08	0.02	-	0.09	-	0.02
	Gennova Biopharmaceuticals Limited	0.93	1.22	-	-	-	1.43
	Zuventus Healthcare Limited	-	8.72	-	-	-	-
	Emcure Pharmaceuticals Mena FZ-LLC.	-	0.16	-	-	-	0.16
	Emcure Pharmaceuticals Pty Ltd.	-	0.20	-	-	-	0.20
	Emcure Nigeria Limited	-	0.18	-	-	-	0.18
	Emcure Pharma Philippines Inc	-	0.38	-	-	-	0.38
	Emcure Pharmaceuticals South Africa (Pty) Ltd	-	0.47	-	-	-	0.48
	Emcure Pharma UK Ltd.	0.87	3.59	-	-	-	3.67
	Tillomed Laboratories Limited	9.74	22.53	-	-	-	8.25
	Emcure Pharma Chile SpA	0.04	-	-	-	-	-
	Emcure Pharma Peru S.A.C.	0.12	-	-	-	-	-

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
	Avet Lifesciences Private Limited	1.11	-	-	1.29	-	-
	Emcure Pharma Mexico S.A. DE C.V.	0.08	-	-	-	-	-
		<b>33.09</b>	<b>51.28</b>	<b>-</b>	<b>10.12</b>	<b>-</b>	<b>92.87</b>
<b>21</b>	<b>Reimbursement of expenses received</b>						
	Zuventus Healthcare Limited	26.02	11.91	11.05	-	0.62	-
	Gennova Biopharmaceuticals Limited	10.81	159.23	7.12	-	88.80	-
	Tillomed Italia S.R.L.	40.81	18.44	19.16	-	3.92	-
	Tillomed Pharma GmbH	3.90	13.53	3.82	-	12.97	-
	Heritage Pharmaceuticals Inc.	0.29	9.47	-	-	13.03	-
	Tillomed Laboratories Limited	217.22	105.75	129.27	-	47.19	-
	Tillomed Spain	0.21	5.78	-	-	1.06	-
	Tillomed France SAS	-	9.28	-	-	25.17	-
	Marcan Pharmaceuticals Inc.	7.25	0.52	5.36	-	0.15	-
	Avet Lifesciences Private Limited	19.46	27.37	16.47	-	41.99	-
	Emcure Pharma Chile SpA	-	-	0.74	-	0.72	-
	Emcure Pharma Peru S.A.C.	-	-	0.65	-	0.63	-
	Tillomed Malta Ltd	69.47	3.27	14.35	-	3.30	-
	Emcure Pharma Philippines Inc	-	0.25	0.26	-	0.25	-
	Mantra Pharma Inc	25.16	-	20.85	-	-	-
	Emcutix Biopharmaceuticals Limited	1.08	-	1.28	-	-	-
		<b>421.68</b>	<b>364.80</b>	<b>230.38</b>	<b>-</b>	<b>239.80</b>	<b>-</b>
<b>22</b>	<b>Dividend received</b>						
	Zuventus Healthcare Limited	-	319.20	-	-	-	-
	Emcure Pharma UK Ltd.	-	210.88	-	-	-	-
		<b>-</b>	<b>530.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>23</b>	<b>Rent income</b>						
	Zuventus Healthcare Limited	5.35	8.40	-	-	-	-
	Gennova Biopharmaceuticals Limited	154.92	148.19	84.90	-	71.59	-
	Emcutix Biopharmaceuticals Limited	0.50	-	0.59	-	-	-
	Incredible Ventures Pvt Ltd.	0.04	0.01	-	-	-	-
		<b>160.81</b>	<b>156.60</b>	<b>85.49</b>	<b>-</b>	<b>71.59</b>	<b>-</b>
<b>24</b>	<b>Financial guarantee fees charged</b>						
	Gennova Biopharmaceuticals Limited	18.35	19.66	9.72	-	10.45	-
	Heritage Pharma Holdings Inc.	-	-	-	-	15.89	-
	Marcan Pharmaceuticals Inc.	18.74	25.21	5.23	-	5.57	-
	Emcure Pharmaceuticals Mena FZ-LLC.	4.11	4.04	4.67	-	0.36	-
	Tillomed Laboratories Limited	4.24	1.91	3.08	-	-	-
	Avet Lifesciences Private Limited	4.78	53.96	-	-	68.19	-
	Mantra Pharma Inc	41.91	17.44	3.50	-	17.71	-
	Emcure Pharma Philippines Inc	0.42	0.26	0.69	-	0.26	-
	Emcure Pharma Chile SpA	1.61	-	1.63	-	-	-
		<b>94.16</b>	<b>122.48</b>	<b>28.52</b>	<b>-</b>	<b>118.43</b>	<b>-</b>
<b>25</b>	<b>Royalty expense</b>						
	Uth Beverages Factory Pvt. Ltd.	0.40	0.78	-	-	-	0.17

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
		0.40	0.78	-	-	-	0.17
<b>26</b>	<b>Marketing Support Fees (classified under Advertisement &amp; Promotional Material)</b>						
	Emcure Pharmaceuticals Mena FZ-LLC.	42.11	263.58	-	128.88	-	230.62
	Emcure Nigeria Limited	1.16	4.47	-	11.06	-	10.49
	Emcure Pharma Mexico S.A. DE C.V.	87.08	83.67	-	5.83	-	20.58
	Emcure Brasil Farmaceutica Ltda.	1.85	2.16	-	15.27	-	16.16
	Emcure Pharmaceuticals Pty Ltd.	14.22	10.13	-	14.22	-	19.28
	Emcure Pharma Chile SpA	-	30.07	-	-	-	-
	Emcure Pharma Philippines Inc	37.33	63.52	-	5.71	-	34.34
	Emcure Pharma Peru S.A.C.	19.09	347.69	-	19.09	-	7.90
		<b>202.84</b>	<b>805.29</b>	<b>-</b>	<b>200.06</b>	<b>-</b>	<b>339.37</b>
<b>27</b>	<b>Corporate Overhead Cross Charge (Income) (classified under other income)</b>						
	Marcan Pharmaceuticals Inc.	85.62	82.44	14.21	-	21.01	-
	Tillomed Laboratories Limited	166.27	152.91	86.58	-	13.10	-
		<b>251.89</b>	<b>235.35</b>	<b>100.79</b>	<b>-</b>	<b>34.11</b>	<b>-</b>
<b>28</b>	<b>Financial guarantee fees paid (classified under other borrowing costs)</b>						
	Zuventus Healthcare Limited	4.08	13.39	-	-	-	-
		<b>4.08</b>	<b>13.39</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>29</b>	<b>Loss allowance for doubtful debt/Bad debt written off</b>						
	Emcure Pharma Peru S.A.C.	-	581.51	-	-	-	-
		<b>-</b>	<b>581.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>30</b>	<b>Provision for impairment on loans and interest accrued thereon</b>						
	Emcure Nigeria Limited	-	91.25	-	-	-	-
		<b>-</b>	<b>91.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>31</b>	<b>Provision for diminution in value of investments</b>						
	Emcure Nigeria Limited	-	1.90	-	-	-	-
		<b>-</b>	<b>1.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Transactions/ balances with related parties (KMP) are as follows:</b>						
<b>1</b>	<b>Remuneration paid</b>						
	<b>Key Management Personnel: Whole Time Directors</b>						
	Mr. Satish Mehta	256.12	229.59	-	53.32	-	30.74
	Dr. Mukund Gurjar	62.17	57.70	-	14.02	-	13.17
	Mr. Sunil Mehta	48.25	34.45	-	5.47	-	4.09
	Mrs. Namita Thapar	48.32	43.99	-	5.50	-	5.27
	Mr. Samit Mehta	34.34	30.67	-	3.64	-	3.56
		<b>449.20</b>	<b>396.40</b>	<b>-</b>	<b>81.95</b>	<b>-</b>	<b>56.83</b>

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
<b>2</b>	<b>Remuneration paid</b>						
	<b>Key Management Personnel: Relatives</b>						
	Mr. Vikas Thapar	50.32	45.86	-	5.50	-	5.27
	Mr. Sanjay Mehta	48.25	35.25	-	5.48	-	4.18
	Mr. Rutav Mehta	5.04	3.48	-	0.51	-	0.41
		<b>103.61</b>	<b>84.59</b>	<b>-</b>	<b>11.49</b>	<b>-</b>	<b>9.86</b>
<b>3</b>	<b>Remuneration paid</b>						
	<b>Key Management Personnel: Other than Whole Time Directors</b>						
	Mr. Tajuddin Shaikh	18.98	16.25	-	4.85	-	4.32
		<b>18.98</b>	<b>16.25</b>	<b>-</b>	<b>4.85</b>	<b>-</b>	<b>4.32</b>
<b>4</b>	<b>Post-employment obligations</b>						
	<b>Key Management Personnel: Whole Time Directors</b>						
	Mrs. Namita Thapar	2.51	1.97	-	17.84	-	15.33
	Mr. Samit Mehta	13.90	2.86	-	34.36	-	20.46
		<b>16.41</b>	<b>4.83</b>	<b>-</b>	<b>52.20</b>	<b>-</b>	<b>35.79</b>
<b>5</b>	<b>Post-employment obligations</b>						
	<b>Key Management Personnel: Relatives</b>						
	Mr. Vikas Thapar	2.41	1.94	-	17.63	-	15.22
	Mr. Rutav Mehta	0.12	0.09	-	0.21	-	0.09
		<b>2.53</b>	<b>2.03</b>	<b>-</b>	<b>17.84</b>	<b>-</b>	<b>15.31</b>
<b>6</b>	<b>Post-employment obligations</b>						
	<b>Key Management Personnel: Other than Whole Time Directors</b>						
	Mr. Tajuddin Shaikh	1.18	0.92	-	6.70	-	5.52
		<b>1.18</b>	<b>0.92</b>	<b>-</b>	<b>6.70</b>	<b>-</b>	<b>5.52</b>
<b>7</b>	<b>Compensated absences</b>						
	<b>Key Management Personnel: Whole Time Directors</b>						
	Mr. Satish Mehta	3.63	1.71	-	26.65	-	23.02
	Dr. Mukund Gurjar	0.41	0.35	-	5.64	-	5.23
	Mr. Sunil Mehta	1.33	0.26	-	4.92	-	3.59
	Mrs. Namita Thapar	0.47	0.19	-	5.45	-	4.98
	Mr. Samit Mehta	0.68	0.34	-	6.15	-	5.47
		<b>6.52</b>	<b>2.85</b>	<b>-</b>	<b>48.81</b>	<b>-</b>	<b>42.29</b>
<b>8</b>	<b>Compensated absences</b>						
	<b>Key Management Personnel: Relatives</b>						
	Mr. Vikas Thapar	0.42	0.17	-	5.31	-	4.89
	Mr. Sanjay Mehta	1.32	0.27	-	4.92	-	3.60
	Mr. Rutav Mehta	0.18	0.18	-	0.36	-	0.18
		<b>1.92</b>	<b>0.62</b>	<b>-</b>	<b>10.59</b>	<b>-</b>	<b>8.67</b>
<b>9</b>	<b>Compensated absences</b>						
	<b>Key Management Personnel: Other than Whole Time Directors</b>						

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
	Mr. Tajuddin Shaikh	0.22	0.13	-	1.76	-	1.54
		<b>0.22</b>	<b>0.13</b>	-	<b>1.76</b>	-	<b>1.54</b>
<b>10</b>	<b>Employee share based payments</b>						
	Key Management Personnel: Relatives						
	Mr. Vikas Thapar	-	202.36	-	-	-	-
		-	<b>202.36</b>	-	-	-	-
<b>11</b>	<b>Employee share based payments - Perquisite on share options exercised</b>						
	Key Management Personnel: Relatives						
	Mr. Vikas Thapar	-	262.02	-	-	-	-
		-	<b>262.02</b>	-	-	-	-
<b>12</b>	<b>Employee share based payments</b>						
	Key Management Personnel: Other than Whole Time Directors						
	Mr. Tajuddin Shaikh	0.04	0.29	-	6.18	-	7.97
		<b>0.04</b>	<b>0.29</b>	-	<b>6.18</b>	-	<b>7.97</b>
<b>13</b>	<b>Employee share based payments - Perquisite on share options exercised</b>						
	Key Management Personnel: Other than Whole Time Directors						
	Mr. Tajuddin Shaikh	34.55	-	-	-	-	-
		<b>34.55</b>	-	-	-	-	-
<b>14</b>	<b>Dividend paid</b>						
	Key Management Personnel: Whole Time Directors	-	321.26	-	-	-	-
	Key Management Personnel: Other than Whole Time Directors	-	1.65	-	-	-	-
	Key Management Personnel: Relatives	-	122.60	-	-	-	-
		-	<b>445.51</b>	-	-	-	-
<b>15</b>	<b>Commission - Other than Whole Time Directors</b>						
	Mr. Berjis Desai	10.00	10.00	-	10.00	-	10.00
	Mr. P. S. Jayakumar	3.10	2.60	-	3.10	-	2.60
	Dr. Vidya Rajiv Yeravdekar	1.50	1.50	-	1.50	-	1.50
	Mr. Vijay Keshav Gokhale	1.50	1.50	-	1.50	-	1.50
	Dr. Shailesh Kripalu Ayyangar	6.00	5.00	-	6.00	-	5.00
		<b>22.10</b>	<b>20.60</b>	-	<b>22.10</b>	-	<b>20.60</b>
<b>16</b>	<b>Sitting fees - Other than Whole Time Directors<sup>(a)</sup></b>						
	Mr. Berjis Desai	0.76	0.60	-	-	-	-
	Mr. Samonnoi Banerjee	0.44	0.52	-	-	-	-
	Mr. P. S. Jayakumar	0.84	0.64	-	-	-	-
	Dr. Shailesh Kripalu Ayyangar	0.48	0.32	-	-	-	-
	Mr. Vijay Keshav Gokhale	0.96	0.76	-	-	-	-
	Dr. Vidya Rajiv Yeravdekar	0.20	0.28	-	-	-	-
		<b>3.68</b>	<b>3.12</b>	-	-	-	-

# Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Transaction value		Balance outstanding as at			
		Year ended 31-Mar-25	Year ended 31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable / Advance to supplier	Payable / Advance from customer	Receivable / Advance to supplier	Payable / Advance from customer
17	Rent expense Key Management Personnel: Whole Time Directors Mr. Sunil Mehta	0.49	0.48	-	-	-	-
		<b>0.49</b>	<b>0.48</b>	-	-	-	-
18	Rent expense Key Management Personnel: Relatives Mr. Sanjay Mehta	0.49	0.48	-	-	-	-
	Mrs. Bhavana Mehta	0.38	0.37	-	-	-	-
		<b>0.87</b>	<b>0.85</b>	-	-	-	-

## Notes:

(1) Loans and Guarantees are given for the general business purposes of related parties.

(2) Unsecured loans given to subsidiaries and interest thereon are measured at amortised cost. The difference between the carrying amount and actual amount is accounted as net gain / loss under other income / finance cost, as the case may be. Below are the details of actual amount of loan and interest receivable from subsidiaries:

Rs. in million

Particulars	Tenure of loan and interest	Rate of Interest p.a.	Loans		Interest accrued on loans	
			31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Emcure Nigeria Limited	45 months	6% - 8.3%	49.43	49.43	41.82	41.82
Emcure Brasil Farmaceutica Ltda.	45 months	5.4% - 9.22%	126.07	123.02	91.90	80.69
Emcure Pharma Mexico S.A. DE C.V.	45 months	8.3% - 9.22%	89.06	86.90	49.42	40.56
Emcure Pharma Chile SpA	36 months	7.11%	-	33.36	-	1.52
Emcutix Biopharmaceuticals Limited	36 months	8.00%	59.00	-	-	-
Gennova Biopharmaceuticals Limited	36 months	8.00%	2,732.60	-	-	-
Emcure Pharma Philippines Inc	36 months	6.97% - 7.24%	51.11	49.87	6.65	2.92
<b>Total</b>			<b>3,107.27</b>	<b>342.58</b>	<b>189.79</b>	<b>167.51</b>
<b>% of Loan given to related parties as % of total loans</b>			<b>100%</b>	<b>100%</b>	-	-

(3) Also refer note no. 47 for the details of the collateral security and note no. 42(c) for the details of financial guarantee given by the Company against the loans obtained by the subsidiaries.

(4) All related party transactions entered during the year and outstanding balances were in ordinary course of the business and are on an arm's length basis. Outstanding balances are unsecured and to be settled in cash.

(5) On October 9, 2023, the Board of the Company approved proposal for acquisition of Canadian entities i.e. (i) JFL Inc., Gestion Nirdac Inc., Gestion Stéphane Turcotte Inc., Gestion Beflan Inc., Gestion Éléoraph Inc. (collectively 'Mantra Holdcos') (ii) Mantra Pharma Inc. ('Mantra') (iii) Mantra Distribution Inc. (Subsidiary of Mantra Pharma Inc.) and (iv) Myriad Pharma Inc. ('Myriad') for a consideration of CAD 57.64 million and issue of Preference shares which will be valued based on EBITDA of acquired group in subsequent years. Pursuant to said transaction, on November 06, 2023, Mantra Pharma Inc became subsidiary of Marcan Pharmaceuticals Inc., a step down subsidiary of the Company.

(6) Includes amount of Rs. 0.24 million (March 31, 2024: Rs. 0.16 million) sitting fees paid to directors for IPO Committee meeting which is included in IPO expenses.



# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 44: Assets and liabilities relating to employee benefits

### a) Defined contribution plans

The Company has certain defined contribution plans. Contributions are made as per local regulations. The contributions are made to registered provident fund/pension fund/other fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Defined Contribution Plans: The Company has recognised the following amount in the Statement of Profit and Loss for the year;

Particulars	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Contribution to Employees Provident Fund	240.22	217.61
Contribution to Employees Family Pension Fund	98.75	93.07
Other defined contribution plan	47.68	40.12
<b>Total</b>	<b>386.65</b>	<b>350.80</b>

### b) Post-employment obligations

#### Gratuity

The Company has a defined benefit gratuity plan for employees governed by the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to fund managed by Life Insurance Corporation of India. Contributions are made as per the demands by LIC of India.

These defined benefit plans expose the Company to actuarial risks, such as interest rate risk, etc.

### c) Defined benefit plans

The amounts recognised in the balance sheet, profit or loss, other comprehensive income and the movements in the net defined benefit obligation are as follows:

Particulars	Rs. in million		
	Present value of obligation	Fair value of plan assets	Total
<b>As at April 1, 2024</b>	<b>697.71</b>	<b>(589.54)</b>	<b>108.17</b>
Current service cost	102.60	-	102.60
Transfer In/ (out)	(3.22)	2.38	(0.84)
Interest expenses/(income)	47.47	(43.58)	3.89
Mortality charges and taxes	-	2.76	2.76
<b>Total amount recognised in profit and loss</b>	<b>146.85</b>	<b>(38.44)</b>	<b>108.41</b>
Remeasurement of:			
- Return on plan assets, excluding amounts included in interest expense/(income)			
Actuarial (gain)/ losses - experience	-	5.79	5.79
Actuarial (gain)/ losses - financial assumptions	-	0.61	0.61
- Defined benefit obligations			
Actuarial (gain)/ losses - experience	(5.76)	-	(5.76)
Actuarial (gain)/ losses - demographic changes	-	-	-
Actuarial (gain)/ losses - financial assumptions	15.57	-	15.57
<b>Total amount recognised in other comprehensive income</b>	<b>9.81</b>	<b>6.40</b>	<b>16.21</b>
Employer contribution	-	(107.54)	(107.54)
Benefit payments	(74.11)	74.11	-
<b>As at March 31, 2025</b>	<b>780.26</b>	<b>(655.01)</b>	<b>125.25</b>

## Notes to the standalone financial statements for the year ended March 31, 2025

Rs. in million			
Particulars	Present value of obligation	Fair value of plan assets	Total
<b>As at April 1, 2023</b>	<b>634.70</b>	<b>(576.28)</b>	<b>58.42</b>
Current service cost	104.72	-	104.72
Transfer In/ (out)	(0.15)	(0.13)	(0.28)
Interest expenses/(income)	43.32	(41.42)	1.90
Mortality charges and taxes	-	2.30	2.30
<b>Total amount recognised in profit and loss</b>	<b>147.89</b>	<b>(39.25)</b>	<b>108.64</b>
Remeasurement of:			
- Return on plan assets, excluding amounts included in interest expense/(income)			
Actuarial (gain)/ losses - experience	-	14.75	14.75
Actuarial (gain)/ losses - financial assumptions	-	(6.81)	(6.81)
- Defined benefit obligations			
Actuarial (gain)/ losses - experience	(5.19)	-	(5.19)
Actuarial (gain)/ losses - demographic changes	-	-	-
Actuarial (gain)/ losses - financial assumptions	2.80	-	2.80
<b>Total amount recognised in other comprehensive income</b>	<b>(2.39)</b>	<b>7.94</b>	<b>5.55</b>
Employer contribution	-	(64.44)	(64.44)
Benefit payments	(82.49)	82.49	-
<b>As at March 31, 2024</b>	<b>697.71</b>	<b>(589.54)</b>	<b>108.17</b>

**d) The net liability disclosed above relating to funded plans are as follows:**

Rs. in million		
Particulars	As at 31-Mar-25	As at 31-Mar-24
Present value of obligation	780.26	697.71
Fair value of plan assets	(655.01)	(589.54)
<b>Deficit of funded plan</b>	<b>125.25</b>	<b>108.17</b>

The Company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans as per the demand from LIC of India.

**Principal actuarial assumptions as at the reporting date:**

Particulars	As at 31-Mar-25	As at 31-Mar-24
a) Discount rate	6.70%	7.20%
b) Expected rate of return on plan assets	7.20%	7.30%
c) Salary escalation rate	9.00%	9.00%
d) Withdrawal rate		
Field staff	30.00%	30.00%
Factory staff	20.00%	20.00%
e) Mortality table	IALM(2012-14) ult	IALM(2012-14) ult

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

Normal retirement age is 58 years.

## Notes to the standalone financial statements for the year ended March 31, 2025

### e) Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amounts shown below.

Rs. in million

Particulars	Impact on defined benefit obligation			
	Increase in assumption		Decrease in assumption	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Discount rate by 1%	(30.50)	(27.04)	33.08	29.31
Salary escalation rate by 1%	24.75	22.00	(23.28)	(20.71)
Withdrawal rate by 1%	(3.54)	(2.66)	3.86	2.90

Assumptions regarding future mortality for gratuity benefit is set based on actuarial advice in accordance with published statistics and experience in the domicile country of the company.

### f) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed

- i) Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. All assets are maintained with fund managed by LIC of India.
- ii) Changes in bond yields: A decrease in bond yields will increase plan liabilities.
- iii) Future salary escalation and inflation risk: Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the company is successfully able to neutralize valuation swings caused by interest rate movements. Hence company is encouraged to adopt asset-liability management.

The Company's assets are maintained in a trust fund managed by public sector insurance company via, LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years.

### g) Defined benefit liability and employer contributions

The Company has agreed that it will aim to eliminate the deficit in gratuity plan over the years. Funding levels are assessed by LIC on annual basis and the Company makes contribution as per the instructions received from LIC. The Company compares the expected contribution to the plan as provided by actuary with the instruction from LIC and assesses whether any additional contribution may be required. The Company considers the future expected contribution will not be significantly increased as compared to actual contribution.

Expected contributions to post-employment benefit plans for next year is Rs. 125.20 million (March 31, 2024 - Rs. 108.20 million).

The weighted average duration of the defined benefit obligation is 4.96 years (March 31, 2024: 4.86 years). The following benefits payments are expected to be paid:

Rs. in million

	Less than 1 year	between 1-2 years	between 2-5 years	over 5 years	Total
<b>March 31, 2025</b>					
Defined benefit obligation - gratuity	173.16	155.19	403.15	553.96	1,285.46
<b>March 31, 2024</b>					
Defined benefit obligation - gratuity	153.87	142.01	376.47	503.65	1,176.00

### h) Major plan assets

Rs. in million

	As at 31-Mar-25 Unquoted	As at 31-Mar-24 Unquoted
Investment funds		
- Insurance Funds (LIC Pension and Group Schemes fund)	655.01	589.54
<b>Total</b>	<b>655.01</b>	<b>589.54</b>

The category wise details of the plan assets is not available as it's maintained by LIC.

# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 45: Employees stock option plan

As at March 31, 2025, the Company has the following share-based payment arrangement:

### Share option plans (equity settled)

"Emcure ESOS 2013": The Board vide its resolution granted employee stock options as under to the eligible employees under "Emcure ESOS 2013" in compliance with the provisions of the applicable law and rules framed thereunder.

Resolution date	Tranche No	Grant Date	Exercise Price	Total options granted
10-Oct-13	Tranche - 01	01-Oct-13	165.07	22,70,000
14-Mar-16	Tranche - 02	14-Mar-16	452.57	5,80,000
07-Jul-17	Tranche - 03	07-Jul-17	243.82	1,00,000
01-Nov-18	Tranche - 04	01-Nov-18	465.82	8,40,000
01-Dec-18	Tranche - 05	01-Dec-18	465.82	2,40,000
01-Feb-19	Tranche - 06	01-Feb-19	465.82	2,30,000
06-Jun-19	Tranche - 07	06-Jun-19	465.82	6,25,000
08-Nov-19	Tranche - 08	08-Nov-19	523.82	4,55,000
04-Feb-20	Tranche - 09	04-Feb-20	523.82	70,000
22-Jul-20	Tranche - 10	22-Jul-20	563.82	1,80,000
09-Nov-20	Tranche - 11	09-Nov-20	563.82	40,000
27-May-21	Tranche - 12	27-May-21	862.07	3,40,000
22-Feb-22	Tranche - 13	22-Feb-22	1,000.05	1,10,000
20-Oct-22	Tranche - 14	20-Oct-22	1,008.21	30,000
13-Feb-23	Tranche - 15	13-Feb-23	1,008.21	2,50,000
24-Mar-25	Tranche - 16	24-Mar-25	1,028.35	5,85,000

The eligible employees are determined by the Nomination & Remuneration Committee from time to time. These options will vest over period of 3 to 5 years from the grant date and are subject to the condition of continued service of the employees.

Once vested the option can be exercised within 5 years from date of Initial Public Offer (IPO) i.e. July 10, 2024 or 5 years from date of vesting, whichever is later. The exercise price of the options is determined as below:

- Options granted prior to IPO date: equal to fair market value of the shares as determined by an independent valuer as at grant dates.
- Options granted post IPO date: The exercise price of the options issued after IPO date will be higher of; (a) the closing market price of the shares on the relevant date; or (b) the book value of the shares as per the last audited balance sheet.

During the year ended March 31, 2024, Nomination & Remuneration Committee approved exercise of 300,000 options and settlement of 210,000 options in cash (prior to listing) at a price arrived at by an independent valuer.

Options granted under this scheme carry no dividend or voting rights. When exercised, one option is convertible into one equity share.

Movement of the options granted under the plan is as below:

March 31, 2025	Grant Date	Balance as on 01-Apr-24	Grant during the year	Cancelled during the year	Exercised during the year	Settled during the year	Balance as on 31-March-25	Exercisable	Revised Exercise Price
Tranche - 01	01-Oct-13	2,30,000	-	-	(1,90,000)	-	40,000	40,000	165.07
Tranche - 02	14-Mar-16	60,000	-	-	-	-	60,000	60,000	452.57
Tranche - 06	01-Feb-19	30,000	-	-	(30,000)	-	-	-	465.82
Tranche - 07	06-Jun-19	40,000	-	-	-	-	40,000	40,000	465.82
Tranche - 08	08-Nov-19	80,000	-	-	(72,000)	-	8,000	8,000	523.82
Tranche - 09	04-Feb-20	10,000	-	-	(10,000)	-	-	-	523.82
Tranche - 10	22-Jul-20	95,000	-	-	(66,000)	-	29,000	10,000	563.82
Tranche - 11	09-Nov-20	40,000	-	-	-	-	40,000	32,000	563.82
Tranche - 12	27-May-21	2,35,000	-	(20,000)	(12,000)	-	2,03,000	1,17,000	862.07
Tranche - 13	22-Feb-22	40,000	-	(39,000)	(1,000)	-	-	-	1,000.05
Tranche - 15	13-Feb-23	2,30,000	-	(50,000)	(4,000)	-	1,76,000	68,000	1,008.21
Tranche - 16	24-Mar-25	-	5,85,000	-	-	-	5,85,000	-	1,028.35
<b>Total/ Weighted average exercise price</b>		<b>10,90,000</b>	<b>5,85,000</b>	<b>(1,09,000)</b>	<b>(3,85,000)</b>	<b>-</b>	<b>11,81,000</b>	<b>3,75,000</b>	<b>888.67</b>

## Notes to the standalone financial statements for the year ended March 31, 2025

March 31, 2024	Grant Date	Balance as on 01-Apr-23	Grant during the year	Cancelled during the year	Exercised during the year	Settled during the year	Balance as on 31-Mar-24	Exercisable	Revised Exercise Price
Tranche - 01	01-Oct-13	6,70,000	-	(20,000)	(2,10,000)	(2,10,000)	2,30,000	-	165.07
Tranche - 02	14-Mar-16	60,000	-	-	-	-	60,000	-	452.57
Tranche - 06	01-Feb-19	30,000	-	-	-	-	30,000	-	465.82
Tranche - 07	06-Jun-19	1,30,000	-	-	(90,000)	-	40,000	-	465.82
Tranche - 08	08-Nov-19	80,000	-	-	-	-	80,000	-	523.82
Tranche - 09	04-Feb-20	10,000	-	-	-	-	10,000	-	523.82
Tranche - 10	22-Jul-20	95,000	-	-	-	-	95,000	-	563.82
Tranche - 11	09-Nov-20	40,000	-	-	-	-	40,000	-	563.82
Tranche - 12	27-May-21	2,55,000	-	(20,000)	-	-	2,35,000	-	862.07
Tranche - 13	22-Feb-22	40,000	-	-	-	-	40,000	-	1,000.05
Tranche - 15	13-Feb-23	2,50,000	-	(20,000)	-	-	2,30,000	-	1,008.21
<b>Total/ Weighted average exercise price</b>		<b>16,60,000</b>	<b>-</b>	<b>(60,000)</b>	<b>(3,00,000)</b>	<b>(2,10,000)</b>	<b>10,90,000</b>		<b>638.04</b>

Weighted average remaining contractual life of options as at year end is 6.50 Years (March 31, 2024: 6.29 Years)

*Fair value of equity settled share based payment arrangements:*

No employee stock options were granted during the year ended March 31, 2024.

585,000 employee stock options were granted during the year ended March 31, 2025. The fair value as at grant date is determined using the Black Scholes Merton Model which takes into account the exercise price, term of option, share price at grant date, expected price volatility of underlying share, expected dividend yield and risk free interest rate for the term of option.

The model inputs for options granted during the year ended March 31, 2025 included:

Sr.	Particulars	Tranche - 16
a.	Options granted	5,85,000
b.	Exercise Price Rs.	1,028.35
c.	Share Price at grant date	1,028.35
d.	Date of grant	24-Mar-25
e.	Expected price volatility of the company's shares	34.39%
f.	Expected dividend yield	1.00%
g.	Risk free interest rate	6.75%
h.	Expected life of options	3.00

Volatility is a measure of the movement in the prices of the underlying assets. Expected volatility has been based on an evaluation of the historical volatility, adjusted for any expected changes to future volatility due to publicly available information of the share price of the Company/peers, particularly over the historical period commensurate with the expected term. The expected term of the instrument has been based on historical experience and general option holder behaviour.

Expenses recognised in statement of profit and loss:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Employee share-based payment	16.25	38.54

# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 46: Revenue from operations

Particulars	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Revenue recognised from contracts with customers	43,344.77	34,689.78
Other operating revenue	474.47	286.77
<b>Total</b>	<b>43,819.24</b>	<b>34,976.55</b>
<b>Disaggregation of revenue</b>		
<b>Based on markets</b>		
Within India	23,497.83	19,533.95
<b>Outside India -</b>		
a. Europe	5,046.94	3,586.37
b. North America	3,464.38	2,564.07
c. Other continents	11,810.09	9,292.16
<b>Total</b>	<b>43,819.24</b>	<b>34,976.55</b>
<b>Movement in contract liability balances are as follows:</b>		
Balance at the beginning of the year	565.56	118.81
Revenue recognised that was included in the contract liability balance at the beginning of the year	(565.56)	(118.81)
Increase due to cash received, excluding amounts recognised as revenue during the year	356.52	565.56
<b>Balance at the end of the year</b>	<b>356.52</b>	<b>565.56</b>

A) The Company satisfies its performance obligations pertaining to the sale of goods at point in time when the control of goods is actually transferred to the customers. No significant judgment is involved in evaluating when a customer obtains control of promised goods. The contract with customers are generally fixed price contract (except for contracts with subsidiaries, wherein there is variable consideration) subject to refund due to returns and do not contain any financing component. The payment is generally due within 7-180 days. The Company is obliged for returns/refunds due to expiry & saleable returns. There are no other significant obligations attached in the contract with customer. Further, there are no significant unsatisfied performance obligations as at year end.

B) There is no significant judgement involved in ascertaining the timing of satisfaction of performance obligation and in evaluating when a customer obtains control of promised goods. Transaction price ascertained for the performance obligation of the Company is agreed in the contract with the customer. Further, the variable consideration is an estimate amount arrived by using expected value method.

C) Reconciliation of contract price with revenue recognised in statement of profit and loss:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Contract price	44,074.39	35,358.26
<b>Less:</b>		
Amount recognised as sales returns & breakage expiry	(705.52)	(686.49)
Allowance for interest loss	(24.10)	18.01
<b>Revenue recognised in statement of profit and loss</b>	<b>43,344.77</b>	<b>34,689.78</b>

## D) Major customer

There is no customer having sales of more than 10% of Company's total revenue for the year ended March 31, 2025 and March 31, 2024.

There is no customer having receivable balance more than 10% of Company's total receivable for the year ended March 31, 2025.

Receivable from Avet Lifesciences Private Limited of Rs. 1,741.41 million is more than 10% of the Company's total receivable for the year ended March 31, 2024.

# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 47: Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Rs. in million			
Particulars	Note	31-Mar-25	31-Mar-24
<b>Current</b>			
Financial assets			
Cash and cash equivalents	11A	84.90	118.71
Bank balances other than cash and cash equivalents	11B	53.07	202.51
Trade receivables	10	11,905.63	11,032.86
Other current financial assets	12	796.86	767.60
Non-financial assets			
Inventories	9	10,381.83	7,702.74
Other current assets	13	1,378.22	1,355.67
<b>Total current assets pledged as security</b>		<b>24,600.51</b>	<b>21,180.09</b>
<b>Non Current</b>			
Financial assets			
Deposits with banks	7	7.43	8.51
Non-financial assets			
Property, plant, equipment, leasehold land, intangible assets and capital work-in-progress	2A, 2B, 3, 4	5,087.66	14,535.74
<b>Total non-current assets pledged as security</b>		<b>5,095.09</b>	<b>14,544.25</b>
<b>Total assets pledged as security</b>		<b>29,695.60</b>	<b>35,724.34</b>

## Note 48: Segment reporting

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the Company's consolidated financial statements. Accordingly, segment information has been provided only in the consolidated financial statements.

## Note 49: Expenditure on research and development

The total expenditure incurred on Research and Development including in house Research and Development during the year is as follows;

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Revenue	1,621.45	1,692.92
Capital	91.85	86.05
<b>Total</b>	<b>1,713.30</b>	<b>1,778.97</b>
<b>R&amp;D expenditure as a % of revenue from operations</b>	<b>3.91%</b>	<b>5.09%</b>

## Note 50: Information regarding Micro, Small and Medium Enterprises

The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.



## Notes to the standalone financial statements for the year ended March 31, 2025

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-
a. Principal outstanding and not overdue as per MSME act	260.02	122.43
b. Principal outstanding and overdue as per MSME act and interest due thereon	-	-
ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	138.91	61.67
iii) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprise Development Act, 2006	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	0.21	0.05
v) 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 Enterprise Development Act, 2006	-	-

### Note 51: Indirect tax refund received

The Company is entitled to receive subsidy in the form of Budgetary Support under Goods and Service Tax as per fixed percentage of Central Tax / IGST paid in cash after full utilisation of input tax credit) by its unit at Jammu and Kashmir which is valid till May 2026. There are no unfulfilled conditions or other contingencies related to the Scheme.

### Note 52: Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. The areas for CSR activities are promoting education, healthcare and ensuring environmental sustainability. Amount spent during the year on activities which are specified in Schedule VII of the Companies Act 2013 are as mentioned below:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
(a) amount required to be spent by the company for the full year		
Total Amount required to be spent by company	67.14	92.27
Less: Utilisation of excess balance relating to earlier years approved by board	(9.58)	(15.47)
Net amount required to be spent by the company	<b>57.56</b>	<b>76.80</b>
(b) amount of expenditure incurred till date;		
<b>Paid</b>		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	67.18	86.38
<b>Yet to be paid</b>		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	-
<b>Total</b>	<b>67.18</b>	<b>86.38</b>
(c) shortfall at the end of the year	-	-
(d) reason for shortfall	N/A	N/A
(e) total of previous years shortfall	-	-
(f) Movement in excess CSR Spent balance relating to earlier years		
Opening balance	9.58	15.47
Add: Excess spent in current year	9.62	9.58
Less: Utilisation of balance during the current year	(9.58)	(15.47)
Closing balance	<b>9.62</b>	<b>9.58</b>
(g) nature of CSR activities	Promoting Healthcare, Education, Environment Sustainability, Rural sports, Woman Empowerment & Promotion of classical Music	Promoting Healthcare, Education, Environment Sustainability, Rural sports, Woman Empowerment, Promotion of classical Music & Contribution to Department of Atomic Energy

# Notes to the standalone financial statements for the year ended March 31, 2025

## Note 53: Government Grant

The Company has received eligibility under Production Linked Incentive scheme of the Government of India. The Company has recognized income of Rs. 283.25 million as on March 31, 2025 (March 31, 2024: Rs. 153.56 million) under the said scheme. Balance receivable under this scheme of Rs. 283.25 million as on March 31, 2025 (March 31, 2024: Rs. 155.00 million) is disclosed under 'other current financial assets'. There are no unfulfilled conditions or other contingencies attached to this grant.

## Note 54: Additional regulatory information required by Schedule III

- i. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- iii. The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.
- iv. The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- v. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- vi. 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:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- vii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- viii. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- x. 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.
- xi. The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note 2A to the financial statements, are held in the name of the company.
- xii. There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- xiii. The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

## Note 55: Ratios as per the Schedule III requirements

### (a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	31-Mar-25	31-Mar-24
Current Assets	24,600.51	21,234.33
Current Liabilities	17,191.64	21,301.16
<b>Ratio</b>	<b>1.43</b>	<b>1.00</b>
<b>% change from previous year</b>	<b>44%</b>	

### Reason for change more than 25%:

Post listing, the Company repaid its long term borrowings (including its current maturities). Hence there was substantial reduction in current borrowings which has impacted current ratio in current year.

# Notes to the standalone financial statements for the year ended March 31, 2025

## (b) Debt Equity ratio = Total debt divided by Total equity

Particulars	31-Mar-25	31-Mar-24
Total debt	6,558.19	14,144.98
Total equity	30,243.64	19,350.97
<b>Ratio</b>	<b>0.22</b>	<b>0.73</b>
% change from previous year	-70%	

### Reason for change more than 25%:

During the current year there was capital infusion as well as repayment of borrowings, after the Company got listed on stock exchange. Hence there is major change in debt equity ratio.

## (c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest, Lease payments and principal repayments

Particulars	31-Mar-25	31-Mar-24
Profit for the year	3,171.28	1,608.34
Add: Depreciation and amortizations	2,249.72	2,048.32
Add: Finance cost	1,129.62	1,660.92
Add: (Profit)/loss on sale of property, plant and equipment	(387.44)	(72.72)
<b>Earnings available for debt services</b>	<b>6,163.18</b>	<b>5,244.86</b>
Finance cost paid	994.59	1,537.76
Lease payments	371.30	317.08
Principal repayments (including certain prepayments)	11,833.86	3,208.56
Total Interest and Principal repayments	13,199.75	5,063.40
<b>Ratio</b>	<b>0.47</b>	<b>1.04</b>
% change from previous year	-55%	

### Reason for change more than 25%:

As part of Initial Public Offer ('IPO'), majority of long term borrowings were repaid by the Company. Hence the debt coverage ratio has changed significantly compared to previous year.

## (d) Return on Equity Ratio = Profit for the year divided by average equity

Particulars	31-Mar-25	31-Mar-24
Profit for the year	3,171.28	1,608.34
Average equity	24,797.31	18,884.83
<b>Ratio</b>	<b>12.8%</b>	<b>8.5%</b>
% change from previous year	50%	

### Reason for change more than 25%:

Profit during the year has improved on account of increase in sales, change in product mix and due to various cost savings initiatives taken by the Company. Hence return on equity has improved in the current year.

## (e) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	31-Mar-25	31-Mar-24
Cost of goods sold	20,074.12	13,629.66
Average Inventory	9,042.29	7,401.04
<b>Ratio</b>	<b>2.22</b>	<b>1.84</b>
% change from previous year	21%	

# Notes to the standalone financial statements for the year ended March 31, 2025

## Reason for change more than 25%:

Change is not more than 25%.

**(f) Trade Receivables turnover ratio = Revenue from operations (excluding other operating revenue) divided by average trade receivables**

Particulars	31-Mar-25	31-Mar-24
Revenue from operations	43,819.24	34,976.55
Less: other operating revenue	(474.47)	(286.77)
<b>Net sales</b>	<b>43,344.77</b>	<b>34,689.78</b>
Average Trade Receivables	11,469.25	10,788.91
<b>Ratio</b>	<b>3.78</b>	<b>3.22</b>
<b>% change from previous year</b>	<b>18%</b>	

## Reason for change more than 25%:

Change is not more than 25%.

**(g) Trade payables turnover ratio = Credit purchases divided by average trade payables**

Particulars	31-Mar-25	31-Mar-24
Credit Purchases	31,871.78	22,584.30
Average Trade Payables	9,708.29	7,473.54
<b>Ratio</b>	<b>3.28</b>	<b>3.02</b>
<b>% change from previous year</b>	<b>9%</b>	

## Reason for change more than 25%:

Change is not more than 25%.

**(h) Net capital Turnover Ratio = Net sales divided by Net Working Capital (whereas net working capital = current assets - current liabilities)**

Particulars	31-Mar-25	31-Mar-24
Net Sales	43,344.77	34,689.78
Net working capital	7,408.87	(66.83)
<b>Ratio</b>	<b>5.85</b>	<b>(519.07)</b>
<b>% change from previous year</b>	<b>-101%</b>	

## Reason for change more than 25%:

Repayment of borrowings from IPO proceeds and better management of payable has lead to improvement in net working capital. Hence there is change in net capital turnover ratio compared to previous year.

**(i) Net profit ratio = Profit for the year divided by net sales**

Particulars	31-Mar-25	31-Mar-24
Profit for the year	3,171.28	1,608.34
Net Sales	43,344.77	34,689.78
<b>Ratio</b>	<b>7.3%</b>	<b>4.6%</b>
<b>% change from previous year</b>	<b>58%</b>	

## Reason for change more than 25%:

Increase in sales, change in product mix and various cost savings initiative has lead to improvement in profits in current year. Hence net profit ratio is high compared to previous year.

# Notes to the standalone financial statements for the year ended March 31, 2025

(j) Return on capital employed = EBIT divided by Capital Employed (total equity plus debt and deferred tax liability)

Particulars	31-Mar-25	31-Mar-24
Profit for the year	3,171.28	1,608.34
Add: Depreciation and amortisation expense	2,249.72	2,048.32
Add: Finance costs	1,129.62	1,660.92
Add: Tax expenses	1,105.82	390.78
<b>EBITDA</b>	<b>7,656.44</b>	<b>5,708.36</b>
<b>EBIT</b>	<b>5,406.72</b>	<b>3,660.04</b>
<b>Total equity</b>	<b>30,243.64</b>	<b>19,350.97</b>
<b>Deferred tax liability</b>	<b>264.09</b>	<b>289.42</b>
Non-current borrowings	4,062.89	4,382.09
Current borrowings	2,495.30	9,762.89
<b>Total debt</b>	<b>6,558.19</b>	<b>14,144.98</b>
EBIT	5,406.72	3,660.04
Capital Employed	37,065.92	33,785.37
<b>Ratio</b>	<b>15%</b>	<b>11%</b>
<b>% change from previous year</b>	<b>35%</b>	

## Reason for change more than 25%:

Increase in sales, change in product mix and various cost savings initiative has lead to improvement in EBIT in current year. Hence return on capital employed is high compared to previous year.

## (k) Return on investments

Not applicable, as investments are mainly into subsidiaries on which the intention is to not earn investment income.

## Note 56: Code of Social Security

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code.

## Note 57: Initial Public Offering ("IPO")

During the year ended March 31, 2025, the Company has completed its Initial Public Offer ("IPO") of 19,375,070 equity shares of face value of Rs. 10/- each comprising of (i) fresh issue of 7,837,331 equity shares at an issue price of Rs. 1,008 per equity share; (ii) fresh issue of 108,900 equity shares at an issue price of Rs. 918 per equity share for employee quota; (iii) an offer for sale of 11,428,839 equity shares at an issue price of Rs. 1,008 per equity share. The equity shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 10, 2024.

## (a) Details of the IPO net proceeds are as follows as on March 31, 2025:

Particulars	Amount (as per offer document)
Gross Proceeds from the issue	8,000.00
Less: Estimated Issue related expenses (proportionate to Company's share)*	(411.36)
<b>Net Proceeds</b>	<b>7,588.64</b>

\*Issue related expenses (net of GST) amounting to Rs. 348.61 million have been adjusted against securities premium as per Section 52 of the Companies Act, 2013.

# Notes to the standalone financial statements for the year ended March 31, 2025

(b) Details of the utilisation of IPO net proceeds is summarised below:

Particulars	Objects of the issue (as per offer document)	Utilised upto March 31, 2025	Unutilised as on March 31, 2025
Repayment and/or prepayment of all or a portion of certain outstanding borrowings availed by the Company	6,000.00	6,000.00	-
General corporate purposes	1,588.64	1,588.64	-
<b>Total utilisation of funds</b>	<b>7,588.64</b>	<b>7,588.64</b>	<b>-</b>

As on March 31, 2025, there is balance amount of Rs. 8.09 million held in the public offer account towards pending claim of expenses related to Issue. This is disclosed under other 'current financial assets-other receivable'.

## Note 58: Events occurring after the March 31, 2025

There are no significant events subsequent to year ended March 31, 2025.

## Note 59: Authorisation of Standalone Financial statements

The standalone financial statements were approved by the Board of Directors on May 22, 2025.

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached.

**For B S R & Co. LLP**  
Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**  
Partner  
Membership No. 062343

Place: Pune  
Date: 22-May-2025

**For and on behalf of the Board of Directors**  
**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**  
Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**  
Company Secretary  
Membership No. F8352

Place: Pune  
Date: 22-May-2025

**Satish Mehta**  
Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**  
Chief Financial Officer



# Consolidated Financial Statements

---



# Independent Auditor’s Report

To the members of **Emcure Pharmaceuticals Limited**  
**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**



**OPINION**

We have audited the consolidated financial statements of Emcure Pharmaceuticals Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements/financial information of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.



**BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditor(s) referred to in paragraph (a) of the “Other Matters” section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.



**KEY AUDIT MATTER**

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

► **REVENUE RECOGNITION**

See note 1C.(j) of material accounting policies and note 29 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group’s revenue is derived primarily from sale of pharmaceutical products. Revenue from sale of goods is recognised at a point in time when performance obligation is satisfied and is based on the transfer of control to the customer as per terms of the contract with them which may vary for each customer. The Group and its external stakeholders focus on revenue as a key performance metric.</p> <p>The Group and its external stakeholders consider revenue as a key performance metric. Revenue recognition has been identified as a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognized before the control has been transferred.</p>	<p>In view of the significance of the matter we and other auditors have applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"><li>Assessed if Group’s revenue recognition policies are consistent with applicable accounting standards.</li><li>Evaluated the design, implementation and operating effectiveness of key internal controls in relation to recognition of revenue.</li><li>On a sample basis, tested the revenue transactions recorded during the year by verifying the underlying documents such as sales invoices, dispatch/shipping documents and proof of delivery, to assess whether revenue is recognised appropriately when control is transferred.</li><li>Tested, on a sample basis specific revenue transactions recorded before and after the financial year-end date to assess whether revenue is recognised in the correct financial period in which control is transferred, from the underlying documents such as sales invoices, dispatch/shipping documents and proof of delivery.</li></ul>

## Independent Auditor's Report (Continued)

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> <li>• Compared historical trend of revenue recognised to identify any unusual trends.</li> <li>• Verified samples relating to discounts, rebates, chargebacks, sales returns and other allowances recorded during the year and compared the same to the actual payments made or credit notes generated towards these items.</li> <li>• Tested the accruals made for the year end on a test basis and compared it with the underlying supporting documents.</li> <li>• Analysed the historical pattern of chargebacks and performed retrospective reviews to validate management's assumptions.</li> <li>• Scrutinized journal entries related to revenue recognised during the year based upon specified risk-based criteria, to identify unusual or irregular items.</li> </ul>



### OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.



### MANAGEMENT'S AND BOARD OF DIRECTORS RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.



### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

## Independent Auditor's Report (Continued)

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements/financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



### OTHER MATTER

- a. We did not audit the financial statements / financial information of 13 subsidiaries and 7 step down subsidiaries, whose financial statements/financial information reflects total assets (before consolidation adjustments) of INR 40,399.65 million as at 31 March 2025, total revenues (before consolidation adjustments) of INR 34,919.98 million and net cash outflow flows (net) (before consolidation adjustments) amounting to INR 1,463.99 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

# Independent Auditor's Report (Continued)



## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 1 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) 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 financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
  - a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 44 to the consolidated financial statements.
  - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
  - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.
  - d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of a subsidiary company that, to the best of their knowledge and belief, as disclosed in the Note 62 (vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of a subsidiary company that, to the best of their knowledge and belief, as disclosed in the Note 62 (vii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e. As stated in Note 18 to the consolidated financial statements, the respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India have proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
  - f. Based on our examination which included test checks and that performed by the auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, except for the instances mentioned below, the audit trail has been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention.

## Independent Auditor's Report (Continued)

(i) The feature of recording audit trail (edit log) facility was not enabled at the database level from 1 April 2024 to 18 November 2024 to log any direct data changes for the accounting software used for maintaining all books of accounts.

(ii) The feature of recording audit trail (edit log) facility was not enabled for certain fields and tables at the application layer of the accounting software used for maintaining books of accounts relating to Revenue and Receivables, Inventory, Property, plant and equipment, Purchase and payables.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India the remuneration paid/payable during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

### Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Emcure Pharmaceuticals Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has unfavourable remark given by its auditor in his report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is unfavourable remark
1	Emcutix Biopharmaceuticals Limited	U21002PN2024PLC234721	Subsidiary	Clause (xvii)

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Place: Pune

Date: 22 May 2025

**Abhishek**

Partner

Membership No. 062343

ICAI UDIN:25062343BMOJBY5326

## Independent Auditor's Report (Continued)

### Annexure B to the Independent Auditor's Report on the consolidated financial statements of Emcure Pharmaceuticals Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act (Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)



#### OPINION

In conjunction with our audit of the consolidated financial statements of Emcure Pharmaceuticals Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").



#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.



#### AUDITOR'S RESPONSIBILITY

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary company in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.



#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

## Independent Auditor's Report (Continued)



### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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



### OTHER MATTER

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Our opinion is not modified in respect of this matter.

Place: Pune  
Date: 22 May 2025

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Abhishek**  
Partner  
Membership No. 062343  
ICAI UDIN: 25062343BMOJB5326



# Consolidated Balance Sheet as at March 31, 2025

₹ in million

Particulars	Note	As at 31-Mar-25	As at 31-Mar-24
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2A	19,535.99	19,485.73
Capital work-in-progress	2B	1,240.64	1,323.45
Right-of-use assets	3	3,494.58	3,162.89
Goodwill	53	3,677.75	3,786.86
Other Intangible assets	4	5,258.98	4,809.99
Intangible assets under development	5	533.36	267.69
Financial assets			
i) Investments	6	193.36	184.20
ii) Other non current financial assets	7	394.72	407.68
Deferred tax assets (net)	39	1,109.90	967.96
Income tax assets (net)	27	940.38	872.48
Other non-current assets	8	388.93	193.55
<b>Total non-current assets</b>		<b>36,768.59</b>	<b>35,462.48</b>
<b>Current assets</b>			
Inventories	9	19,318.12	15,251.00
Financial assets			
i) Investments	10	760.43	2,996.51
ii) Trade receivables	11	20,022.43	18,588.05
iii) Cash and cash equivalents	12	1,555.36	1,690.00
iv) Bank balances other than (iii) above	13	97.61	634.08
v) Other current financial assets	14	525.21	689.48
Other current assets	15	3,279.48	2,695.79
		<b>45,558.64</b>	<b>42,544.91</b>
Assets held for sale	16	-	54.24
<b>Total current assets</b>		<b>45,558.64</b>	<b>42,599.15</b>
<b>Total assets</b>		<b>82,327.23</b>	<b>78,061.63</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	17	1,894.83	1,811.52
Other equity	18	42,567.03	27,711.31
<b>Equity attributable to owners of the Holding company</b>		<b>44,461.86</b>	<b>29,522.83</b>
<b>Non-controlling interest</b>	57	<b>1,953.68</b>	<b>1,694.82</b>
<b>Total equity</b>		<b>46,415.54</b>	<b>31,217.65</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i) Borrowings	19	1,899.37	7,665.95
ii) Lease Liabilities	3	2,573.17	2,157.41
iii) Other non current financial liabilities	20	2,935.40	2,945.79
Provisions	21	475.78	433.20
Deferred tax liabilities (net)	39	1,200.33	1,374.24
Other non-current liabilities	22	144.93	162.66
<b>Total non-current liabilities</b>		<b>9,228.98</b>	<b>14,739.25</b>
<b>Current liabilities</b>			
Financial liabilities			
i) Borrowings	23	5,417.67	13,207.16
ii) Lease Liabilities	3	337.28	319.19
iii) Trade payables	24		
Total outstanding dues of micro and small enterprises		322.87	169.10
Total outstanding dues to others		14,472.94	12,924.57
iv) Other current financial liabilities	25	3,258.00	3,044.24
Other current liabilities	28	1,205.79	1,448.67
Provisions	26	545.12	457.35
Current tax liabilities (net)	27	1,123.04	534.45
<b>Total current liabilities</b>		<b>26,682.71</b>	<b>32,104.73</b>
<b>Total liabilities</b>		<b>35,911.69</b>	<b>46,843.98</b>
<b>Total equity and liabilities</b>		<b>82,327.23</b>	<b>78,061.63</b>

# Consolidated Balance Sheet as at March 31, 2025

The notes referred to above form an integral part of the consolidated financials statements.  
As per our report of even date attached.

**For B S R & Co. LLP**  
Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**  
Partner  
Membership No. 062343

Place: Pune  
Date: 22-May-2025

**For and on behalf of the Board of Directors**  
**Emcure Pharmaceuticals Limited**  
**CIN: L24231PN1981PLC024251**

**Berjis Desai**  
Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**  
Company Secretary  
Membership No. F8352

Place: Pune  
Date: 22-May-2025

**Satish Mehta**  
Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**  
Chief Financial Officer

# Consolidated Statement of Profit and Loss

(including Other Comprehensive Income) for the year ended March 31, 2025

Rs. in million

Particulars	Note	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>Revenue:</b>			
Revenue from operations	29	78,959.97	66,582.51
Other income	30	672.61	438.05
<b>Total income</b>		<b>79,632.58</b>	<b>67,020.56</b>
<b>Expenses:</b>			
Cost of materials consumed	31	15,269.01	13,331.26
Purchases of stock-in-trade		18,832.35	13,324.83
Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(2,635.33)	(1,901.92)
Employee benefit expenses	33	14,462.92	12,920.80
Depreciation and amortisation expense	35	3,841.28	3,124.07
Finance costs	36	1,757.84	2,371.47
Other expenses	34	18,342.48	16,610.31
Net (gain) / loss on foreign currency transactions		(55.24)	(131.85)
<b>Total expenses</b>		<b>69,815.31</b>	<b>59,648.97</b>
<b>Profit before exceptional items and tax</b>		<b>9,817.27</b>	<b>7,371.59</b>
Exceptional items	37	103.78	99.31
<b>Profit before tax</b>		<b>9,713.49</b>	<b>7,272.28</b>
<b>Tax expenses</b>			
Current tax	38	2,921.57	2,096.39
Deferred tax	38	(282.75)	(99.86)
<b>Total tax expenses</b>		<b>2,638.82</b>	<b>1,996.53</b>
<b>Profit for the year</b>		<b>7,074.67</b>	<b>5,275.75</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of post-employment benefit obligations	51	(36.17)	(22.45)
Income tax on above	38	9.74	5.72
Changes in the fair value of equity instruments at FVOCI		-	(65.80)
Income tax on above		-	16.56
<i>Items that will be reclassified subsequently to profit or loss</i>			
Exchange differences in translating financials statement of foreign operations	18	341.35	222.25
Income tax on above	37	-	-
<b>Total other comprehensive income for the year</b>		<b>314.92</b>	<b>156.28</b>
<b>Total comprehensive income for the year</b>		<b>7,389.59</b>	<b>5,432.03</b>
<b>Profit attributable to:</b>			
Owners of the Holding company		6,813.32	4,981.83
Non-controlling interests (refer note under statement of changes in equity)	57	261.35	293.92
<b>Other comprehensive income attributable to:</b>			
Owners of the Holding company		317.41	158.81
Non-controlling interests	57	(2.49)	(2.53)
<b>Total comprehensive income attributable to:</b>			
Owners of the Holding company		7,130.73	5,140.64
Non-controlling interests	57	258.86	291.39
<b>Earnings per share</b>			
Basic	48	36.43	27.54
Diluted	48	36.43	27.54
[Face value per share: Rs.10 (Previous year: Rs.10)]			

# *Consolidated Statement of Profit and Loss*

## *(including Other Comprehensive Income) for the year ended March 31, 2025*

The notes referred to above form an integral part of the consolidated financial statements.  
As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**

Partner  
Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**

CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**

Company Secretary  
Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

## Statement of Changes In Equity for the year ended March 31, 2025

Equity share capital	Note	Rs. in million
<b>As at April 1, 2023</b>		<b>1,808.52</b>
Changes in equity share capital	17	3.00
<b>As at March 31, 2024</b>		<b>1,811.52</b>
Changes in equity share capital	17	83.31
<b>As at March 31, 2025</b>		<b>1,894.83</b>

Rs. in million

Other equity	Note	Reserves and Surplus				Other comprehensive income	Total	Non controlling interest	Total
		Securities premium	Share options outstanding account	General reserve	Retained earnings	Foreign currency translation reserve			
<b>As at April 1, 2023</b>		-	148.51	824.96	21,964.24	265.03	23,202.74	1,485.34	24,688.08
Profit for the year		-	-	-	4,981.83	-	4,981.83	293.92	5,275.75
Remeasurement of post-employment benefit obligations (Net of tax)	18	-	-	-	(14.20)	-	(14.20)	(2.53)	(16.73)
Changes in the fair value of equity instruments at FVOCI (Net of tax)	18	-	-	-	(49.24)	-	(49.24)	-	(49.24)
Exchange differences in translating financials statement of foreign operations	18	-	-	-	-	222.25	222.25	-	222.25
		-	-	-	4,918.39	222.25	5,140.64	291.39	5,432.03
<b>Transactions with owners, recorded directly in equity</b>									
Interim dividend on equity Shares	18	-	-	-	(361.70)	-	(361.70)	(61.43)	(423.13)
Final dividend on equity shares	18	-	-	-	(180.85)	-	(180.85)	(20.48)	(201.33)
		-	-	-	(542.55)	-	(542.55)	(81.91)	(624.46)
<b>Others</b>									
Employee share based expense	52	-	39.67	-	-	-	39.67	-	39.67
Options exercised during the year		98.84	(25.25)	-	-	-	73.59	-	73.59
Options settled during the year		-	-	(202.36)	-	-	(202.36)	-	(202.36)
Options forfeited or settled	18	-	(17.96)	17.96	-	-	-	-	-
Income tax on above	38	-	-	(0.42)	-	-	(0.42)	-	(0.42)
		98.84	(3.54)	(184.82)	-	-	(89.52)	-	(89.52)
<b>As at March 31, 2024</b>		<b>98.84</b>	<b>144.97</b>	<b>640.14</b>	<b>26,340.08</b>	<b>487.28</b>	<b>27,711.31</b>	<b>1,694.82</b>	<b>29,406.13</b>
Profit for the year		-	-	-	6,813.32	-	6,813.32	261.35	7,074.67
Remeasurement of post-employment benefit obligations (Net of tax)	18	-	-	-	(23.94)	-	(23.94)	(2.49)	(26.43)
Exchange differences in translating financials statement of foreign operations	18	-	-	-	-	341.35	341.35	-	341.35
		-	-	-	6,789.38	341.35	7,130.73	258.86	7,389.59
<b>Others</b>									
Employee share based expense	52	-	19.89	-	-	-	19.89	-	19.89
Fresh issue of shares		7,571.93	-	-	-	-	7,571.93	-	7,571.93
Options exercised during the year		181.73	(44.69)	-	-	-	137.04	-	137.04
Options forfeited or settled	18	-	(1.56)	1.56	-	-	-	-	-
Income tax on above	38	-	-	(3.87)	-	-	(3.87)	-	(3.87)
		7,753.66	(26.36)	(2.31)	-	-	7,724.99	-	7,724.99
<b>As at March 31, 2025</b>		<b>7,852.50</b>	<b>118.61</b>	<b>637.83</b>	<b>33,129.46</b>	<b>828.63</b>	<b>42,567.03</b>	<b>1,953.68</b>	<b>44,520.71</b>

## Statement of Changes In Equity for the year ended March 31, 2025

**Note:**

1. The notes referred to above form an integral part of the consolidated financials statements.
2. For description of nature and purpose of Reserves refer note 18.

As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**

Partner  
Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**

Company Secretary  
Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

# Consolidated Cash Flow Statement *for the year ended March 31, 2025*

Particulars	Rs. in million	
	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>Cash flows from operating activities:</b>		
<b>Profit before tax</b>	<b>9,713.49</b>	<b>7,272.28</b>
<b>Adjustment for:</b>		
Depreciation and amortisation expense	3,841.28	3,124.07
Finance costs	1,757.84	2,371.47
Employee share-based expense	19.89	39.67
Interest income from banks and others	(90.44)	(207.59)
(Profit) / Loss on sale of property, plant and equipment	(382.35)	(71.92)
Gain on termination of leases	(67.77)	(15.67)
Profit on Sale of Investment	(54.77)	(23.16)
Net gain on financial assets measured at FVTPL	(3.27)	(2.16)
Effect of exchange rate changes	494.71	216.76
	<b>15,228.61</b>	<b>12,703.75</b>
<b>Working capital adjustments:</b>		
- (Increase)/ decrease in inventories	(4,067.12)	(267.61)
- (Increase)/ decrease in trade receivables	(1,434.39)	(1,506.07)
- (Increase)/ decrease in other financial assets	175.94	(156.03)
- (Increase)/ decrease in other assets	(672.96)	259.96
- Increase/ (decrease) in trade payables	1,702.14	1,542.65
- Increase/ (decrease) in other financial liabilities	12.37	272.37
- Increase/ (decrease) in other liabilities	(52.91)	289.87
- Increase/ (decrease) in provisions	93.95	70.03
	<b>(4,242.98)</b>	<b>505.17</b>
<b>Cash generated from operating activities</b>	<b>10,985.63</b>	<b>13,208.92</b>
Income tax paid (net of refunds)	(2,468.58)	(2,236.52)
<b>Net cash generated from operating activities (A)</b>	<b>8,517.05</b>	<b>10,972.40</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, capital work-in-progress and Leasehold land rights	(2,217.67)	(2,757.72)
Purchase of intangible assets and intangible assets under development	(1,851.60)	(313.60)
Proceeds from sale of property, plant and equipment and transfer of Leasehold land rights	306.01	107.86
Advance received against assets held for sale	-	207.51
Investment in financial instruments	(86.56)	-
Investment in mutual funds and non convertible debentures	(6,969.75)	(8,990.00)
Proceeds from sale of mutual funds and redemption of non convertible debenture	9,159.52	6,123.16
Consideration paid on acquisition of Subsidiary, net of cash acquired (refer note 63)	-	(3,450.73)
Interest received from banks and others	231.44	179.46
Term deposit placed	(213.18)	(1,002.81)
Term deposit matured	701.78	2,771.75
	<b>(940.01)</b>	<b>(7,125.12)</b>
<b>Net cash used in investing activities (B)</b>	<b>(940.01)</b>	<b>(7,125.12)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares (net of offer expenses)	7,792.28	76.60
Payment on account of settlement of Employee stock options	-	(202.36)
Repayment of long-term borrowings (refer footnote 1 below)	(8,833.00)	(4,822.90)
Proceeds from long-term borrowings	-	5,474.29
Proceeds from / (repayments) of short-term borrowings (net)	(5,224.99)	1,025.44
Interest paid (refer footnote 2 below)	(1,286.77)	(2,081.81)
Repayment of lease liabilities	(587.09)	(486.86)
Dividend paid by holding company	-	(542.55)
Dividend paid to non controlling interest	-	(81.91)
	<b>(8,139.57)</b>	<b>(1,642.06)</b>
<b>Net cash used in financing activities (C)</b>	<b>(8,139.57)</b>	<b>(1,642.06)</b>



## Consolidated Cash Flow Statement for the year ended March 31, 2025

Rs. in million

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Net decrease in cash and cash equivalents (A+B+C)	(562.53)	2,205.22
Cash and cash equivalent as at 1 April (refer below)	439.91	(1,745.29)
Effect of exchange rate fluctuations on cash and cash equivalent	(20.49)	(20.02)
<b>Cash and cash equivalent as at March 31</b>	<b>(143.11)</b>	<b>439.91</b>

Components of cash and cash equivalent	31-Mar-25	31-Mar-24
Cash on hand	1.06	1.61
Balances with bank in current accounts	1,182.68	977.68
Balances with bank in cash credit accounts	90.40	104.66
Demand deposits (with original maturity of less than 3 months)	281.22	606.05
Bank overdrafts used for cash management purpose	(1,698.47)	(1,250.09)
<b>Total cash and cash equivalent*</b>	<b>(143.11)</b>	<b>439.91</b>

\* Cash and cash equivalent includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

Changes in liabilities arising from financing activities	Year Ended 31-Mar-25	Year Ended 31-Mar-24
<b>Borrowings:</b>		
Opening balance	19,669.26	17,855.50
Amount borrowed during the year	-	6,499.73
Amount repaid during the year	(14,057.99)	(4,822.90)
Others (includes foreign exchange differences, transaction costs, etc.)	43.68	136.93
<b>Closing balance (refer note 19 &amp; 23)</b>	<b>5,654.95</b>	<b>19,669.26</b>
<b>Interest accrued on borrowings:</b>		
Opening balance	148.20	133.28
Finance cost incurred during the year	1,695.82	2,364.66
Amount paid during the year	(1,286.77)	(2,081.81)
Unwinding of discount on deferred consideration	(150.82)	(58.32)
Interest accrued on lease liability	(238.70)	(181.17)
Others (includes borrowing cost capitalised, foreign exchange differences, etc.)	(157.68)	(28.44)
<b>Closing balance (refer note 23)</b>	<b>10.05</b>	<b>148.20</b>

### Footnotes to the cash flow statement:

1. This includes prepayment of term loan and swap of loan with other banks as below;

	31-Mar-25	31-Mar-24
Prepayment of term loans from Initial Public Offer ('IPO') proceeds	6,000.00	-
Prepayment of term loans	285.52	1,505.42
Swap of loans	-	508.36

2. Includes interest expense which has been capitalised in accordance with Ind AS 23, Borrowing Costs as below;

	31-Mar-25	31-Mar-24
Interest capitalised	42.77	119.36

3. Consolidated Statement of Cash flow has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows"

4. Refer note 3 for movement in lease liabilities.

## *Consolidated Cash Flow Statement* for the year ended March 31, 2025

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached.

**For B S R & Co. LLP**

Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**

Partner  
Membership No. 062343

Place: Pune

Date: 22-May-2025

**For and on behalf of the Board of Directors**

**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**

Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**

Company Secretary  
Membership No. F8352

Place: Pune

Date: 22-May-2025

**Satish Mehta**

Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**

Chief Financial Officer

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## 1A. General information:

Emcure Pharmaceuticals Limited, the parent company ("the Holding company") is a public limited company incorporated and domiciled in India. The Holding company has its registered office in Pune. On July 10, 2024, equity shares of the Company were listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The consolidated financial statements comprise the financial statements of the Holding Company and the following subsidiaries/ step down subsidiaries (together referred to as "Group")

Name of subsidiaries	Percentage of Holding (%)	Country of incorporation
<b>Direct subsidiaries</b>		
Gennova Biopharmaceuticals Limited	87.95%	India
Zuventus Healthcare Limited	79.58%	India
Emcutix Biopharmaceuticals Limited(1)	100%	India
Emcure Nigeria Limited	100%	Nigeria
Emcure Pharmaceuticals Mena FZ-LLC.	100%	United Arab Emirates
Emcure Pharmaceuticals South Africa (Pty) Ltd	100%	South Africa
Emcure Brasil Farmaceutica Ltda.	100%	Brazil
Emcure Pharma UK Ltd	100%	United Kingdom
Emcure Pharma Peru S.A.C.	100%	Peru
Emcure Pharma Mexico S.A. DE C.V.	100%	Mexico
Emcure Pharmaceuticals Pty Ltd	100%	Australia
Marcan Pharmaceuticals Inc.	100%	Canada
Emcure Pharma Chile SpA	100%	Chile
Lazor Pharmaceuticals Limited	100%	Kenya
Emcure Pharma Philippines Inc	100%	Philippines
Emcure Pharma Panama Inc(2)	100%	Panama
Emcure Pharmaceuticals Dominicana, S.A.S(3)	100%	Dominican Republic
<b>Step down subsidiaries(6)</b>		
Tillomed Laboratories Limited	100%	United Kingdom
Tillomed Pharma GmbH	100%	Germany
Laboratories Tillomed Spain S.L.U.	100%	Spain
Tillomed Italia S.R.L.	100%	Italy
Tillomed France SAS	100%	France
Tillomed Malta Limited	100%	Malta
Tillomed d.o.o(4)	100%	Croatia
Mantra Pharma Inc.(5)	100%	Canada

### Notes:

(1) Emlutix Biopharmaceuticals Limited was incorporated on October 3, 2024

(2) Emcure Pharma Panama Inc was dissolved on October 3, 2023

(3) Emcure Pharmaceuticals Dominicana, S.A.S was incorporated on November 15, 2023

(3) Tillomed d.o.o., A direct subsidiary of Emcure Pharma UK Ltd was dissolved on February 16, 2024

(5) Mantra Pharma Inc., A direct subsidiary of Marcan Pharmaceuticals Inc. was acquired on November 6, 2023

(6) Effective holding % of the Holding Company through its subsidiaries

The Group is engaged in developing, manufacturing and marketing a broad range of pharmaceutical products globally. The Group's core strength lies in developing and manufacturing differentiated pharmaceutical products in-house, which are commercialised through its marketing infrastructure across geographies and business relationships with multi-national pharmaceutical companies.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## 1B. Basis of preparation

### a) Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

Details of the Group's accounting policies are included in Note 1C. These policies have been consistently applied to all the years presented, unless otherwise stated.

### b) Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Holding company's functional currency. All the amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest million, unless otherwise indicated.

### c) Basis of Measurement

The consolidated financial statements are prepared under the historical cost convention except for the following items:

Items	Measurement Basis
Equity settled shared based payment options	Fair value
Investments in LLP	Fair value
Investment in Renewable Energy	Fair value
Assets held for sale	Fair value less cost to sell
Contingent consideration in business combination	Fair value
Net defined benefit (asset) / liability	Fair value of plan assets less present value of defined benefit obligations

### d) Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

### Assumptions and estimation uncertainties

Information about assumptions and estimations uncertainties that have a significant risk and are material to the consolidated financial statements is included in following notes:

Note 1C. (a) Valuation of assets acquired as a part of contingent consideration;

Note 1C. (d) Useful lives of property, plant, equipment;

Note 1C. (e) Useful lives of intangible assets;

Note 1C (j) - Sales return, rebates and chargebacks;

Note 9. Valuation of inventories

Note 26(i) - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 39 - Recognition of deferred tax assets: availability of future taxable profit against which tax credit can be used;

Note 51 - Measurement of defined benefit obligations: key actuarial assumptions.

Note 53 - Impairment assessment for goodwill

### e) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Head of Treasury.

The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 43 – fair value measurement;
- Note 52 – employee stock options plan.

### f) Current versus non current classification:

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

All assets and liabilities are classified into current and non-current.

## Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current assets / non-current financial assets. All other assets are classified as non-current.

## Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be settled within 12 months after the reporting date; or
- the Group does not have any unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current liabilities / non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent. The operating cycle of the Group is less than 12 months.

## 1C. Material accounting policies

### a) Basis of consolidation

The Group consolidates all entities which it controls. Control is established when the Group has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences and until the date control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses and

cash flows relating to transactions between members of the Group are eliminated in full on consolidation. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

### i) Business combinations

Business Combinations are accounted for using the acquisition method of accounting. Transaction costs incurred in connection with business combination are expensed out in statement of profit and loss. The identifiable assets and liabilities that meet the condition for recognition is recognized at their fair values at the acquisition date.

In case of bargain purchase where the fair value of identifiable assets and liabilities exceed the cost of acquisition, the excess is recognised in other comprehensive income on the acquisition date and accumulate the same in equity as capital reserve after reassessing the fair values of the net assets and contingent liabilities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the statement of profit and loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by-acquisition basis.

Business combinations arising from transfers of interests in entities that are under the common control are accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts and no adjustments are made to reflect their fair values or recognise any new assets or liabilities. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

### ii) Goodwill

Goodwill represents the excess of the consideration paid to acquire a business over underlying fair value of the identified assets acquired. Goodwill is carried at cost less accumulated impairment

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

losses, if any. Goodwill is deemed to have an indefinite useful life and is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGUs) that is expected to benefit from the synergies of the combination. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

### iii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

### iv) Non-controlling interests (NCI)

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

### v) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss / reserves as applicable.

### vi) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### b) Foreign Currency Transaction, translation and foreign operation

Transaction in foreign currencies are translated into the respective functional currency of the respective components at the exchange rates at the dates of transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss in the period in which they arise.

Monetary assets and liabilities denominated in foreign currencies

are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into functional currency at exchange rate when the fair value was determined. Exchange difference are recognised in statement of profit and loss, except exchange differences arising from the translation of the following items which are recognised in OCI/property, plant and equipment and intangible assets:

i. Translation of long term foreign currency monetary items pertaining to period prior to transition to Ind AS and are related to purchase of property, plant and equipment and intangible assets (refer note 2, 3, 4 and 5).

ii. Foreign operations

Assets and liabilities of entities with functional currency other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the balance sheet date. Statement of profit and loss has been translated using average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the other comprehensive income which is presented within equity.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal, or in case of a common control demerger, it is netted off against the loss of control number that would be accounted for in the reserves and surplus. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant portion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in a joint venture while retaining significant influence or joint control, the relevant proportion of cumulative amount is reclassified to profit or loss.

### c) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### i) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price.

#### ii) Classification and subsequent measurement

##### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost; or
- Fair value through profit and loss (FVTPL) or

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

- Fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by-investment basis.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

## Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policy and objectives for the portfolio and the operation of those policies in practice.
- These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial asset to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of asset;
- How the performance of portfolio is evaluated and reported to the Group's management;
- The risk that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

## Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of financial asset on initial recognition. 'Interest' is defined as consideration for time value of money and for credit risk associated with the principal amount outstanding during a particular period of time and other basic leading risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount and timing of cash flows;
- term that would adjust the contractual rate, including variable interest rate features;
- prepayment and extension features; and
- term that limits the Group's claim to cash flows for specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amount of principal and interest on principal amount outstanding, which may include reasonable additional compensation for early termination of contract. Additionally, for a financial asset acquired on a significant premium or discount to its contractual par amount, a feature that permits or require prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is significant at initial recognition.

## Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

## Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective



# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

## iii) Derecognition

### Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

### Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

## iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## d) Property, plant and equipment

### i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimate costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separated items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

### ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to Group.

## iii) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method, and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

Depreciation is provided on pro-rata basis using the straight-line method over the estimated useful lives of the assets prescribed under Schedule II to the Companies Act 2013 except for vehicles and furnitures and fixtures at leasehold premises. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimated useful life	Useful life as per schedule II
Leasehold improvements	As per lease term	NA
Building	30 years	30 years
Plant and machinery	3 to 20 years	10 to 20 years
Electrical installation	10 years	10 years
Air handling equipment	15 years	15 years
Computers	3-6 years	3-6 years
Office equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Vehicles	5 years	8-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives represents the period over which the management expects to use these assets.

Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

## e) Intangible assets

### i) Initial recognition

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired under business combination are measured at fair value as of the date of business combination. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

### ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to Group.

Intangible assets are amortized over their respective estimated useful life using straight-line method. The estimated useful life of amortizable intangibles is reviewed at the end of each reporting period and change in estimates if any are accounted for on a prospective basis.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

The estimated useful lives are as follows:

Intangible Asset	Management estimated useful life
Marketing Intangibles	5 to 10 years
Customer relationships	5 to 10 years
Brands acquired	5 to 10 years
Software, License rights	2 to 10 years
Product pipeline	10 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

### iii) Intangible Assets under Development

Intangible assets under development are initially recognized at cost. Such intangible assets are subsequently capitalized only if it is probable that the future economic benefit associated with the expenditure will flow to the Group.

The Group irrespective of whether there is any indication of impairment, test an intangible asset not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. The recoverable amount is the higher of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, 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. An impairment loss is recognised if the carrying amount of the intangible asset not yet available for use exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

### f) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on weighted average formula, and includes expenditure incurred in acquiring the inventories, production or conversion cost and other cost incurred in bringing them to their present location and condition. In case of manufactured inventory and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expense.

The net realisable value of work-in-progress is determined with reference to the selling price of related finished products.

Raw materials, components and other supplies held for use in production of finished products are not written down below cost except in cases where material price have declined and it is estimated that the cost of finished products will exceed their net realizable value.

The comparison of cost and net realizable value is made on an item-by-item basis.

The Group considers various factors like shelf life, ageing of inventory, product discontinuation, price changes and any other factor which impact the Group's business in determining the allowance for obsolete, non-saleable and slow moving inventories. The Group considers the above factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

### g) Impairment

#### i) Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit - impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on estimated future cash flows of financial assets have occurred.

Evidence that a financial asset is credit impaired includes the following observed data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being overdue for a period of more than 12 months from the credit term offered to the customer;
- the restructuring of loan or advance by the group on the terms that the group would not consider otherwise;
- it is probable that borrower will enter bankruptcy or the financial reorganization;
- the disappearance of active market for a security because of financial difficulties.

In accordance with Ind AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date, the credit risk has not increased significantly since its original recognition. However, if credit risk has increased significantly, lifetime ECL is used.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

ECL impairment loss allowance (or reversal) recognized in the statement of profit and loss.

When determining whether the credit risk of financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost of effort. This includes both quantitative and qualitative information and analysis based on Group's historical experience and informed credit assessment and including forward - looking information.

The Group considers financial asset to be in default when:

- a. The borrower is unlikely to pay its credit obligation to the Group in full, without recourse by the Group to action such as realising security (if any is held); or
- b. The financial asset is 360 days or more past due.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Measurement of expected credit loss

Expected credit loss are probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flow that the Group expects to receive).

## Presentation of allowance of expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

## Write – off

The Gross carrying amount of financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when Group determines that the debtor does not have asset or source of income that could generate sufficient cash flows to repay the amount subject to write-off. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with Group's procedures for recovery of amounts due.

## ii) Impairment of non-financial asset

The Group's non-financial assets other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Group's corporate assets (e.g. central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or

amortisation, if no impairment loss had been recognised.

## Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Determination of recoverable amount of CGU requires the management to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate the present value. An impairment loss recognised for goodwill is not reversed in subsequent periods.

## h) Employee benefits

### i) Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### ii) Share-based payment transactions

Share-based payment are provided to employees via the Group's Employees Stock Option Plan ("Emcure ESOS 2013").

The Group accounts for the share based payment transactions as equity settled.

The grant date fair value of equity settled share-based payment awards granted to employees of the Group is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

The Group also grants the options to the employees of its subsidiaries for which subsidiary does not have an obligation to settle the share based payment transaction. Total expense for such options issued to employees of subsidiary is recognised as an expense and corresponding increase in share options outstanding account.

If options granted cancelled or settled during the vesting period/ after vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) then group immediately recognises the remaining amount of goods & services that have not been recorded in Profit & loss statement so far through accelerated vesting and then any payment made to the employee on the cancellation or settlement of the grant shall be accounted for as the repurchase of an equity interest, i.e. as a deduction from equity, except to the extent that the payment exceeds the fair value of the equity instruments granted, measured at the repurchase date. Any such excess shall be recognised as an expense.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## iii) Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

## iv) Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefit available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of the plan are changed or when plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gain and losses on the settlement of a defined benefit plan when the settlement occurs.

## v) Other long term employee benefit

The Group's liability in respect of other long-term employee benefits (compensated absences) is the amount of future benefit that employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the Projected Unit Credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

## i) Provisions (other than for employee benefits), Contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

## i) Onerous contracts

A contract is considered onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision for an onerous contract is measured at present value of lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such provision is made, the Group recognises any impairment loss on the assets associated with the contract.

## ii) Contingencies

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

## iii) Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefit will arise, the asset and related income are recognized in the period in which the change occurs. A contingent asset is disclosed, where an inflow of economic benefits is probable.

## j) Revenue

### i) Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price including estimated variable consideration allocated to that performance obligation. The Group recognises revenue pertaining to each performance obligation when it transfers control over a product to a customer, which is adjusted for expected refunds, which are estimated based on the historical data, adjusted as necessary. The transaction price is also adjusted for the effect of time value of money if the contract includes significant financing component. The consideration can

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

be fixed or variable. Where the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to which the Group will be entitled in exchange for transferring the promised goods or services to a customer. Variable consideration is only recognised when it is highly probable that a significant reversal will not occur.

The Group recognises refund liability where the Group receives consideration from a customer and expects to refund some or all of that consideration to the customer. The refund liability is measured at the amount of consideration received (or receivable) for which the entity does not expect to be entitled (i.e. amounts not included in the transaction price). The right to recover returned goods asset is measured at the former carrying amount of the inventory less any expected costs to recover goods. The provision on account of the expected amount of returns is included in provisions and the right to recover returned goods is included in inventory.

### **ii) Rendering of services (other than sale of know-how, rights and licenses)**

Revenue from rendering of services is recognised in statement of profit and loss by reference to percentage completion method. The Group is involved in rendering services related to its products to its customers. If the services under a single arrangement are rendered in different reporting periods, then the consideration is allocated on a relative fair value basis between the different services.

### **iii) Rendering of services - sale of know-how, rights and licenses**

Income from sale of know-how, rights and licenses is recognised in accordance with the terms of the contract with customers when the related performance obligation is completed, or when control is transferred, as applicable.

### **iv) Commission income**

Revenue from commission income is recognized at the time of sale to customer based on the agreed commission percentage.

### **v) Sales returns and breakage expiry**

When a customer has a right to return the product within a given period, the Group has recognised an allowance for returns. The allowance is measured equal to the value of the sales expected to return in the future period. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

The Group has an obligation to replace the goods which will expire. The Group has recognised an allowance for the returns due to expiry. The allowance is measured on the basis of historical trend of expiry against the sales occurred in the current and earlier period. Management considers the sales value for the periods which are equivalent to average general shelf life of products. Revenue is adjusted for the expected value of the returns.

### **vi) Professional allowance / Program fees**

Professional allowance/ Program fees are recorded as a reduction of revenue at the time of revenue recognition to the extent they are estimated to occur based on historical experience and other relevant factors. Any additional allowance/fees incurred are recorded when incurred.

### **k) Government grants**

The Group recognises government grants only when there is

reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants received in relation to assets are presented as a reduction to the carrying amount of the related asset. Grants related to income are deducted in reporting the related expense in the statement of profit and loss.

Export entitlements from government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Group, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

## **l) Leases**

### **The Group as a lessee**

The group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The group uses judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate in the country of domicile of the leases. The lease payments shall include fixed payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### m) Recognition of interest income or expenses

Interest income is recognised using effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of financial instrument to:

- The gross carrying amount of the financial assets; or
- The amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### n) Income tax

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

#### i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss of the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial

reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- (a) temporary differences on the initial recognition of assets or liabilities in a transaction that:
  - is not a business combination and
  - at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences
- (b) temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- (c) taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the assets can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized

#### o) Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## p) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises cash at bank 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.

## q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Group are identified as Chief operating decision maker. Refer note 49 for segment information.

## r) Earnings per share

The basic earnings per share is computed by dividing the net profit / (loss) after tax attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per share is computed by dividing the net profit / (loss) after tax attributable to the equity shareholders for the period by the weighted average number of equity and equivalent dilutive equity shares outstanding during the reporting period, except where the results would be anti-dilutive.

## s) Exceptional item

In certain instances, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the consolidated financial statements.

## t) Cash flow statement

Cash flow from operating activities are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past

or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. For the purpose of Statement of Cash Flows bank overdraft that are repayable on demand are considered as cash and cash equivalent as it form an integral part of the Group's cash management.

## u) Research and development

Expenditure on research and development activities (other than development activities relating to intangible assets) is recognized as expense in the period in which it is incurred.

## v) Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

## Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. For the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the group w.e.f April 1, 2024. The group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

On May 9, 2025, MCA notified the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchange ability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The group is currently assessing the probable impact of these amendments on its financial statements.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Note 2A - Property, plant and equipment	Gross book value					Accumulated depreciation					Net book value
	As at 01-Apr-24	Additions during the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-25	As at 01-Apr-24	Charge for the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-25	As at 31-Mar-25
Freehold land	526.46	2.66	-	-	529.12	-	-	-	-	-	529.12
Leasehold improvements	583.30	82.38	(10.51)	0.94	656.11	313.49	68.10	(10.49)	(0.73)	370.37	285.74
Building	5,953.32	245.50	-	-	6,198.82	1,239.00	219.65	-	-	1,458.65	4,740.17
Plant and machinery	19,965.00	1,608.66	(59.02)	0.01	21,514.65	8,687.73	1,576.55	(47.34)	0.01	10,216.95	11,297.70
Electrical installation	1,473.82	135.05	(3.82)	0.14	1,605.19	693.30	123.88	(2.58)	0.04	814.64	790.55
Air handling equipment	1,741.91	85.83	(2.67)	-	1,825.07	727.50	107.82	(2.16)	-	833.16	991.91
Computers	894.38	104.39	(10.33)	(0.98)	987.46	643.58	128.32	(10.43)	8.56	770.03	217.43
Office equipment	265.83	29.42	(3.18)	1.30	293.37	195.15	26.20	(2.93)	(8.10)	210.32	83.05
Furniture and fixtures	787.59	82.77	(4.53)	(0.38)	865.45	332.89	74.05	(1.73)	0.27	405.48	459.97
Vehicles	369.96	63.11	(33.56)	0.15	399.66	243.20	49.52	(33.56)	0.15	259.31	140.35
<b>Total</b>	<b>32,561.57</b>	<b>2,439.77</b>	<b>(127.62)</b>	<b>1.18</b>	<b>34,874.90</b>	<b>13,075.84</b>	<b>2,374.09</b>	<b>(111.22)</b>	<b>0.20</b>	<b>15,338.91</b>	<b>19,535.99</b>

Rs. in million

Note 2A - Property, plant and equipment	Gross book value							Accumulated depreciation							Net book value
	As at 01-Apr-23	Additions during the year	Addition on business combination (Refer note 63)	Disposal during the year	Exchange difference on translation of foreign operations	Asset held for sale during the year (Refer note 16)	As at 31-Mar-24	As at 01-Apr-23	Charge for the year	Addition on business combination (Refer note 63)	Disposal during the year	Exchange difference on translation of foreign operations	Asset held for sale during the year (Refer note 16)	As at 31-Mar-24	Net book value as at 31-Mar-24
Freehold land	533.22	7.66	-	-	-	(14.42)	526.46	-	-	-	-	-	-	-	526.46
Leasehold improvements	368.83	170.91	45.42	(3.05)	1.19	-	583.30	234.46	62.61	19.33	(3.05)	0.14	-	313.49	269.81
Building	5,477.77	536.27	-	(15.76)	-	(44.96)	5,953.32	1,056.97	199.41	-	(7.59)	-	(9.79)	1,239.00	4,714.32
Plant and machinery	16,242.90	3,796.18	-	(74.14)	0.06	-	19,965.00	7,345.38	1,400.54	-	(58.25)	0.06	-	8,687.73	11,277.27
Electrical installation	1,174.06	309.13	-	(9.46)	0.09	-	1,473.82	602.86	98.74	-	(8.32)	0.02	-	693.30	780.52
Air handling equipment	1,376.61	374.15	-	(8.85)	-	-	1,741.91	640.93	92.47	-	(5.90)	-	-	727.50	1,014.41
Computers	751.63	125.69	21.13	(5.17)	1.10	-	894.38	518.05	111.55	12.22	(4.41)	6.17	-	643.58	250.80
Office equipment	231.05	34.32	-	(1.00)	1.46	-	265.83	175.69	25.68	-	(3.57)	(2.65)	-	195.15	70.68
Furniture and fixtures	581.02	152.04	59.52	(6.24)	1.25	-	787.59	256.82	58.11	22.62	(5.94)	1.28	-	332.89	454.70
Vehicles	356.11	34.12	-	(19.87)	(0.40)	-	369.96	215.70	47.33	-	(19.42)	(0.41)	-	243.20	126.76
<b>Total</b>	<b>27,093.20</b>	<b>5,540.47</b>	<b>126.07</b>	<b>(143.54)</b>	<b>4.75</b>	<b>(59.38)</b>	<b>32,561.57</b>	<b>11,046.86</b>	<b>2,096.44</b>	<b>54.17</b>	<b>(116.45)</b>	<b>4.61</b>	<b>(9.79)</b>	<b>13,075.84</b>	<b>19,485.73</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million						
Note 2B - Capital work-in-progress	As at 01-Apr-24	Additions during the year	Capitalised during the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-25
Capital in work in progress	1,323.45	1,366.20	(1,448.96)	-	(0.05)	1,240.64
<b>Total</b>	<b>1,323.45</b>	<b>1,366.20</b>	<b>(1,448.96)</b>	<b>-</b>	<b>(0.05)</b>	<b>1,240.64</b>

Rs. in million						
Note 2B - Capital work-in-progress	As at 01-Apr-23	Additions during the year	Capitalised during the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-24
Capital in work in progress	4,035.31	2,060.33	(4,772.53)	(0.29)	0.63	1,323.45
<b>Total</b>	<b>4,035.31</b>	<b>2,060.33</b>	<b>(4,772.53)</b>	<b>(0.29)</b>	<b>0.63</b>	<b>1,323.45</b>

### Capital work-in-progress ageing schedule

Rs. in million						
March 31, 2025	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	
Projects in progress	825.16	89.19	66.02	54.41	1,034.78	
Projects overdue from original planned completion date	44.84	47.48	110.79	2.75	205.86	
<b>Total</b>	<b>870.00</b>	<b>136.67</b>	<b>176.81</b>	<b>57.16</b>	<b>1,240.64</b>	

### Capital work-in-progress completion schedule

Rs. in million						
March 31, 2025	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	
Sikkim site restoration work	204.20	-	-	-	204.20	
Other Miscellaneous Projects	1.66	-	-	-	1.66	
<b>Total</b>	<b>205.86</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>205.86</b>	

### Capital work-in-progress ageing schedule

Rs. in million						
March 31, 2024	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	
Projects in progress	777.66	175.54	57.40	-	1,010.60	
Projects overdue from original planned completion date	26.74	26.46	21.36	238.29	312.85	
<b>Total</b>	<b>804.40</b>	<b>202.00</b>	<b>78.76</b>	<b>238.29</b>	<b>1,323.45</b>	

### Capital work-in-progress completion schedule

Rs. in million						
March 31, 2024	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	
New facility development at Sanand plant	299.21	-	-	-	299.21	
Other Miscellaneous Projects	13.64	-	-	-	13.64	
<b>Total</b>	<b>312.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>312.85</b>	

### Footnotes for note 2A and 2B:

- The capital work in progress mainly consists of plant and machinery, building and other assets pertaining to various projects/ plants, expansion of existing facilities, etc.
- The effect of changes in foreign currency exchange rates on foreign currency translation on gross block of capital assets, relating to eligible assets have been added/ (deducted) from the gross block and accumulated depreciation of such assets. The information of such effect for respective year is;

Rs. in million		
	Year ended 31-Mar-25	Year ended 31-Mar-24
Foreign currency exchange gain/ (loss) - Gross block	1.18	4.75
Foreign currency exchange gain/ (loss) - Accumulated depreciation	0.20	4.61

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

3. The effect of changes in foreign currency exchange rates on foreign currency translation of Capital-work-in-progress, have been deducted from the cost of such assets in Capital work in progress. The information of such effect for respective year is;

	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Foreign currency exchange gain/ (loss) - Capital work in progress	(0.05)	0.63

4. The borrowing cost capitalised on qualifying assets amounted to;

	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Borrowing cost capitalised	42.77	119.36
Capitalisation rate used to determine the amount of borrowing costs	7.35%	7.79% ~ 8.30%

5. The group does not have any CWIP projects which are suspended or which have exceeded its cost compared to its original plan.

6. On transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment recognised and measured as per the previous GAAP and used that carrying value as the deemed cost of the property, plant and equipment.

7. Refer note 55 for information on property, plant and equipment pledged as security by the group.

### Note 3: Leases

Lease contracts entered by the Group majorly pertains for Land & buildings taken on lease to conduct its business in the ordinary course. The leases typically run for a period of 12 years to 66 years for land and for a period of 18 months to 20 years for remaining assets, with an option to renew the lease after that date. Typically lease payments are renegotiated at the time of renewal. Certain leases have restrictions on further sub-leasing. Information about leases for which the Group is lessee is presented as below:

### Right-of-use assets

	Rs. in million				
Particulars	Land	Land & Building	Plant & Machinery	Computers	Total
Balance As On April 1, 2023	971.37	961.13	104.18	29.23	2,065.91
Additions for new leases entered during the year	74.89	1,143.70	-	322.46	1,541.05
Deletions for leases terminated during the year	(18.72)	(27.14)	-	-	(45.86)
Depreciation charge for the year	(19.97)	(295.33)	(7.96)	(76.59)	(399.85)
Translation exchange differences	-	1.64	-	-	1.64
<b>Balance As On March 31, 2024</b>	<b>1,007.57</b>	<b>1,784.00</b>	<b>96.22</b>	<b>275.10</b>	<b>3,162.89</b>
Additions for new leases entered during the year	-	825.42	-	-	825.42
Deletions for leases terminated during the year	-	(21.74)	-	-	(21.74)
Depreciation charge for the year	(20.89)	(363.98)	(7.97)	(76.56)	(469.40)
Translation exchange differences	-	(2.59)	-	-	(2.59)
<b>Balance As On March 31, 2025</b>	<b>986.68</b>	<b>2,221.11</b>	<b>88.25</b>	<b>198.54</b>	<b>3,494.58</b>

### Lease Liabilities

	Rs. in million	
Particulars	31-Mar-25	31-Mar-24
Balance as at the beginning	2,476.60	1,393.70
Additions for new leases entered	812.87	1,441.67
Deletions for leases terminated	(28.18)	(55.80)
Interest on lease liabilities	238.70	181.17
Repayment of lease liabilities	(587.09)	(486.86)
Translation exchange differences	(2.45)	2.72
<b>Balance as at the end of the year</b>	<b>2,910.45</b>	<b>2,476.60</b>
Current	337.28	319.19
Non-current	2,573.17	2,157.41

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### Maturity analysis - contractual undiscounted cash flows-

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Less than one year	1,229.13	517.62
One to five years	1,563.65	1,505.22
More than five years	1,444.46	1,717.25
<b>Total undiscounted lease liabilities</b>	<b>4,237.24</b>	<b>3,740.09</b>

### Amount recognised in Consolidated Statement of Profit and Loss

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Interest on lease liabilities	(238.70)	(181.17)
Depreciation on ROU	(469.40)	(399.85)
Expenses relating to short term leases	(31.02)	(38.92)
Expenses relating to leases of low value assets	(26.81)	(25.85)
Expenses relating to variable lease payments	(8.46)	(6.63)
<b>Total</b>	<b>(774.39)</b>	<b>(652.42)</b>

### Amounts recognised in Consolidated Cash Flow Statement

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
<b>Cash flow from financing activities</b>		
- Repayment of lease liabilities		
Principal	(348.39)	(305.69)
Interest	(238.70)	(181.17)

The weighted average incremental borrowing rate is in the range of 2.5% - 9.85% (March 31, 2024: 2.5% - 9.85% p.a) has been applied to lease liabilities recognised in the balance sheet.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Note 4 - Other Intangible assets	Gross book value					Accumulated depreciation					Rs. in million
	As at 01-Apr-24	Additions during the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-25	As at 01-Apr-24	Amortisation for the year	Disposals during the year	Exchange difference on translation of foreign operations	As at 31-Mar-25	Net book value
											As at 31-Mar-25
Brands	1,485.54	76.32	-	(15.72)	1,546.14	1,155.83	83.22	-	(7.97)	1,231.08	315.06
Software	889.39	108.96	(5.78)	(1.00)	991.57	744.31	96.12	(3.24)	(0.65)	836.54	155.03
Licensing Rights	2,342.28	1,396.39	-	(53.77)	3,684.90	1,622.39	386.77	-	(40.65)	1,968.51	1,716.39
Product Development	44.85	-	-	(0.64)	44.21	15.74	1.86	-	(0.54)	17.06	27.15
Customer relationships	5,561.21	-	-	(190.31)	5,370.90	2,066.23	359.97	-	(78.71)	2,347.49	3,023.41
Product pipeline	205.60	-	-	(7.05)	198.55	173.05	19.60	-	(5.94)	186.71	11.84
Marketing Intangibles	481.13	-	-	14.28	495.41	422.46	50.25	-	12.60	485.31	10.10
<b>Total</b>	<b>11,010.00</b>	<b>1,581.67</b>	<b>(5.78)</b>	<b>(254.21)</b>	<b>12,331.68</b>	<b>6,200.01</b>	<b>997.79</b>	<b>(3.24)</b>	<b>(121.86)</b>	<b>7,072.70</b>	<b>5,258.98</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Note 4 - Other Intangible assets	Gross book value						Accumulated depreciation						Net book value
	As at 01-Apr-23	Addition on business combination (Refer note 63)	Additions during the year	Disposal during the year	Exchange difference on translation of foreign operations	As at 31-Mar-24	As at 01-Apr-23	Addition on business combination (Refer note 63)	Amortisation for the year	Disposal during the year	Exchange difference on translation of foreign operations	As at 31-Mar-24	Net book value as at 31-Mar-24
Brands	1,270.50	208.94	-	-	6.10	1,485.54	1,065.50	-	87.62	-	2.71	1,155.83	329.71
Software	788.60	19.46	81.10	(0.27)	0.50	889.39	648.24	4.99	90.69	(0.27)	0.66	744.31	145.08
Licensing Rights	1,972.27	313.60	15.46	-	40.95	2,342.28	1,525.52	-	228.98	-	(132.11)	1,622.39	719.89
Product Development	86.53	-	26.18	(59.91)	(7.95)	44.85	8.91	-	1.87	-	4.96	15.74	29.11
Customer relationships	1,893.33	3,597.99	-	-	69.89	5,561.21	1,798.64	-	145.19	-	122.40	2,066.23	3,494.98
Product pipeline	202.66	-	-	-	2.94	205.60	96.26	-	20.50	-	56.29	173.05	32.55
Marketing Intangibles	474.41	-	2.07	-	4.65	481.13	365.92	-	52.93	-	3.61	422.46	58.67
<b>Total</b>	<b>6,688.30</b>	<b>4,139.99</b>	<b>124.81</b>	<b>(60.18)</b>	<b>117.08</b>	<b>11,010.00</b>	<b>5,508.99</b>	<b>4.99</b>	<b>627.78</b>	<b>(0.27)</b>	<b>58.52</b>	<b>6,200.01</b>	<b>4,809.99</b>

### Footnotes for note 4:

The effect of changes in foreign currency exchange rates on foreign currency translation on gross block of capital assets, relating to eligible assets have been adjusted from the cost of such assets and on accumulated amortisation, have been deducted to the accumulated amortisation of such assets. The information of such effect for respective periods is;

Particulars	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Foreign currency exchange gain/ (loss) - Gross block	(254.21)	117.08
Foreign currency exchange gain/ (loss) - Accumulated amortisation	(121.86)	58.52

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Note 5 - Intangible assets under development (ITUD)	As at 01-Apr-24	Additions during the year	Capitalised during the year	Exchange difference on translation of foreign operations	Disposals during the year	As at 31-Mar-25
Intangible assets under development	267.69	319.65	(49.72)	(2.90)	(1.36)	533.36
<b>Total</b>	<b>267.69</b>	<b>319.65</b>	<b>(49.72)</b>	<b>(2.90)</b>	<b>(1.36)</b>	<b>533.36</b>

Rs. in million

Note 5 - Intangible assets under development (ITUD)	As at 01-Apr-23	Additions during the year	Capitalised during the year	Exchange difference on translation of foreign operations	Disposals during the year	As at 31-Mar-24
Intangible assets under development	78.80	227.48	(38.69)	2.26	(2.16)	267.69
<b>Total</b>	<b>78.80</b>	<b>227.48</b>	<b>(38.69)</b>	<b>2.26</b>	<b>(2.16)</b>	<b>267.69</b>

### Intangible assets under development ageing schedule

Rs. in million

March 31, 2025	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	317.49	128.31	87.56	-	533.36
<b>Total</b>	<b>317.49</b>	<b>128.31</b>	<b>87.56</b>	<b>-</b>	<b>533.36</b>

### Intangible assets under development ageing schedule

Rs. in million

March 31, 2024	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	218.91	23.61	25.17	-	267.69
<b>Total</b>	<b>218.91</b>	<b>23.61</b>	<b>25.17</b>	<b>-</b>	<b>267.69</b>

### Footnotes for note 5:

1. The effect of changes in foreign currency exchange rates on foreign currency translation on Intangible under development in relation to eligible assets has been added / deducted from cost of such asset in intangible asset under development. The information of such effect for respective periods is;

Rs. in million

Particulars	Year ended 31-Mar-25	Year ended 31-Mar-24
Foreign currency exchange gain/ (loss) - Intangible assets under development	(2.90)	2.26

2. Intangible assets under development mainly consist of licensing rights and other intangible assets under development.

3. The group does not have any ITUD projects which are suspended or which have exceeded its cost compared to its original plan.

4. The management has assessed the impairment of intangible assets under development taking into account the potential revenues from the current marketed products, time required for bringing the pipeline products into the market and the incremental investments required over the foreseeable future. The management's assessment do not indicate any impairment. There are no significant estimate involved in the impairment assessment.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million				
<b>Note 6</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Non-current investments</b>	<b>No of units</b>	<b>No of units</b>		
<b>Investment in LLP</b>				
<b>Unquoted (valued at FVOCI)</b>				
ABCD Technologies LLP, India	3.41%	4.00%	250.00	250.00
Add/(Less): Changes in fair value of investments			(65.80)	(65.80)
			184.20	184.20
<b>Investment in Renewable Energy</b>				
<b>Unquoted (valued at Amortised cost)</b>				
Sunsure Solarpark Twelve Private Limited	44.86%	-	86.56	-
Add/(Less): discounting impact			(77.40)	-
			9.16	-
<b>Total</b>			<b>193.36</b>	<b>184.20</b>
Aggregate amount of unquoted investments			336.56	250.00
Aggregate amount of impairment in value of investment			65.80	65.80

^During the current year, the group has subscribed to the shares of Sunsare Solarpark Twelve Private Limited ("Sunsure"), for 69,249 equity shares of Rs. 10 each amounting to Rs. 86.56 million (March 31, 2024: Rs. Nil). Investment in Sunsare is initially recognised as at fair value as per Ind AS 109, subsequently it will be carried at amortised cost. The excess of the nominal value of investment over the fair value on initial recognition is recognised as prepaid expense and amortised over the term of the contractual agreement (25 years).

Rs. in million		
<b>Note 7</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Other non-current financial assets</b>		
<b>Unsecured considered good (unless otherwise stated)</b>		
Term deposits with banks having remaining maturity period of more than 12 months (refer note below)	27.90	15.65
Security deposits	346.69	370.87
Deposit with Provident Fund authority	20.00	20.00
Interest accrued on deposits with bank	0.13	1.16
<b>Total</b>	<b>394.72</b>	<b>407.68</b>

Note: Fixed deposits are held as lien by bank for performance bank guarantees & others. (refer note no. 55)

Rs. in million		
<b>Note 8</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Other non-current assets</b>		
<b>Unsecured considered good (unless otherwise stated)</b>		
Capital advances	169.25	140.54
Prepaid expenses	88.51	20.72
Balances with government authorities	131.17	32.29
<b>Total</b>	<b>388.93</b>	<b>193.55</b>



# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million		
Note 9 Inventories	31-Mar-25	31-Mar-24
Raw materials	4,465.85	3,232.58
Packing materials	1,021.81	981.49
Work-in-progress	2,650.62	2,534.38
Finished goods	4,146.27	2,613.16
Stock-in-trade	6,066.04	5,080.06
Stores and spares	967.53	809.33
<b>Total</b>	<b>19,318.12</b>	<b>15,251.00</b>

## Notes:

1. Goods in transit as at year end is as below

Rs. in million		
	31-Mar-25	31-Mar-24
Raw materials	93.52	52.87
Packing materials	17.56	-
Finished goods	952.56	264.01
Stock-in-trade	659.34	376.66
Stores and spares	7.36	0.16
<b>Total</b>	<b>1,730.34</b>	<b>693.70</b>

2. Write-downs of inventories as at the year end

Rs. in million		
	31-Mar-25	31-Mar-24
Write-downs of inventories as at the year end	470.39	716.10

Increase/decrease in write-down provision is recognised as an expense and included in cost of materials consumed or changes in inventories of finished goods, work-in-progress and traded goods in statement of profit and loss except for write down provision amounting to Rs. Nil (March 31, 2024: Rs. 34.82 million) which is acquired under business combination. (Refer note 63)

3. Refer note 55 for information on Inventories pledged as security by the group.

Rs. in million				
Note 10 Current Investments	31-Mar-25 No of units	31-Mar-24 No of units	31-Mar-25	31-Mar-24
<b>Investment in redeemable debentures</b>				
<b>Unquoted - valued at amortised cost</b>				
Non convertible debentures of Avet Lifescience Private Limited (Refer note 50)	-	1,000	-	2,500.00
Interest accrued on non convertible debentures			-	104.35
			-	<b>2,604.35</b>
<b>Investment in Listed Mutual Fund</b>				
Quoted mutual funds valued (at FVTPL)			760.43	392.16
			<b>760.43</b>	<b>392.16</b>
<b>Total</b>			<b>760.43</b>	<b>2,996.51</b>
Aggregate amount of quoted investments			760.43	392.16
Aggregate market value of quoted investments			760.43	392.16
Aggregate amount of unquoted investments			-	2,500.00
Aggregate amount of impairment in value of investment			-	-

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million		
Note 11 Trade receivables	31-Mar-25	31-Mar-24
<b>Unsecured</b>		
Trade receivables - considered good	20,709.38	18,972.35
Trade receivables - which have significant increase in credit risk	268.00	249.98
Less: Loss allowance	(954.95)	(634.28)
<b>Total</b>	<b>20,022.43</b>	<b>18,588.05</b>

### Of the above, trade receivables from related parties are as below

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Total trade receivables from related parties (refer note 50)	1,306.60	2,101.83
Less: Loss allowance	(16.08)	(33.26)
<b>Net trade receivables</b>	<b>1,290.52</b>	<b>2,068.57</b>

### Notes:

- (a) Refer note 55 for information on trade receivables pledged as security by the group.
- (b) The Group's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 42.
- (c) Break-up of security details and ageing schedule;

Rs. in million							
As at March 31, 2025	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed receivables - considered good	12,714.17	5,967.39	766.36	792.74	190.00	278.72	20,709.38
Undisputed receivables - which have significant increase in credit risk	-	-	-	-	-	218.28	218.28
Undisputed receivables - credit impaired	-	-	-	-	-	-	-
Disputed receivables - considered good	-	-	-	-	-	-	-
Disputed receivables - which have significant increase in credit risk	-	-	-	-	-	49.72	49.72
Disputed receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>12,714.17</b>	<b>5,967.39</b>	<b>766.36</b>	<b>792.74</b>	<b>190.00</b>	<b>546.72</b>	<b>20,977.38</b>
Less: Loss allowance							(954.95)
<b>Net trade receivables</b>							<b>20,022.43</b>

Rs. in million							
As at March 31, 2024	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed receivables - considered good	13,037.13	3,776.91	1,472.04	328.29	271.95	86.03	18,972.35
Undisputed receivables - which have significant increase in credit risk	-	-	-	-	200.26	-	200.26
Undisputed receivables - credit impaired	-	-	-	-	-	-	-
Disputed receivables - considered good	-	-	-	-	-	-	-
Disputed receivables - which have significant increase in credit risk	-	-	-	-	-	49.72	49.72
Disputed receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>13,037.13</b>	<b>3,776.91</b>	<b>1,472.04</b>	<b>328.29</b>	<b>472.21</b>	<b>135.75</b>	<b>19,222.33</b>
Less: Loss allowance							(634.28)
<b>Net trade receivables</b>							<b>18,588.05</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 12</b> <b>Cash and cash equivalents</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Cash on hand	1.06	1.61
Balances with bank in current accounts	1,182.68	977.68
Balances with bank in cash credit accounts	90.40	104.66
Demand deposits (with original maturity of less than 3 months)	281.22	606.05
<b>Total</b>	<b>1,555.36</b>	<b>1,690.00</b>

Note: Refer note 55 for information on Cash and cash equivalents pledged as security by the group.

	Rs. in million	
<b>Note 13</b> <b>Bank balances other than cash and cash equivalents</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Term deposits with banks having initial maturity of more than 3 months but remaining maturity of less than 12 months (refer note below)	90.85	591.70
Interest accrued on deposits with bank	6.76	42.38
<b>Total</b>	<b>97.61</b>	<b>634.08</b>

Note: Out of above certain fixed deposits are held as lien by bank for performance bank guarantees, bid bonds & others (refer note 55).

	Rs. in million	
<b>Note 14</b> <b>Other current financial assets</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Unsecured considered good (unless otherwise stated)</b>		
Government grant receivable (refer note 61)	472.65	352.47
Financial guarantee fees receivable from related parties (refer note 50)	-	84.09
Other amount due from related parties (refer note 50)	16.47	55.37
Other receivables (refer note (a) & (b) below)	36.09	197.55
<b>Total</b>	<b>525.21</b>	<b>689.48</b>

### Notes:

(a) Includes amount relating to retention money receivable, claims receivables and reimbursement of expense receivable from external parties.

(b) Also includes amount held in public fund account (refer note 65).

(c) Refer note 55 for information on Other financial assets pledged as security by the group.

	Rs. in million	
<b>Note 15</b> <b>Other current assets</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Unsecured considered good (unless otherwise stated)</b>		
Advances for supply of goods and services	567.08	640.01
Balances with government authorities	2,326.95	1,709.15
Prepaid expenses	326.05	304.41
Others *	59.40	42.22
<b>Total</b>	<b>3,279.48</b>	<b>2,695.79</b>

\* Other includes advances to employees

Note: Refer note 55 for information on Other assets pledged as security by the group.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Note 16 Assets held for Sale	Rs. in million	
	31-Mar-25	31-Mar-24
Freehold land	-	14.42
Leasehold Land	-	4.65
Building	-	35.17
<b>Total</b>	<b>-</b>	<b>54.24</b>

### Note:

Pursuant to the Board of Directors' in principle approval, for the sale of two surplus office spaces, at Pune in the previous year, the holding company had classified the written down value of these properties amounting to Rs. 54.24 millions as 'Assets held for sale'. The fair value of such properties as at year ended March 31, 2024 was Rs. 459.36 millions. This was a level 2 measurement as per the fair value hierarchy set out in the fair value measurement disclosure (Note 43). The key inputs under this approach are price per square meter of comparable lots of building in the area of similar location and size.

Note 17 Equity Share Capital	Rs. in million (unless otherwise stated)			
	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
<b>a. Authorised share capital</b>				
Equity Shares of Rs. 10 each	25,00,00,000	2,500.00	25,00,00,000	2,500.00
<b>b. Issued, subscribed and paid up capital*</b>				
Equity Shares of Rs. 10 each	18,94,83,347	1,894.83	18,11,52,116	1,811.52

\*All issued shares are fully paid up.

### c. Reconciliation of the number of the shares outstanding at the beginning and at the end of the year

Note 17 Equity Share Capital	Rs. in million (unless otherwise stated)			
	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
Equity Shares outstanding at the beginning and at the end of the year	18,11,52,116	1,811.52	18,08,52,116	1,808.52
Proceeds from issuance of shares	79,46,231	79.46	-	-
Exercise of options - proceeds received	3,85,000	3.85	3,00,000	3.00
<b>Equity Shares outstanding at the beginning and at the end of the year</b>	<b>18,94,83,347</b>	<b>1,894.83</b>	<b>18,11,52,116</b>	<b>1,811.52</b>

The Holding Company has also issued share options to its employees and employees of the subsidiaries, refer note 52.

### d. Rights, preferences and restrictions attached to equity shares

The Holding Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their shareholding.

### e. Employee stock options

Terms attached to stock options granted to employees of the Holding Company and subsidiaries are described in note 52 regarding share-based payments.

### f. Information regarding shares in the last five years

No shares were issued for consideration other than cash during the period of five years immediately preceding the year ended March 31, 2025. Further the group has not undertaken any buy back of shares during the period of five years immediately preceding the year ended March 31, 2025.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### g. Details of equity shares held by promoters and shareholders holding shares more than 5% shares

Rs. in million

Particulars	31-Mar-25		31-Mar-24		% change in promoter holding	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding	31-Mar-25	31-Mar-24
<b>Promoters</b>						
Satish Mehta	7,53,96,748	39.79%	7,58,16,748	41.85%	-2.06%	-0.07%
Sunil Mehta	28,47,012	1.50%	28,87,012	1.59%	-0.09%	-4.54%
Samit Mehta	1,35,37,632	7.14%	1,35,47,632	7.48%	-0.34%	-0.01%
Namita Thapar	50,71,200	2.68%	63,39,800	3.50%	-0.82%	-0.01%
<b>Others</b>						
BC Investments IV Limited	1,64,39,459	8.68%	2,36,73,544	13.07%		
Sanjay Mehta	37,04,028	1.95%	37,44,028	2.07%		
Bhavana Mehta	89,16,888	4.71%	93,88,288	5.18%		
Everest Trust(1)	1,45,20,000	7.66%	1,45,20,000	8.02%		
Unity Trust(2)	1,45,08,000	7.66%	1,45,08,000	8.01%		
<b>Total</b>	<b>15,49,40,967</b>	<b>81.77%</b>	<b>16,44,25,052</b>	<b>90.77%</b>		

#### Notes:

(1) Equity shares held by Sanjay Mehta with Sonali Sanjay Mehta, as trustees of Everest Trust.

(2) Equity Shares held by Sunil Mehta with Kamini Sunil Mehta, as trustees of Unity Trust.

### h. Shares reserved for issue under options:

Rs. in million (unless otherwise stated)

Particulars	31-Mar-25		31-Mar-24	
	Number of shares	Value	Number of shares	Value
<b>Equity shares with face value of Rs. 10 each (refer note 52)</b>				
a. At an exercise price of Rs. 165.07 per share	40,000	0.40	2,30,000	2.30
b. At an exercise price of Rs. 452.57 per share	60,000	0.60	60,000	0.60
c. At an exercise price of Rs. 465.82 per share	40,000	0.40	70,000	0.70
d. At an exercise price of Rs. 523.82 per share	8,000	0.08	90,000	0.90
e. At an exercise price of Rs. 563.82 per share	69,000	0.69	1,35,000	1.35
f. At an exercise price of Rs. 862.07 per share	2,03,000	2.03	2,35,000	2.35
g. At an exercise price of Rs. 1000.05 per share	-	-	40,000	0.40
h. At an exercise price of Rs. 1008.21 per share	1,76,000	1.76	2,30,000	2.30
i. At an exercise price of Rs. 1028.35 per share	5,85,000	5.85	-	-
<b>Total</b>	<b>11,81,000</b>	<b>11.81</b>	<b>10,90,000</b>	<b>10.90</b>

Rs. in million

<b>Note 18</b> <b>Other Equity</b>	<b>Note</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Reserves and Surplus</b>			
Securities premium	(i)	7,852.50	98.84
Share options outstanding account	(ii)	118.61	144.97
Foreign currency translation reserve	(iii)	828.63	487.28
General reserve	(iv)	637.83	640.14
Retained earnings	(v)	33,129.46	26,340.08
<b>Total</b>		<b>42,567.03</b>	<b>27,711.31</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million		
Other Equity Reserves and surplus	31-Mar-25	31-Mar-24
<b>i) Securities premium</b>		
Balance as at the beginning of the year	98.84	-
Add: Proceeds received from issue of shares (net of offer related expenses) (refer note 65)	7,571.93	-
Add: Exercise of options - proceeds received	137.04	73.59
Add: Exercise of options - transfer from share options outstanding account	44.69	25.25
<b>Balance as at the end of the year</b>	<b>7,852.50</b>	<b>98.84</b>
<b>ii) Share options outstanding account</b>		
Balance as at the beginning of the year	144.97	148.51
Employee share - based expense recognised in statement of profit and loss	19.89	39.67
Options forfeited, transferred to general reserve	(1.56)	(17.96)
Options settled in cash during the year	(44.69)	(25.25)
<b>Balance as at the end of the year</b>	<b>118.61</b>	<b>144.97</b>
<b>iii) Foreign currency translation reserve</b>		
Balance as at the beginning of the year	487.28	265.03
Exchange differences in translating financials statement of foreign operations	341.35	222.25
<b>Balance as at the end of the year</b>	<b>828.63</b>	<b>487.28</b>
<b>iv) General reserve</b>		
Balance as at the beginning of the year	640.14	824.96
Options forfeited, transferred from share options outstanding account	1.56	17.96
Options settled during the year	-	(202.36)
Income tax on above items	(3.87)	(0.42)
<b>Balance as at the end of the year</b>	<b>637.83</b>	<b>640.14</b>
<b>v) Retained earnings</b>		
Balance as at the beginning of the year	26,340.08	21,964.24
Profit for the year attributable to the owners	6,813.32	4,981.83
Items of other comprehensive income recognised directly in retained earnings	(23.94)	(63.44)
Dividend (refer note below)	-	(542.55)
<b>Balance as at the end of the year</b>	<b>33,129.46</b>	<b>26,340.08</b>
<b>Total</b>	<b>42,567.03</b>	<b>27,711.31</b>

The following dividends were declared and paid by the Holding company during the year:

Rs. in million (unless otherwise stated)		
Particulars	31-Mar-25	31-Mar-24
Interim dividend on equity shares	-	361.70
Interim dividend per equity share	-	2.00
Final dividend on equity shares*	-	180.85
Final dividend on per equity share	-	1.00
<b>Total</b>	<b>-</b>	<b>542.55</b>

\*Final dividend paid during the year ended March 31, 2024 is related to dividend proposed for the year ended March 31, 2023.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Note: After the reporting dates the following dividend were proposed by the directors; the dividends have not been recognised as liabilities.

Particulars	Rs. in million (unless otherwise stated)	
	31-Mar-25	31-Mar-24
By Holding company		
Final dividend on equity shares subject to approval at the annual general meeting.	568.45	-
Final dividend per equity share	3.00	-

### Nature and purpose of other reserves

#### Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account

The Holding Company has established equity-settled share-based payment plans for certain categories of employees of the Group. Refer note 52 for further details of these plans.

#### Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

#### General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

#### Retained earnings

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss. Retained earnings is a free reserve available to the group.

Note 19 Non current borrowings	Rs. in million (unless otherwise stated)	
	31-Mar-25	31-Mar-24
<b>Secured</b>		
Term loans:		
Indian currency loans from banks	148.98	1,031.19
Indian currency loans from others	-	2,037.47
Foreign currency loans from banks	2,396.24	8,265.17
Vehicle loans	26.00	46.75
	2,571.22	11,380.58
<b>Unsecured</b>		
Indian currency loans from others	35.32	52.35
Less: Current maturities of non current borrowing (refer note 23)	(651.74)	(3,566.65)
Less: Current maturities of vehicle loan and others (refer note 23)	(19.70)	(20.75)
Less: Transaction cost attributable to the borrowings	(35.73)	(179.58)
<b>Total</b>	<b>1,899.37</b>	<b>7,665.95</b>

#### Notes:

(a) Information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in Note 42.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(b) Security information of outstanding loans is as below;

Nature of facility	Security offered	Rs. in million (unless otherwise stated)	
		31-Mar-25	31-Mar-24
Term Loan	Secured by hypothecation of Property, plant and equipment, Capital work-in-progress, Intangible assets (DMFs and acquired brands) and Second pari passu (hypothecation) charge on current assets of the Holding Company	-	2,876.57
Term Loan	Secured by hypothecation of Property, plant and equipment, Capital work-in-progress and Second pari passu (hypothecation) charge on current assets of the Holding Company	-	1,138.41
Term Loan	Secured by hypothecation of Property, plant and equipment and Capital work-in-progress owned by the Holding company	-	2,299.91
Term Loan	Secured by hypothecation of Property, plant and equipment and Capital work-in-progress owned by Zuventus Healthcare Limited (a subsidiary of the Holding company) and Corporate Guarantee of Zuventus Healthcare Limited	-	747.97
Term Loan	First pari passu charge on the entire assets of the Mantra Pharma Inc. and Corporate Guarantee of Emcure Pharmaceuticals Limited (Holding Company)	2,256.17	2,761.11
Term Loan	Secured by hypothecation of the entire movable fixed assets, both present and future owned by Gennova Biopharmaceuticals Limited; Second Pari Passu Charge over the entire current assets, both present and future of Gennova Biopharmaceuticals Limited and Corporate Guarantee of Emcure Pharmaceuticals Limited (holding company).	148.98	274.02
Term Loan	First pari passu charge on the entire assets of the Marcan Pharmaceuticals Inc. and Corporate Guarantee of Emcure Pharmaceuticals Limited (holding Company)	140.07	171.42
Term Loan	Secured by hypothecation of all current assets and intangibles assets of Marcan Pharmaceuticals Inc. and Corporate Guarantee of Emcure Pharmaceuticals Limited (holding company).	-	1,064.42
Vehicle Loan	Secured by vehicles for which loan is availed	26.00	46.75
<b>Total</b>		<b>2,571.22</b>	<b>11,380.58</b>

(c) Repayment terms of secured borrowing outstanding as on March 31, 2025;

Nature of facility	Repayment terms	Currency	Number of Installments outstanding	Rs. in million				
				Within 1 year	1 to 2 years	2 to 5 years	Above 5 years	Total
Term Loan	Monthly instalments starting from October 2022	INR	15	125.04	23.94	-	-	148.98
Term Loan	Quarterly installments from December 2023	CAD	11	29.71	33.96	76.40	-	140.07
Term Loan	Quarterly installments from December 2023	CAD	11	478.58	546.95	1,230.64	-	2,256.17
Vehicle Loan	Monthly installments from April 2021	INR	11 to 17	17.68	5.59	-	-	23.27
Vehicle Loan	Monthly installments starting from August 2021	INR	16	2.02	0.71	-	-	2.73
<b>Total</b>				<b>653.03</b>	<b>611.15</b>	<b>1,307.04</b>	<b>-</b>	<b>2,571.22</b>

(d) Repayment terms of unsecured borrowing outstanding as on March 31, 2025;

Nature of facility	Repayment terms	Currency	Number of Installments outstanding	Rs. in million				
				Within 1 year	1 to 2 years	2 to 5 years	Above 5 years	Total
Loan under New Millennium Indian Technology Leadership Initiative	10 Yearly installments starting from September 1, 2017	INR	2	18.41	16.91	-	-	35.32
				<b>18.41</b>	<b>16.91</b>	<b>-</b>	<b>-</b>	<b>35.32</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(e) Repayment terms of secured borrowing outstanding as on March 31, 2024;

Rs. in million

Nature of facility	Repayment terms	Currency	Number of Installments outstanding	Within 1 year	1 to 2 years	2 to 5 years	Above 5 years	Total
Term Loan	16 equal quarterly installments from April 2020 **	INR	1*	40.33	-	-	-	40.33
Term Loan	60 monthly installments from December 2019	INR	11	45.83	-	-	-	45.83
Term Loan	20 Equal Quarterly Installments from May 2021	INR	8	200.00	200.00	-	-	400.00
Term Loan	8 Equal Quarterly Installments from June 2023	INR	4	250.00	63.08	-	-	313.08
Term Loan	2 Equal Installment Post Completion of Original Term Loans Tenure	INR	2	15.34	-	-	-	15.34
Term Loan	60 monthly installments from August 2019	INR	7	58.33	-	-	-	58.33
Term Loan	48 monthly installments from August 2021	INR	17*	53.78	-	-	-	53.78
Term Loan	60 monthly installments from April 2021	INR	24	160.00	160.00	-	-	320.00
Term Loan	8 Equal Quarterly Installments from January 2024	INR	7	200.00	150.00	-	-	350.00
Term Loan	60 monthly installments from October 2023	INR	54	100.00	100.00	250.00	-	450.00
Term Loan	13 Quarterly installments starting from August 2024	INR	13	105.00	140.00	255.00	-	500.00
Term Loan	8 Quarterly installments starting from October 2023	INR	5	106.25	141.70	-	-	247.95
Term Loan	45 Monthly instalments starting from October 2022	INR	27	125.04	125.04	23.94	-	274.02
Term Loan	12 equal half yearly installments from September 2020	USD	5	83.40	83.40	41.70	-	208.50
Term Loan	12 equal half yearly installments from April 2021	USD	6	264.10	264.10	264.10	-	792.30
Term Loan	12 equal half yearly installments from April 2021	USD	6	208.50	208.50	208.50	-	625.50
Term Loan	15 Quarterly Installments from September 2023	USD	12	225.20	362.76	550.44	-	1,138.40
Term Loan	12 equal Quarterly Installments from June 2024	EUR	12	501.17	501.17	501.17	-	1,503.51
Term Loan	16 quarterly installments from December 2023	CAD	15	26.37	30.77	114.28	-	171.42
Term Loan	12 equal half yearly installments from February 2022	USD	6	354.81	354.81	354.81	-	1,064.43
Term Loan	16 quarterly installments from December 2023	CAD	15	424.79	495.59	1,840.73	-	2,761.11
Vehicle Loan	Monthly installments starting from July 2019	INR	04-29	18.87	17.68	5.59	-	42.14
Vehicle Loan	Monthly installments starting from August 2021	INR	28	1.88	2.02	0.71	-	4.61
<b>Total</b>				<b>3,568.99</b>	<b>3,400.62</b>	<b>4,410.97</b>	<b>-</b>	<b>11,380.58</b>

\* Installments are prepaid subsequent to reporting date.

\*\* Repayment Terms are further elongated by 6 Months on account of availment of Moratorium based on RBI Guidelines vide no. RBI/2019-20/186.

(f) Repayment terms of unsecured borrowing outstanding as on March 31, 2024;

Rs. in million

Nature of facility	Repayment terms	Currency	Number of Installments outstanding	Within 1 year	1 to 2 years	2 to 5 years	Above 5 years	Total
Loan under New Millennium Indian Technology Leadership Initiative	10 Yearly installments starting from September 1, 2017	INR	3	18.41	18.41	15.53	-	52.35
				<b>18.41</b>	<b>18.41</b>	<b>15.53</b>	<b>-</b>	<b>52.35</b>

(g) As at March 31, 2025, long term borrowing facilities are repayable with a range of interest for foreign currency loan in CAD at CORRA+ 265 bps, For Rupee loans MCLR + 50 bps and vehicle loan ranging from 7.20% to 7.50%.

(h) As at March 31, 2024, long term borrowing facilities are repayable with a range of interest for foreign currency loans in USD at SOFR with spread ranging from 260 bps to 357 bps, foreign currency loan in EURO at ESTR+170 bps, foreign currency loan in CAD at CORRA+ 319 bps, For Rupee loans MCLR, T-bill or MIBOR with various spreads ranging from 50 bps to 204 bps, for Rupees loans LTLR with spread of 1205 bps and vehicle loan ranging from 7.20% to 9.35%.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 20</b>		
<b>Other non-current financial liabilities</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Trade deposits (refer note below)	155.32	240.42
Consideration payable (including contingent consideration) towards acquisition of subsidiary (refer note 63)	2,430.84	2,364.41
Allowance for expected sales returns (refer note 25)	348.52	340.24
Other liabilities	0.72	0.72
<b>Total</b>	<b>2,935.40</b>	<b>2,945.79</b>

Note: Includes deposit from firm in which directors of the Holding Company are interested - Rs. 13.50 million (March 31, 2024 - Rs. 10.00 million).

	Rs. in million	
<b>Note 21</b>		
<b>Non-current provisions</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Provision for employee benefits</b>		
Provision for compensated absences	475.78	433.20
<b>Total</b>	<b>475.78</b>	<b>433.20</b>

	Rs. in million	
<b>Note 22</b>		
<b>Other non-current liabilities</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Deferred government grant (refer note 46B and 61)	144.29	162.05
Deferred revenue (refer note 54)	0.64	0.61
<b>Total</b>	<b>144.93</b>	<b>162.66</b>

	Rs. in million	
<b>Note 23</b>		
<b>Current borrowings</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Secured</b>		
Current maturities of non current borrowing (refer note 19)	671.44	3,587.40
Working capital loans from banks	3,048.41	8,236.33
Cash credit facilities / bank overdraft repayable on demand from banks	1,698.47	1,250.09
Interest accrued but not due on borrowings	10.05	148.20
Less: Transaction cost attributable to the borrowings	(10.70)	(14.86)
<b>Total</b>	<b>5,417.67</b>	<b>13,207.16</b>

### Notes:

- a) Working capital loans and Cash credit facilities / bank overdraft are secured by hypothecation of inventories, book debts and receivables (refer note 55). In addition, short term borrowing facilities of Gennova Biopharmaceuticals Limited, Marcan Pharmaceuticals Inc., Mantra Pharma Inc, Emcure Pharmaceuticals Mena FZ LLC., Emcure Pharma Philippines Inc, Emcure Pharma Chile SpA and Tillomed Laboratories Limited are also secured by corporate guarantee of Holding company.
- b) Breakup of working capital is as below;

	Rs. in million	
	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Indian currency working capital loans from banks	2,755.79	5,172.45
Foreign currency working capital loans from banks	292.62	3,063.88
<b>Total</b>	<b>3,048.41</b>	<b>8,236.33</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

- c) As at March 31, 2024, certain short term borrowings are secured by pledge of 14.57% of shares of Avet Lifescience Private Limited and Corporate guarantee from Avet Lifescience Private Limited. No such shares pledged as at March 31, 2025.
- d) As at March 31, 2025, the cash credit facilities / bank overdraft facilities are repayable on demand and working capital loans are repayable within a year with a range of interest rate on foreign currency loans in CAD at Prime rate + 0.55%, CORRA + 2.65%, foreign currency loan in Dubai at EIBOR+ 2.60%, for Rupee loans 7.25% to 9.85% and foreign currency loan in Philippines at 8.36% to 8.37%.
- e) As at March 31, 2024, the cash credit facilities / bank overdraft facilities are repayable on demand and working capital loans are repayable within a year with a range of interest rate on foreign currency loans in USD at SOFR+60 bps to SOFR+65 bps, foreign currency loans in CAD at Prime rate +1.15%, CORRA + 3.20%, foreign currency loan in Dubai at EIBOR+ 2.60%, for Rupee loans 7.80% p.a. to 9.65% p.a. and foreign currency loan in Philippines at 8.71%.
- f) Information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in Note 42.
- g) The group has filed quarterly statements with banks with regard to the securities provided against such working capital facilities on a periodic basis. The statements filed by the group are in agreement with the books of accounts of the group.

Rs. in million		
<b>Note 24</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Trade payables</b>		
<b>Trade payables to related parties (refer note 50)</b>	20.38	88.09
<b>Other trade payables</b>		
Total outstanding dues of micro and small enterprises (refer note 60)	322.87	169.10
Total outstanding dues of creditors other than micro and small enterprises	14,452.56	12,836.48
<b>Total</b>	<b>14,795.81</b>	<b>13,093.67</b>

### Notes:

- a) The Group's exposure to currency and liquidity risks related to trade payables is disclosed in Note 42.
- b) All trade payables are current.

Rs. in million						
<b>As at March 31, 2025</b>	<b>Unbilled dues</b>	<b>Less than 1 year</b>	<b>1 - 2 years</b>	<b>2 - 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Micro and small enterprises	13.28	309.59	-	-	-	322.87
Others	1,893.44	12,402.14	19.21	82.89	75.26	14,472.94
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>1,906.72</b>	<b>12,711.73</b>	<b>19.21</b>	<b>82.89</b>	<b>75.26</b>	<b>14,795.81</b>

Rs. in million						
<b>As at March 31, 2024</b>	<b>Unbilled dues</b>	<b>Less than 1 year</b>	<b>1 - 2 years</b>	<b>2 - 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Micro and small enterprises	0.21	168.89	-	-	-	169.10
Others	3,006.04	8,924.38	382.47	553.52	58.16	12,924.57
Disputed dues - Micro and small enterprises	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>3,006.25</b>	<b>9,093.27</b>	<b>382.47</b>	<b>553.52</b>	<b>58.16</b>	<b>13,093.67</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 25</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Other current financial liabilities</b>		
Employee benefits payable	1,994.75	1,930.65
Payables for capital asset	440.34	319.03
Allowance for expected sales return (refer footnote (c) below)	756.53	709.28
Other payables (refer note (b) below)	66.38	85.28
<b>Total</b>	<b>3,258.00</b>	<b>3,044.24</b>

### Notes:

- a) The Group's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 42.
- b) Includes commission payable to directors amounting to Rs. 31.10 million (March 31, 2024 - Rs. 29.60 million) and interest payable to related parties amounting to Rs. 0.23 million (March 31, 2024 - Rs. 0.17 million).
- c) Movements in allowance for sales return and breakage expiry

	Rs. in million	
<b>Particulars</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Beginning of the year	1,049.52	970.54
Acquired under business combination (Refer note no 63)	-	13.03
Provisions made during the year	1,268.64	1,278.70
Effect for unwinding of discounts	-	50.37
Provisions utilised during the year	(1,212.32)	(1,263.54)
Change due to translation of provision of foreign operation	(0.79)	0.42
<b>At the end of the year</b>	<b>1,105.05</b>	<b>1,049.52</b>
Current	756.53	709.28
Non-current (Refer note 20)	348.52	340.24

An allowance is recognized for expected sales return on products sold by the Group during the year based on the past experiences of level of return. Assumptions used to calculate said allowance are based on current sales and current information available about sales return.

	Rs. in million	
<b>Note 26</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Current provisions</b>		
Provision for compensated absences	263.74	224.05
Provision for gratuity (refer note 51)	281.38	233.30
<b>Total</b>	<b>545.12</b>	<b>457.35</b>

	Rs. in million	
<b>Note 27</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Income tax assets / (liabilities) (net)</b>		
Income tax assets (net of provisions)	940.38	872.48
Income tax liabilities (net of advance tax)	(1,123.04)	(534.45)
<b>Net</b>	<b>(182.66)</b>	<b>338.03</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 28</b>		
<b>Other current liabilities</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Statutory dues including provident fund and withholding taxes	932.04	952.06
Contract liabilities (advances from customers) (refer note (b) below)	115.61	333.10
Deferred government grant (refer note 61)	-	10.32
Other liabilities	158.14	153.19
<b>Total</b>	<b>1,205.79</b>	<b>1,448.67</b>

### Notes:

(a) For revenue recognized during the year from contract liabilities, refer note 54.

(b) Includes advance received from customers relating to 'Assets Held for Sale' amounting to Rs. Nil (March 31, 2024: Rs 207.51 million)

	Rs. in million	
<b>Note 29</b>		
<b>Revenue from operations</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Revenue from contracts with customers</b>		
Sale of products	77,169.42	65,362.86
Sale of services	603.85	369.11
Commission	309.44	87.95
	78,082.71	65,819.92
<b>Other operating revenues</b>		
Scrap sales	46.13	62.11
Income from Government Grants:		
Export incentives	138.74	68.00
GST refund received (refer note 47)	65.14	42.65
Income arising from other government grant (refer note 61)	627.25	589.83
	877.26	762.59
<b>Total</b>	<b>78,959.97</b>	<b>66,582.51</b>

	Rs. in million	
<b>Note 30</b>		
<b>Other income</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Interest income from banks and others	90.44	207.59
Profit on sale of investments	54.77	23.16
Profit on sale of property, plant and equipment	382.35	71.92
Net gain on financial assets measured at FVTPL	3.27	2.16
Miscellaneous income (refer note (i) & (ii) below)	141.78	133.22
<b>Total</b>	<b>672.61</b>	<b>438.05</b>

### Notes:

i) Year ended March 31, 2025: Mainly include income on gain on transfer of Leashold Land rights.

ii) Year ended March 31, 2024: Mainly include income from related parties like financial guarantee fees, etc. Refer note 50 for details.

iii) The Group has elected to present gains or losses arising from foreign exchange differences as a separate line item on the face of the statement of profit and loss. Accordingly amount of Rs. 131.85 million for the year ended March 31, 2024 has been reclassified.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 31</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Cost of material consumed</b>		
<b>A: Raw material consumed</b>		
Opening inventory	3,232.58	3,787.65
Add: Purchases (net)	14,126.16	10,589.93
	17,358.74	14,377.58
Less: Closing inventory	(4,465.85)	(3,232.58)
Cost of raw materials consumed during the year	12,892.89	11,145.00
<b>B: Packing material consumed</b>		
Opening inventory	981.49	1,037.11
Add: Purchases (net)	2,416.44	2,130.64
	3,397.93	3,167.75
Less: Closing inventory	(1,021.81)	(981.49)
Cost of packing materials consumed during the year	2,376.12	2,186.26
<b>Total (A+B)</b>	<b>15,269.01</b>	<b>13,331.26</b>

	Rs. in million	
<b>Note 32</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Changes in inventory of finished goods, work in progress and stock-in-trade</b>		
<b>Opening inventory</b>		
Work-in-process	2,534.38	1,515.98
Finished goods	2,613.16	1,936.35
Stock-in-trade	5,080.06	4,873.35
	10,227.60	8,325.68
<b>Less: Closing inventory</b>		
Work-in-process	2,650.62	2,534.38
Finished goods	4,146.27	2,613.16
Stock-in-trade	6,066.04	5,080.06
	12,862.93	10,227.60
<b>Changes in inventory of finished goods, work in progress and stock-in-trade</b>	<b>(2,635.33)</b>	<b>(1,901.92)</b>

	Rs. in million	
<b>Note 33</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Employee benefit expenses</b>		
Salaries, wages and bonus	12,656.47	11,379.04
Contribution to provident and other funds (refer note 51)	922.79	737.49
Gratuity (refer note 51)	185.07	174.38
Employee share-based payment expenses (refer note 52)	19.89	39.67
Staff welfare expenses	678.70	590.22
<b>Total</b>	<b>14,462.92</b>	<b>12,920.80</b>



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
Note 34 Other expenses	31-Mar-25	31-Mar-24
Processing charges	1,045.70	904.65
Factory consumables	1,756.60	1,341.60
Contractual Services	713.73	613.59
Power and fuel	1,379.98	1,200.43
Insurance	269.31	239.27
Repair and maintenance	759.27	603.12
Rent (refer note 3)	66.29	71.40
Rates and taxes	480.36	256.41
Freight and forwarding expenses	1,740.19	1,283.18
Advertisement and promotional materials	2,734.46	2,585.21
Travelling and conveyance	1,644.64	1,756.84
Commission on sales	1,453.09	1,297.38
Printing and stationery	175.26	165.91
Legal and professional fees (refer note (a) below)	2,158.46	2,319.03
Payment to auditors (refer note(b) below)	20.81	13.45
Commission to non-whole time directors	31.10	29.60
Directors sitting fees	4.45	3.90
Provision/ write-off/ (reversal) for doubtful debts	329.87	515.05
Expenditure towards corporate social responsibility (refer note 59)	117.10	135.79
Miscellaneous expenses (refer footnote (c) below)	1,461.81	1,274.50
<b>Total</b>	<b>18,342.48</b>	<b>16,610.31</b>

### Notes:

(a) Includes consultancy fees paid in relation to HDT matter amounting to Rs. Nil (March 31, 2024: Rs. 311.94 million).

(b) payment to auditors

	Rs. in million	
	31-Mar-25	31-Mar-24
As auditor:		
Audit fees excluding taxes	17.15	8.99
Certification fees	1.42	3.40
Out of pocket expenses	2.24	1.06
<b>Total*</b>	<b>20.81</b>	<b>13.45</b>

\* Excludes payment to auditors amounting to Rs. 7.27 million (March 31, 2024 - Rs 28.24 million) towards IPO related services.

(c) Includes donation made to political party as below:

	Rs. in million	
	31-Mar-25	31-Mar-24
Bharatiya Janata Party	150.00	-

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 35</b>		
<b>Depreciation and amortisation expenses</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Depreciation on property, plant and equipment	2,374.09	2,096.44
Depreciation on right-of-use assets	469.40	399.85
Amortisation of intangible assets	997.79	627.78
<b>Total</b>	<b>3,841.28</b>	<b>3,124.07</b>

	Rs. in million	
<b>Note 36</b>		
<b>Finance costs</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Interest on long-term borrowings	432.41	976.23
Interest on short-term borrowings	516.13	784.38
Unwinding of discount on deferred consideration (refer note 63)	150.82	58.32
Interest on shortfall of advance tax	62.02	6.81
Interest accrued on lease liability	238.70	181.17
Other borrowing costs	305.32	280.83
Exchange differences to the extent regarded as an adjustment to borrowing costs	52.44	83.73
<b>Total</b>	<b>1,757.84</b>	<b>2,371.47</b>

	Rs. in million	
<b>Note 37</b>		
<b>Exceptional items</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Consultancy fees (see note (a) & (b) below)	20.88	99.31
Legal settlement (see note (c) & (d) below)	82.90	-
<b>Total</b>	<b>103.78</b>	<b>99.31</b>

### Notes:

- (a) Consultancy fees paid in relation to acquisition of Canadian entities amounting to Rs. Nil (March 31, 2024 - Rs. 99.31 million), has been classified as exceptional item. Refer note no 63 for more details.
- (b) Consultancy fees paid in relation to Canada Drug pricing litigation amounting to Rs. 20.88 million during the year ended March 31, 2025 has been classified as exceptional item (refer note 45).
- (c) The group had entered into a licence and supply agreement with Deva Holding on April 20, 2019. However, for commercial reasons, the group decided it was not viable to continue with this agreement and agreed on March 5, 2025 to pay € 750,000 (Rs. 67.02 million) to Deva Holding AS in full and final legal settlement for the termination of the agreement.
- (d) The group had entered into a settlement agreement with Millenium Pharmaceuticals Inc on March 5, 2025 for its claim on sale of patented product. For commercial reasons, the group decided it was unviable to go into litigation and agreed for a compensation of €175,000 (Rs. 15.88 million) payable to Millenium Pharmaceuticals Inc as full and final settlement against their claim.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
<b>Note 38</b>		
<b>Tax expenses recognised in statement of profit and loss</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Current tax</b>		
Current year	2,861.16	2,033.12
Tax related to prior years	60.41	63.27
<b>Total current tax expense</b>	<b>2,921.57</b>	<b>2,096.39</b>
<b>Deferred tax</b>		
Originating and reversal of temporary differences	(258.26)	(132.96)
Change in tax rate	-	16.56
Changes in temporary differences of earlier years	(24.49)	16.54
<b>Total deferred tax</b>	<b>(282.75)</b>	<b>(99.86)</b>
<b>Total</b>	<b>2,638.82</b>	<b>1,996.53</b>

	Rs. in million	
<b>Tax income recognised in OCI</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
Remeasurements of post-employment benefit obligations	9.74	5.72
Changes in the fair value of equity instruments at FVOCI	-	16.56
<b>Total</b>	<b>9.74</b>	<b>22.28</b>

	Rs. in million	
<b>Tax expense recognised in other equity</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
General reserve	(3.87)	(0.42)
<b>Total</b>	<b>(3.87)</b>	<b>(0.42)</b>

### Significant estimates

In assessing the realisability of the deferred tax asset balance with respect to Minimum alternate tax (MAT) credit entitlements and carry forward tax losses, management has considered whether partial or all of the MAT credit entitlement and carry forward tax losses will not be realised. The ultimate realisation of benefit related to MAT credit and carry forward tax losses is dependent upon the generation of future taxable income greater than book profit as per provisions of Income Tax Act, 1961, before expiry of credit and carry forward period. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategy in making this assessment. Based on the level of historical taxable income and projections of future taxable income over the periods in which the MAT credit are deductible as well carry forward losses will be utilised, management believes that the Group will realise the benefit. The amount of deferred tax asset on account of MAT credit and carry forward losses is considered to be realisable, however, could be reduced in the near term if estimates of future taxable income undergo any change as compared to the estimates made by the management as at reporting date. Management has performed the sensitivity analysis on the future expected taxable profits and do not expect any loss of benefit related to these items.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:	31-Mar-25		31-Mar-24	
	%	Amount	%	Amount
Profit before tax		9,713.49		7,272.28
Tax using the Holding Company tax rate of 25.17%	25.17%	2,444.89	25.17%	1,830.43
<i>Tax effect of amounts which are not (deductible) / taxable in calculating taxable income:</i>				
Non taxable income	0.00%	-	-0.02%	(1.16)
Non deductible expenses	1.51%	147.09	1.25%	90.71
Change in tax rate	0.00%	-	0.23%	16.56
Difference in tax rates in foreign jurisdictions	-0.14%	(13.84)	-0.24%	(17.17)
Difference in tax rates of Indian Subsidiaries	0.10%	9.31	0.70%	50.86
Tax related to prior years	0.62%	60.41	0.87%	63.27
Unrecognised deferred tax assets	0.28%	27.58	-0.78%	(56.85)
Changes in temporary differences of earlier years	-0.25%	(24.49)	0.23%	16.54
Other items	-0.12%	(12.13)	0.04%	3.34
<b>Effective tax rate</b>	<b>27.17%</b>	<b>2,638.82</b>	<b>27.45%</b>	<b>1,996.53</b>

Rs. in million

Note 39 Deferred tax assets	31-Mar-25	31-Mar-24
<b>Deferred tax assets:</b>		
Intangible assets	260.81	257.41
Loss allowance	75.10	-
Provision - employee benefit	132.38	-
Property, Plant and Equipment	0.99	-
Carry forward of tax losses	292.29	198.62
Government grant	10.57	-
Minimum alternate tax credit entitlement	97.64	-
Inventories	592.84	494.04
Others	68.26	44.99
Lease Liability	156.94	-
<b>Total</b>	<b>1,687.82</b>	<b>995.06</b>
<b>Deferred tax liabilities:</b>		
Property, Plant and Equipment	316.36	24.98
Intangible assets	111.65	-
Right-of-use assets	148.56	-
Others	1.35	2.12
<b>Total</b>	<b>577.92</b>	<b>27.10</b>
<b>Deferred tax assets - net</b>	<b>1,109.90</b>	<b>967.96</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
Note 39 Deferred tax assets	31-Mar-25	31-Mar-24
<b>Deferred tax liabilities:</b>		
Intangible assets	940.66	1,112.62
Property, Plant and Equipment	631.39	886.81
Right-of-use assets	448.44	479.38
Others	1.97	3.52
<b>Total</b>	<b>2,022.46</b>	<b>2,482.33</b>
<b>Deferred tax assets:</b>		
Government grant	-	20.38
Loss allowance	130.56	129.12
Provision - Employee benefit	136.54	248.79
Minimum alternate tax credit entitlement	-	99.49
Lease Liability	507.36	529.22
Others	47.67	81.09
<b>Total</b>	<b>822.13</b>	<b>1,108.09</b>
<b>Deferred tax liabilities - net</b>	<b>1,200.33</b>	<b>1,374.24</b>

Note: Balances of deferred tax assets and deferred tax liability above, as on the reporting date includes the effects of changes in foreign exchange rates of foreign operations whose functional currency is different than the Group's functional currency, are considered in foreign currency translation reserve and is shown as others in deferred tax movement Note 40.

### Note 40: Movement of Deferred tax assets / (liabilities)

	Rs. in million				
	Opening balance as at April 1, 2024	Transferred to P&L	Transferred to OCI	MAT credit utilised / Others	Closing Balance as at March 31, 2025
Minimum alternate tax credit entitlement	99.49	(1.85)	-	-	97.64
Carry forward of tax losses	198.62	93.67	-	-	292.29
Provision - Employee benefit	248.79	10.39	9.74	-	268.92
Inventories	494.04	98.80	-	-	592.84
Government grant	20.38	(9.81)	-	-	10.57
Loss allowance	129.12	76.54	-	-	205.66
Others	120.44	(31.19)	-	23.36	112.61
Lease Liability	529.22	135.08	-	-	664.30
Property, Plant and Equipment	(911.79)	(34.97)	-	-	(946.76)
Intangible assets	(855.21)	63.71	-	-	(791.50)
Right-of-use assets	(479.38)	(117.62)	-	-	(597.00)
<b>Total</b>	<b>(406.28)</b>	<b>282.75</b>	<b>9.74</b>	<b>23.36</b>	<b>(90.43)</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million					
	Opening balance as at April 1, 2023	Transferred to P&L	Transferred to OCI	Acquired through combination of Merger/acquisition	MAT credit utilised / Others	Closing Balance as at March 31, 2024
Minimum alternate tax credit entitlement	171.93	-	-	-	(72.44)	99.49
Carry forward of tax losses	225.84	(27.22)	-	-	-	198.62
Provision - Employee benefit	201.43	41.64	5.72	-	-	248.79
Inventories	474.13	19.91	-	-	-	494.04
Government grant	17.06	3.32	-	-	-	20.38
Loss allowance	103.05	26.07	-	-	-	129.12
Others	(18.86)	89.01	16.56	39.82	(6.09)	120.44
Lease Liability	348.89	180.33	-	-	-	529.22
Property, Plant and Equipment	(806.41)	(105.38)	-	-	-	(911.79)
Intangible assets	186.14	50.67	-	(1,092.02)	-	(855.21)
Right-of-use assets	(300.89)	(178.49)	-	-	-	(479.38)
<b>Total</b>	<b>602.31</b>	<b>99.86</b>	<b>22.28</b>	<b>(1,052.20)</b>	<b>(78.53)</b>	<b>(406.28)</b>

\* Deferred tax assets (net) and deferred tax liabilities (net) as shown in the consolidated financial statements has been clubbed for the aforesaid disclosure.

### Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom.

	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Gross amount</b>		
Deductible temporary differences	-	-
Tax losses	407.58	533.79
<b>Total</b>	<b>407.58</b>	<b>533.79</b>
<b>Unrecognised tax effect</b>		
Deductible temporary differences	-	-
Tax losses	98.53	131.77
<b>Total</b>	<b>98.53</b>	<b>131.77</b>

Tax losses for which no deferred tax asset was recognised expire as follows;

	Rs. in million	
	Year ended 31-Mar-25	Year ended 31-Mar-24
Expire		
Expiry date: FY 2027-2028	43.89	184.99
Expiry date: FY 2028-2029	179.56	179.56
Expiry date: FY 2029-2030	96.25	96.25
Expiry date: FY 2030-2031	26.68	-
Expiry date: FY 2031-2032	48.63	48.63
Expiry date: FY 2032-2033	12.57	10.20
Never Expire	-	14.16
<b>Total</b>	<b>407.58</b>	<b>533.79</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Note 41: Capital management

The group'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 group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Generally consistent with others in the industry, the group monitors capital on the basis of the gearing ratio. The group strategy is to maintain a gearing ratio less than 1.50x.

The gearing ratio at year end is as follows:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Non-current borrowings	1,899.37	7,665.95
Current borrowings	5,417.67	13,207.16
<b>Gross Debt</b>	<b>7,317.04</b>	<b>20,873.11</b>
Less: Cash and cash equivalents	(1,555.36)	(1,690.00)
Less: Term deposits with banks (current and non-current)	(118.75)	(607.35)
<b>Net Debt (A)</b>	<b>5,642.93</b>	<b>18,575.76</b>
Total Equity (B)	46,415.54	31,217.65
Gearing ratio (A/B)	0.12	0.60

## Note 42: Financial risk management

The Group is exposed to a variety of financial risks which results from the Group's operating and investing activities. The Group's risk management is carried out by central treasury department in under guidance of the board of directors and the core management team of the Group, and it focuses on actively ensuring the minimal impact of Group's financial position.

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, Investments, trade receivables, financial assets measured at amortised cost.	Aging analysis, Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Cash flow forecasting Sensitivity analysis	Effective management of foreign exchange inflow and outflow. Borrowing in foreign currency to fulfil foreign currency obligation
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Ongoing review of existing borrowing rates and seeking for new facilities at lower rate.

### A) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and other financial assets. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Other financial assets that are potentially subject to credit risk consists of cash equivalents, investments and deposits.

Further, the Group also recognises loss allowance by using a provision matrix based on historical credit loss experience wherein fixed provision rates are defined for each financial asset which is past due / not due. The Group depending on the diversity of its asset base, uses appropriate Groupings if the historical credit loss experience shows significant different loss patterns for different customer segments / financial assets.

Also, the Group limits its exposure to credit risk from receivables by establishing a maximum payment period for customers.

The Group considers the recoverability from financial assets on regular intervals so that such financial assets are received within the due dates.

The Group has exposure to credit risk which is limited to carrying amount of financial assets recognised at the date of Balance Sheet.

### Trade receivables

Trade receivables are usually due within 7-180 days. Generally, and by practice most domestic customers enjoy a credit period of approximately 7-45 days and for export customers, the credit period ranges from 30 to 180 days. The receivables are not interest bearing, which is the normal industry practice. All trade receivables are subject to credit risk exposure. However, the Group does not identify specific concentration of credit risk with regard to trade receivables, as the amounts recognized represent a large number of receivables from various customers. Certain receivables are also backed by letter of credit from the banks, resulting into negligible credit risk in recovery of such receivables. The Group's exposure to credit risk for trade receivables, other receivables, loans and contract assets by geographic region was as follows;

	Rs. in million	
	31-Mar-25	31-Mar-24
Within India	16,430.81	17,935.68
Outside India	7,118.31	7,254.32
	<b>23,549.12</b>	<b>25,190.00</b>

The Group uses a provision matrix (simplified approach) to measure the expected credit loss of trade receivables and other financial assets measured at amortised cost.

i) Expected credit loss for trade receivables under simplified approach;

	Rs. in million						
Year ended March 31, 2025	Not Due	0-90 days past dues	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount*	6,736.26	2,169.18	669.70	123.11	235.25	1,193.89	11,127.39
Weighted-average loss rate (includes interest as well as credit loss)	1.31%	1.49%	7.11%	18.09%	20.44%	47.38%	7.23%
Expected credit losses (loss allowance provision)	(88.24)	(32.27)	(47.59)	(22.27)	(48.08)	(565.68)	(804.13)
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>6,648.02</b>	<b>2,136.91</b>	<b>622.11</b>	<b>100.84</b>	<b>187.17</b>	<b>628.21</b>	<b>10,323.26</b>

	Rs. in million						
Year ended March 31, 2024	Not Due	0-90 days past dues	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount*	6,091.47	2,227.49	798.60	658.85	420.18	645.34	10,841.93
Weighted-average loss rate (includes interest as well as credit loss)	1.21%	1.64%	2.84%	3.57%	8.39%	48.28%	4.64%
Expected credit losses (loss allowance provision)	(73.42)	(36.58)	(22.69)	(23.52)	(35.24)	(311.59)	(503.04)
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>6,018.05</b>	<b>2,190.91</b>	<b>775.91</b>	<b>635.33</b>	<b>384.94</b>	<b>333.75</b>	<b>10,338.89</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

\*In case of subsidiaries located outside India, management do not expect any expected credit loss against trade receivables based on the past trend of recovery and actual write offs. Therefore trade receivables as at the date of balance sheet with respect to these subsidiaries are not included in the table above. Provision against such receivables based on management assessment of recovery is as below;

	Rs. in million	
	31-Mar-25	31-Mar-24
Specific expected credit loss provision - Foreign subsidiaries	150.82	131.24

### ii) Reconciliation of loss allowance provision - Trade receivables

	Rs. in million	
	31-Mar-25	31-Mar-24
<b>Loss allowance at the beginning</b>	<b>634.28</b>	<b>496.01</b>
Amounts written off	(19.38)	(385.47)
Net remeasurement of loss allowances	340.05	523.74
<b>Loss allowance at the end</b>	<b>954.95</b>	<b>634.28</b>

### Cash and Cash Equivalents, Investments and Deposits with Banks:

With respect to the cash and cash equivalents and deposits with banks, the concentration of credit risk is negligible as these are kept with the reputed banks with very high credit worthiness.

Investments of surplus funds are made only with approved financial institutions. Investments primarily include investments in mutual funds and non-convertible debentures. The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any significant losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

### B) Liquidity risk

Liquidity risk management implies maintaining sufficient cash and availability of funds through adequate amount of committed credit facility to meet the commitments arising out of financial liabilities. Due to the dynamic nature of the underlying business, the Group maintains flexibility in funding by maintaining availability under committed credit lines. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet future requirements, monitoring balance sheet liquidity ratios against debt covenants and maintaining debt financing plans and ensuring compliance with regulatory requirements.

The Group manages its liquidity needs by carefully monitoring scheduled debt payments as well as cash requirement for day-to-day business. Liquidity needs are monitored regularly as well as on the basis of a 30-day cash flow projection. Long-term liquidity needs for a period from 180 to 360 days period are identified and reviewed at regular intervals.

The Group maintains cash and marketable securities to meet its liquidity requirements. Funding in regards to long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities. The Group is confident of being able to roll forward its short term borrowings.

#### i) Financing arrangements

The Group has access to undrawn borrowing facilities including overdraft facility at the end of the reporting period.

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice subject to the continuance of satisfactory credit ratings.

#### ii) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity Groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

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.

Rs. in million					
Contractual maturities of financial liabilities	within 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total
<b>March 31, 2025</b>					
Trade Payable	14,795.81	-	-	-	14,795.81
Borrowings	5,417.67	642.29	1,257.08	-	7,317.04
Trade deposits	-	-	155.32	-	155.32
Lease Liabilities	1,229.13	429.62	1,134.03	1,444.46	4,237.24
Other financial liabilities	3,258.00	262.11	2,517.97	-	6,038.08
<b>Total</b>	<b>24,700.61</b>	<b>1,334.02</b>	<b>5,064.40</b>	<b>1,444.46</b>	<b>32,543.49</b>
<b>March 31, 2024</b>					
Trade Payable	13,093.67	-	-	-	13,093.67
Borrowings	13,207.16	3,289.41	4,376.54	-	20,873.11
Trade deposits	-	-	240.42	-	240.42
Lease Liabilities	517.62	280.62	1,224.60	1,717.25	3,740.09
Other financial liabilities	3,044.24	255.90	2,449.47	-	5,749.61
<b>Total</b>	<b>29,862.69</b>	<b>3,825.93</b>	<b>8,291.03</b>	<b>1,717.25</b>	<b>43,696.90</b>

### C) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### i) Foreign currency risk

The Group operates in international market and a major portion of its business is transacted in different currencies and consequently the Group is exposed to foreign exchange risk through its sales and services and imported purchase to / from various countries.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

The Group's foreign currency exposure is mainly in USD, EURO and GBP. The Group's financial liabilities mainly constitutes bank loans and trade payable. Further, the Group receives foreign currency against its exports receivables on regular basis against which the Group pays its loan and import commitments. To mitigate the risk arising on account of foreign exchange fluctuation management closely monitors the cash inflows based on review of expected future movement.

The bulk of contributions to the Group's assets, liabilities, income and expenses in foreign currency are denominated in USD, Euro and GBP. Foreign currency denominated financial assets and liabilities expressed in Rs. as at the closing are as follows:

Foreign currency risk exposure:

Particulars	Currency	Foreign currency in million		Rs. in million	
		31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
<b>Financial assets</b>					
Receivables (including other receivables)	EURO	3.15	4.51	290.83	406.26
	USD	47.41	59.27	4,052.32	4,943.47
	Others*	1.00	1.13	23.33	25.57
Cash and cash equivalents	USD	0.45	1.03	38.58	85.99
	EURO	0.06	0.88	5.32	79.01
	Others*	0.67	0.09	0.69	0.08
<b>Total</b>				<b>4,411.07</b>	<b>5,540.38</b>
<b>Financial liabilities</b>					
Trade Payable	EURO	7.30	6.53	674.71	587.23
	USD	13.03	15.21	1,114.00	1,268.93
	GBP	9.71	4.88	1,071.52	513.59
	Others*	0.09	-	8.93	0.08
Other Financial Liabilities	USD	-	0.88	-	72.98
	Euro	-	0.07	-	5.86
Loans Payable	USD	-	71.09	-	5,928.70
	Euro	-	16.71	-	1,503.50
<b>Total</b>				<b>2,869.16</b>	<b>9,880.87</b>

\* Foreign currencies of insignificant value

Sensitivity	Rs. in million	
	Impact on profit before tax	
	31-Mar-25	31-Mar-24
<b>USD sensitivity</b>		
USD/INR -Increase by 4% (March 31, 2024 - 4%)*	119.08	(89.65)
USD/INR -Decrease by -4% March 31, 2024 - 4%)*	(119.08)	89.65
<b>EURO sensitivity</b>		
EURO/INR -Increase by 2% (March 31, 2024 - 2%)*	(7.57)	(32.23)
EURO/INR -Decrease by -2% (March 31, 2024 - 2%)*	7.57	32.23
<b>GBP sensitivity</b>		
GBP/INR -Increase by 8% (March 31, 2024 - 8%)*	(85.72)	(41.09)
GBP/INR -Decrease by -8% (March 31, 2024 - 8%)*	85.72	41.09

\* Holding all other variables constant

### ii) Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During March 31, 2025 and March 31, 2024 the Group's borrowings at variable rate were mainly denominated in INR, USD, CAD and GBP.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### a) Interest rate risk exposure

The Group's interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk.

As a part of Group's interest risk management policy, treasury department closely tracks the base interest rate movements on regular basis. Based on regular review, management assesses the need to enter into interest rate swaps contracts to hedge interest rate risk. Management reviews the future movement in base rate against different factors such as overall micro and macro economic factors, liquidity in the system, expected spending cycle. Further on regular basis management assess the possibility of entering into new facilities which would reduce the future finance cost which helps management to mitigate the risk related to interest rate movement.

All the borrowing are at floating rate, except for those disclosed as fixed rate borrowings under note 19.

### b) Sensitivity

The Group's policy is to minimize interest rate cash flow risk exposures on borrowing. The Group has exposure to foreign currency as well as local currency. The local currency loans are linked to bank base rate/ marginal cost of funds based lending (MCLR) whereas foreign currency loans are majorly linked with USD libor linked rates.

The sensitivity of profit or loss to changes in the interest rates arises.

Particulars	Rs. in million	
	Impact on profit before tax	
	31-Mar-25	31-Mar-24
Interest rates — increase by 25 basis points (25 bps) *	(18.38)	(52.30)
Interest rates — decrease by 25 basis points (25 bps) *	18.38	52.30

\* Holding all other variables constant

The bank deposits are placed on fixed rate of interest of approximately 1.76% p.a. to 7.45% p.a. (March 31, 2023: 2% to 8.25% p.a.). As the interest rates do not vary unless such deposits are withdrawn and renewed, interest rate risk is considered to be low.

### Note 43: Fair value measurements

#### A. Accounting classifications and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their level in the fair value hierarchy.

March 31, 2025 Carrying amounts and fair values of financial assets and financial liabilities	Rs. in million							
	Carrying amounts valued at				Fair value			
	Fair value	Amortised Cost	Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value through other comprehensive income</b>								
Investment in LLP (FVOCI)	184.20	-	-	184.20	-	-	184.20	184.20
<b>Financial assets measured at fair value through Profit &amp; Loss</b>								
Investment in Mutual Fund	760.43	-	-	760.43	760.43	-	-	760.43
<b>Financial assets not measured at fair value*</b>								
Investment in Renewable Energy	-	9.16	-	9.16	-	-	-	-
Security deposits	-	346.69	-	346.69	-	-	-	-
Trade receivables	-	20,022.43	-	20,022.43	-	-	-	-
Cash and cash equivalents	-	1,555.36	-	1,555.36	-	-	-	-
Term deposits with banks	-	118.75	-	118.75	-	-	-	-
Other financial assets	-	552.10	-	552.10	-	-	-	-
<b>Total financial assets</b>	<b>944.63</b>	<b>22,604.49</b>	<b>-</b>	<b>23,549.12</b>	<b>760.43</b>	<b>-</b>	<b>184.20</b>	<b>944.63</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

March 31, 2025 Carrying amounts and fair values of financial assets and financial liabilities	Carrying amounts valued at				Fair value			
	Fair value	Amortised Cost	Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial liabilities not measured at fair value*</b>								
Long term borrowings (including current maturities)	-	2,570.81	-	2,570.81	-	-	-	-
Short term borrowings	-	4,746.23	-	4,746.23	-	-	-	-
Lease Liabilities	-	2,910.45	-	2,910.45	-	-	-	-
Trade deposits	-	155.32	-	155.32	-	-	-	-
Trade payables	-	14,795.81	-	14,795.81	-	-	-	-
Creditors for capital assets	-	440.34	-	440.34	-	-	-	-
Other financial liabilities	-	3,166.90	-	3,166.90	-	-	-	-
<b>Financial liabilities measured at fair value</b>								
Consideration (including contingent consideration) payable towards acquisition of subsidiary	2,430.84	-	-	2,430.84	-	-	2,430.84	2,430.84
<b>Total financial liabilities</b>	<b>2,430.84</b>	<b>28,785.86</b>	<b>-</b>	<b>31,216.70</b>	<b>-</b>	<b>-</b>	<b>2,430.84</b>	<b>2,430.84</b>

Rs. in million

March 31, 2024 Carrying amounts and fair values of financial assets and financial liabilities	Carrying amounts valued at				Fair value			
	Fair value	Amortised Cost	Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value through other comprehensive income</b>								
Investment in LLP (FVOCI)	184.20	-	-	184.20	-	-	184.20	184.20
<b>Financial assets measured at fair value through Profit &amp; Loss</b>								
Investment in Mutual Fund	392.16	-	-	392.16	392.16	-	-	392.16
<b>Financial assets not measured at fair value*</b>								
Investment in Non convertible debentures (including accrued interest)	-	2,604.35	-	2,604.35	-	-	-	-
Security deposits	-	370.87	-	370.87	-	-	-	-
Trade receivables	-	18,588.05	-	18,588.05	-	-	-	-
Cash and cash equivalents	-	1,690.00	-	1,690.00	-	-	-	-
Term deposits with banks	-	607.35	-	607.35	-	-	-	-
Other financial assets	-	753.02	-	753.02	-	-	-	-
<b>Total financial assets</b>	<b>576.36</b>	<b>24,613.64</b>	<b>-</b>	<b>25,190.00</b>	<b>392.16</b>	<b>-</b>	<b>184.20</b>	<b>576.36</b>
<b>Financial liabilities not measured at fair value*</b>								
Long term borrowings (including current maturities)	-	11,253.35	-	11,253.35	-	-	-	-
Short term borrowings	-	9,619.76	-	9,619.76	-	-	-	-
Lease Liabilities	-	2,476.60	-	2,476.60	-	-	-	-
Trade deposits	-	240.42	-	240.42	-	-	-	-
Trade payables	-	13,093.67	-	13,093.67	-	-	-	-
Creditors for capital assets	-	319.03	-	319.03	-	-	-	-
Other financial liabilities	-	3,066.17	-	3,066.17	-	-	-	-
<b>Financial liabilities measured at fair value</b>								
Consideration (including contingent consideration) payable towards acquisition of subsidiary	2,364.41	-	-	2,364.41	-	-	2,364.41	2,364.41
<b>Total financial liabilities</b>	<b>2,364.41</b>	<b>40,069.00</b>	<b>-</b>	<b>42,433.41</b>	<b>-</b>	<b>-</b>	<b>2,364.41</b>	<b>2,364.41</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

\* The Group has not disclosed the fair value for financial instruments such as trade receivables, cash and cash equivalents, term deposits with banks, other financial assets and financial liabilities because their carrying amounts are a reasonable approximation of fair value, due to their short-term nature. Fair value of long-term financial assets and financial liabilities carried at amortized cost is not materially different from the carrying amount.

There are no transfers between any levels during the year ended March 31, 2025 and March 31, 2024.

### B. Measurement of fair values

#### Valuation techniques and significant unobservable inputs.

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used. Related valuation process are described in Note 1B(e).

#### Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in LLP	Net Asset Value Method and Comparable Company Market Multiples Method (CCM): Net asset-valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. CCM method involves valuing a company using the market multiples derived from valuation of comparable companies	Revenue multiple/ EV multiple <sup>^</sup>	Increase in revenue/ EV multiple will increase the fair value
Contingent consideration	'Discounted cash flows: The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios of forecast revenue and EBITDA, the amount to be paid under each scenario and the probability of each scenario.	- Forecast annual revenue growth rate - Forecast EBITDA margin - Risk-adjusted discount rate	The estimated fair value would increase (decrease) if: - the annual revenue growth rate were higher (lower); - the EBITDA margin were higher (lower); or - the risk adjusted discount rate were lower (higher). Generally a change in the annual revenue growth rate is accompanied by a directionally similar change in EBITDA margin.

<sup>^</sup> EV Multiple - Enterprise Value Multiple

### C. Level 3 fair values:

#### (i) Reconciliation of Level 3 fair values:

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Particulars	Rs. in million	
	Contingent consideration payable towards acquisition of subsidiary - Mantra	Investment in LLP
As at April 1, 2023	-	250.00
Changes in fair value of financial instruments	-	(65.80)
Consideration payable under business combination (Refer note 63)	2,279.04	-
Unwinding of discount on contingent consideration (Refer note 36)	58.32	-
Others (including effects of foreign currency translation, if any)	27.05	-
<b>As at March 31, 2024</b>	<b>2,364.41</b>	<b>184.20</b>
Capital contribution during the year (discounted)	-	-
Changes in fair value of financial instruments	-	-
Unwinding of discount on contingent consideration (Refer note 36)	150.82	-
Others (including effects of foreign currency translation, if any)	(84.39)	-
<b>As at March 31, 2025</b>	<b>2,430.84</b>	<b>184.20</b>



# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## (ii) Sensitivity analysis

For the fair values of contingent consideration, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

Particulars	Rs. in million (unless otherwise stated)			
	Profit or loss		Profit or loss	
	31-Mar-25		31-Mar-24	
	Increase	Decrease	Increase	Decrease
Annual revenue growth rate (10% movement) **	(306.35)	306.29	(226.05)	244.91
EBITDA margin (5% movement) **	(545.23)	545.17	(419.86)	438.71
Risk adjusted discount rate (1% movement) **	49.88	(51.31)	69.70	(53.06)

\*\* Holding all other variables constant

## Note 44: Contingent liabilities (to the extent not provided for)

### Claims against the Group not acknowledged as debts as at year end

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
<b>Claims as at year end</b>		
a) Provident fund (refer note (4) below)	53.61	53.61
b) Indirect tax matters (refer note (3) below)	532.81	180.30
c) Income tax matters (refer note (1) and (2) below)	2,469.07	2,613.39
	<b>3,055.49</b>	<b>2,847.30</b>
<b>Claims received/ (settled/closed) subsequent to year end</b>		
a) Indirect tax matters (refer note (3) below)	-	7.75
	-	7.75
<b>Sub-total</b>	<b>3,055.49</b>	<b>2,855.05</b>
Interest on above matter	883.87	-
<b>Total</b>	<b>3,939.36</b>	<b>2,855.05</b>

## Notes:

- Zuventus Healthcare Ltd (subsidiary of the Holding Company) is in receipt of various regular assessment orders from Income tax authorities. Income tax demands/matters are in relation to certain deductions/allowances in earlier years, which are pending in appeals. The subsidiary has responded to such demand notices/appeals and believes that the operation will not have any significant impact on the group's financial position and performances for the year ended March 31, 2025 or any of the earlier periods presented herein.
- A Search and seizure operation (the operation) was conducted by the Income Tax Department during the month of December 2020 under section 132 of the Income Tax act, 1961. The Holding Company and its two subsidiaries i.e. Zuventus Health Care Ltd and Gennova Biopharmaceuticals Ltd have received orders u/s. 153A and have filed appeals with the CIT(A) against the said orders. Considering the disallowances, management is of the view that the matters involved are normal tax matters, and accordingly the operation will not have any significant impact on the group's financial position and performances for the year ended March 31, 2025.
- The Holding Company & its subsidiaries i.e. Gennova Biopharmaceuticals Ltd. & Zuventus Healthcare Ltd. are in receipt of various demand notices from the Indian Goods and Services Tax authorities. Customs Duty, Excise Duty, Service Tax and Sales Tax demands for input tax credit disallowances and demand for additional Entry Tax arising from dispute on applicable rate are in appeals and pending decisions. The Group has responded to such demand notices and believes that the chances of any liability arising from such notices are less than probable. Accordingly, no provision is made in the financial statements as of March 31, 2025.
- Pursuant to an inspection on Zuventus Healthcare Limited ("Zuventus") by the Employees' Provident Fund Organisation ("EPFO"), EPFO through its order dated June 16, 2010 ("EPFO Order") provided that provident fund should be deducted on fitment allowance for both employee and employers contribution. The same was upheld and confirmed by order of the Employees' Provident Fund Appellate Tribunal, New Delhi dated August 24, 2011 ("Tribunal Order"). Zuventus challenged the same by filing writ petition before Bombay High Court who, vide order dated December 8, 2011 ("Order"), stayed the execution operation and implementation of EPFO Order and the

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Tribunal Order on the precondition that Zuventus deposits Rs. 20 million with EPFO. The proceedings are currently pending before the Bombay High Court and next hearing date is awaited. Management believes that it has strong grounds of defense in the matter and the said demand will not have any significant impact on the group's financial position and performances for the year ended March 31, 2025 or any of the earlier periods presented herein.

5. Pending resolution of the respective proceedings, it is not possible for the Group to estimate the timing of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities.
6. The Holding Company is also contesting other civil claims against the Holding Company which it has not acknowledged as debts and the management believes that its position will likely be upheld in the appellate process. At this stage in the proceedings, it is not possible to estimate the likelihood or extent of the liability, if any.

### Note 45: Other legal matters

#### (A) Legal matters

##### Bristol Myers Squibb (BMS) Vs Emcure CS(COMM)-684/2019

In Dec 2019, BMS sued Emcure in Delhi High Court for infringement of Indian Patent No.247381, expiring on Sep 17, 2022. On Dec 12, 2019, the court granted an ad-interim injunction in favour of BMS and against Emcure. The court directed parties to maintain status quo for launch of its product till the disposal of the application. Thereafter, Emcure filed an appeal division bench of Delhi High Court, which is FAO(OS)(COMM) 377/2019. However, the appeal was disposed off in October 2022 due to the expiry of the suit patent. The right of parties to agitate their respective rights and contentions in respect of the Application for injunction including right to claim restitution, has been kept open to be pursued before the learned Single Judge. There was no launch at risk due to injunction order till patent expiry. Emcure has launched the product only after patent expiry along with several other Generics. The matter is still pending before the Delhi High Court.

Meanwhile, the case was referred to Mediation and thereafter, the parties arrived at settlement. Based on agreed settlement terms the agreement was formally executed on April 18, 2025 and the parties have received court approval for the same and the case is now disposed.

##### Cebis India Private Limited (Formerly known as Vayam) v. Emcure Pharmaceuticals Limited

Cebis India Private Limited ("Cebis") (formerly known as Vayam) has initiated arbitration proceedings against the Holding Company, seeking compensation for alleged loss of investment, profits, interest, and other costs related to the arbitration. The dispute stems from the Holding Company's decision to terminate a prior business relationship with Cebis, due to breach of obligations by Cebis.

The matter is currently ongoing and the Holding Company has initiated actions for its defense. The Holding Company is presently unable to fully assess the merits of Cebis's claims or to reasonably estimate the potential loss, if any, that may result out of these proceedings. However, the management believes that the Holding Company has strong grounds to defend its position in the matter.

##### AstraZeneca Vs Emcure CS (COMM)-407/2020 (Dapagliflozin Tablet)

On Sep 29, 2020, AstraZeneca filed a patent infringement suit for asserting two patents (IN205147 and IN235625) related to Dapagliflozin, against Emcure and sought injunctive relief. Emcure made statement in Court that "Emcure will not be manufacturing and/or launching its product as it has lost commercial interest in Dapagliflozin". In view of this statement, Delhi High Court passed an Order closing the captioned application. On November 15, 2021, Emcure filed an application to withdraw its earlier statement and sought permission for launching Dapagliflozin due to revival of business interest. On this basis, the Delhi High Court vide its order dated Feb 22, 2022 has modified its earlier order of Oct 22, 2020, thereby allowing Emcure to manufacture and / or launch the said product subject to the undertaking provided in the Order. Both IN '147 and IN '625 patents expired on October 02, 2020 and May 15, 2023 respectively.

Further, both the parties have entered into settlement agreement which was executed on May 8, 2025. The Holding Company is in process of obtaining the court approval for disposal of the suit basis the settlement.

##### Boehringer Ingelheim (BI) Vs Emcure & Others - (Linagliptin)

On March 4, 2022, Boehringer Ingelheim ("BI") instituted a patent infringement suit (COMS/9/2022) against Emcure before the Hon'ble High Court of Himachal Pradesh at Shimla. Subsequently, on June 2, 2022, the Hon'ble Court granted an injunction in favour of BI and against Emcure (and MSN), directing the parties to jointly and severally refrain from infringing BI's patent, i.e., IN'301.

Emcure filed an appeal (OSA/6/2022) against the said injunction order before the Division Bench of the Hon'ble Shimla High Court on August 5, 2022. However, as the subject patent IN'301 expired on August 18, 2023, the said appeal was dismissed as infructuous on March 12, 2024.

The main suit for patent infringement (COMS/9/2022) remains pending before the Hon'ble High Court at Shimla.

#### (B) Drug Pricing Matters:

##### Attorneys General Litigation\*\*

On December 21, 2015, Heritage Pharmaceuticals Inc ("Heritage") received a subpoena and interrogatories from the Connecticut Office

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

of the Attorney General seeking information relating to the marketing, pricing and sale of certain of Heritage's generic products (including generic doxycycline) and communications with competitors about such products. On December 14, 2016, the attorneys general of twenty states filed a complaint in the United States District Court for the District of Connecticut against several generic pharmaceutical drug manufacturers and individuals, including Heritage, alleging anticompetitive conduct with respect to, among other things, doxycycline hyclate DR. On June 18, 2018, the attorneys general of forty-five states, the District of Columbia and the Commonwealth of Puerto Rico filed an amended consolidated complaint against various drug manufacturers, including Heritage, Emcure and Emcure's Chief Executive Officer, Satish Ramanlal Mehta based on the same alleged conduct. The consolidated complaint (the "State AG Complaint") was subsequently amended to add certain attorneys general alleging violations of federal and state antitrust laws, as well as violations of various states' consumer protection laws.

The consolidated State AG Complaint alleges that Heritage engaged in anticompetitive conduct with respect to fifteen different drugs: acetazolamide; doxycycline monohydrate, doxycycline hyclate DR, fosinopril HCTZ, glipizide metformin, glyburide, glyburide metformin, leflunomide, meprobamate, nimodipine, nystatin, paromomycin, theophylline, verapamil, and zoledronic acid. The consolidated State AG Complaint also includes claims asserted by attorneys general of thirty-seven states and the Commonwealth of Puerto Rico against Heritage, Emcure, and certain individuals, including Emcure's Chief Executive Officer, Satish Ramanlal Mehta, with respect to doxycycline hyclate DR. The allegations in the State AG Complaint are similar to those in the previously filed civil complaints (discussed below).

The consolidated State AG Complaint was transferred and consolidated into the ongoing multidistrict litigation captioned *In re Generic Pharmaceuticals Pricing Antitrust Litigation*, Case No. 16 MD 2724, which is currently pending in the United States District Court, Eastern District of Pennsylvania (the "Antitrust MDL").

On February 28, 2023, the Court in the Antitrust MDL denied almost all dispositive motions filed by the companies - and some of their former executives - to dismiss the price-fixing allegations.

In June 2023, Emcure, Heritage and Satish Ramanlal Mehta reached a settlement agreement in principle with the Plaintiff States (the "States Settlement Agreement") which was approved by each individual Plaintiff States. On October 31, 2024, the Plaintiff States filed a motion for preliminary approval of the States Settlement Agreement with the United States District Court, District of Connecticut, and on April 2, 2025, the Court granted final approval of the States Settlement Agreement. The Court-approved settlement effectively resolves and releases all claims that Plaintiff States asserted, or could have asserted, against Emcure, Heritage and Satish Ramanlal Mehta based on the antitrust conduct alleged in the consolidated State AG Complaint.

### Civil Litigation\*\*

Beginning in 2016, Heritage, along with other manufacturers, has been named as a defendant in lawsuits generally alleging anticompetitive conduct with respect to generic drugs. The lawsuits have been filed by putative classes of direct purchases (the "Direct Purchaser Plaintiffs"), 2 putative classes of indirect purchasers (the "Endpayer Plaintiffs" and the "Indirect Reseller Plaintiffs") and by individual opt out plaintiff purchasers. They allege harm under federal and state antitrust laws, state consumer protection laws and unjust enrichment claims. Some of the lawsuits also name Emcure and Emcure's Chief Executive Officer, Satish Ramanlal Mehta, as defendants and include allegations against them with respect to doxycycline hyclate DR. The lawsuits have been consolidated in the Antitrust MDL (referenced above).

A number of other lawsuits were separately filed against Heritage, Emcure and various other manufacturers, by individual plaintiffs who have elected to opt-out of the putative classes. These complaints also generally allege anticompetitive conduct with respect to generic drugs which allegedly caused harm under federal and state antitrust laws, state consumer protection laws and unjust enrichment claims. These lawsuits have also been consolidated in the pending Antitrust MDL (referenced above).

Emcure, Heritage and Satish Ramanlal Mehta have now also entered into two other settlement agreements including (i) a settlement agreement dated October 31, 2023 for the settlement of all claims filed against Emcure and Heritage by all of the Direct Purchaser Plaintiffs in the Civil Cases (the "DPP Settlement Agreement"), and (ii) a settlement agreement dated November 28, 2023 for the settlement of all claims filed against Emcure and Heritage by all of the End-Payer Plaintiffs in the Civil Cases (the "EPP Settlement Agreement"). Settlements have yet to be negotiated with the Indirect Reseller Plaintiffs and the individual opt-out plaintiff purchasers in the Civil Cases, which comprise individual plaintiff purchasers that are not part of the classes of Direct Purchaser Plaintiffs and the End-Payer Plaintiffs.

Similar to the procedure used with the States Settlement Agreement (referenced above) both the DPP Settlement Agreement and the EPP Settlement Agreement must be approved by the Court following the filing of motions seeking such approval by the Direct Purchaser Plaintiffs and the End-Payer Plaintiffs, respectively.

On January 23, 2024, the Direct Purchaser Plaintiffs filed a motion for approval of the DPP Settlement Agreement, and on February 13, 2024, the Court granted preliminary approval to the DPP Settlement Agreement and on September 23, 2024, the Court granted final approval to the DPP Settlement Agreement. The Court-approved settlement effectively resolves and releases all claims that the Direct Purchaser Plaintiffs asserted, or could have asserted, against Emcure, Heritage and Satish Ramanlal Mehta based on the antitrust conduct alleged in their consolidated Complaint.

On June 12, 2024, the End-Payer Plaintiffs filed a motion with the Court for preliminary approval of the EPP Settlement Agreement, and that motion remains pending as the next step.

\*\* Emcure Pharmaceuticals Limited (the Holding Company) has entered into an indemnity agreement with Avet Lifesciences Limited ("Avet

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Life"), whereby from the effective date of the scheme of arrangement, Avet Life has agreed to indemnify, defend and hold harmless the Holding company and directors, officers, employees, agent, representatives and shareholders of the Holding company (the "Indemnified Parties"), as applicable, from and against any and all the losses suffered or incurred by the Indemnified Parties, which arises out of, or results from or in connection with any claim and any loss suffered by the Indemnified Parties on account of breach by Avet Life or its subsidiaries and affiliates of any covenants, undertakings and/or obligations of the Indemnification Deed, and in relation to losses arising out of certain identified claims including claims and obligations of the Holding Company under pending litigations in the U.S. Pursuant to the Indemnification Deed, Avet Life will assume all losses or liability, and the payment obligation (if any), that would be owed by the Holding company in either the State AG Complaint or the Civil Cases under a negotiated settlement agreement, or an adverse verdict rendered by a jury against our Holding company or our officers, directors and employees. As a result of such indemnity agreement, our Holding company would be liable for any potential settlement obligation, or adverse jury verdict for the amount directed specifically against it, only in the event that Avet Life is unable to fully satisfy such an obligation or verdict.

## (C) Other Litigation Matters:

### Canadian Drug Pricing Litigation

Marcan Pharmaceutical Inc ("Marcan") received notice that a purported class action was filed on behalf of a class of direct purchasers against a number of defendants, including Marcan, alleging anticompetitive conduct under Canadian law with respect to the sale of generic drugs. The case is pending in Canadian Federal Court, Toronto, Ontario and captioned Eaton v. Teva Canada Ltd., et al., Court File No.: T-607-20.

On August 23, 2022, the same class of purported direct purchasers filed an amended complaint against a number of brand manufacturers and several other generic manufacturers, including Marcan, which continues to allege certain anticompetitive conduct under Canadian law with respect to the sale of generic drugs.

Marcan denies the allegations and any liability. Without any admission of wrongdoing, Marcan, along with certain other defendants, has negotiated the terms of a national settlement agreement that would fully and finally resolve the claims as against it. The agreement is in its final stages of approval by the defendants and, once executed, will be subject to Court approval.

The settlement includes standard releases and a bar order to prevent contribution or indemnity claims by non-settling defendants. It is intended to bring finality to Marcan's involvement in the proceeding, with no further financial or legal obligations beyond the settlement terms.

At this time, no additional liability is expected in connection with this matter.

## (D) General

From time to time, the Group is subject to various disputes, governmental and/or regulatory inquiries or investigations, and litigations, some of which result in losses, damages, fines and charges against the Group. While the Group intends to vigorously defend its position in the claims asserted against it, the ultimate resolution of a matter is often complex, time consuming, and difficult to predict. Therefore, except as described below, the Group does not currently have a reasonable basis to estimate the loss, or range of loss, that is reasonably possible with respect to matters disclosed in this note.

The Group records a provision in its financial statements to the extent that it concludes that a contingent liability is probable and the amount is estimable and has noted those contingencies below. The Group assessments involve complex judgments about future events and often rely heavily on estimates and assumptions. The Group also incurs significant legal fees and related expenses in the course of defending its positions even if the facts and circumstances of a particular litigation do not give rise to a provision in the financial statements.

## Note 46: Capital and other commitments (to the extent not provided for)

### A) Capital commitment

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	804.83	933.08

### B) Other commitments

i) The Group has a 100 per cent Export Oriented Unit (EOU) set up under the permission granted by the Office of the Development Commissioner of SEEPZ Special Economic Zone, Mumbai and KASEZ, Kandla, Ministry of Commerce, Government of India. The authorities have, inter alia, laid down the following conditions, failing which the Group may be liable for penal action:

- i. The entire (100%) production shall be exported against foreign currency except the sales in domestic tariff area admissible as per entitlement.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

- ii. The Export Oriented Units of the Group shall be a positive net foreign exchange earner during the block period of 5 years from the date of commencement of production failure to achieve the same the Group will be liable for penal action.

As at the year end, the group is in compliance with the condition laid down by the authorities and does not expect any non-compliance in future.

ii) Gennova Biopharmaceuticals Limited has imported certain machinery under the Export Promotion Capital Goods (EPCG) Scheme and accordingly has an export obligation of Rs. 160.46 million (March 31, 2024: Rs. 266.92 million). In this respect Bond of Rs. 166 million (March 31, 2024: Rs. 158.20 millions) to the Commissioner of Customs.

Year of issue	Export obligation to be fulfilled	Rs. in million			
		Unfulfilled export obligation			
		As at March 31, 2025		As at March 31, 2024	
		FC. In million	Rs. In million	FC. In million	Rs. In million
2021-22	2027-28	0.40	33.84	0.57	47.14
2022-23	2028-29	0.39	33.38	1.86	155.08
2023-24	2029-30	0.12	9.98	0.78	64.70
2024-25	2030-31	0.97	83.26	-	-
		<b>1.88</b>	<b>160.46</b>	<b>3.21</b>	<b>266.92</b>

### iii) Long-term contracts

The group has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the group did not have any long-term contracts for which there were any material foreseeable losses (March 31, 2024: Nil).

### iv) Derivative contracts

The group has not entered into any derivative contracts during the year and has no derivative contract outstanding as at the year end (March 31, 2024: Nil).

## C) Financial Guarantee given

Emcure Pharmaceuticals Limited had given corporate guarantee to bankers of Avet Lifescience Private Limited in respect of short term borrowings facility availed by it. The amount of Guarantee given and outstanding exposure value against the said guarantee is as below;

	As at 31-Mar-25		As at 31-Mar-24	
	USD million	Rs. million	USD million	Rs. million
Guarantee given	-	-	55.00	4,587.00
Outstanding exposure	-	-	47.48	3,960.20

The facility of Avet Lifescience Private Limited was closed subsequent to year ended March 31, 2024 and the above stated Guarantee given by Emcure Pharmaceuticals Limited was released on May 21, 2024.

### Note 47: Indirect Tax refund received

The Holding Company and its subsidiary Zuventus Healthcare Limited (ZHL) is entitled to receive subsidy in the form of Budgetary Support under Goods and Service Tax as per fixed percentage of Central Tax / IGST paid in cash after full utilisation of input tax credit by its unit at Jammu and Kashmir which is valid till May 2026 and up to February 2027 in case of ZHL. There are no unfulfilled conditions or other contingencies related to the Scheme.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Note 48: Earnings per share

	Rs. in million	
Particulars	31-Mar-25	31-Mar-24
<b>Basic earnings per share</b>		
A. Profit attributable to equity shareholders (Rs. million)	6,813.32	4,981.83
B. Weighted average number of equity shares for the year	18,70,41,207	18,08,72,608
<b>Basic earnings per share (Rs.) (A/B)</b>	<b>36.43</b>	<b>27.54</b>
<b>Diluted earnings per share</b>		
C. Adjusted net profit for the year (Rs. million) (refer note below)	6,813.32	4,981.83
Weighted average number of equity shares for the year	18,70,41,207	18,08,72,608
Add: Effect of employee stock options*	-	-
D. Weighted average number of equity share (diluted) for the year	18,70,41,207	18,08,72,608
<b>Adjusted earnings per share (Rs.) (C/D)</b>	<b>36.43</b>	<b>27.54</b>
<b>Face value per share (Rs.)</b>	<b>10.00</b>	<b>10.00</b>

\* The effect of conversion of potential equity share for the year ended March 31, 2025 and March 31, 2024 is excluded, since the impact on earnings per share is anti dilutive.

## Note 49: Segment reporting

Operating segment are components of the Group whose operating results are regularly reviewed by the Chief Operating Decision Maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The Group's board of directors along with it's Managing director, examines the Group's performance and have identified single reportable operating segment, viz. 'Pharmaceuticals' for the purpose of making decision on allocation of resources and assessing its performance. Board of directors primarily use revenue as a measure to assess the performance of the operating segment.

The Group is domiciled in India. The amount of its revenue from external customers broken down by destination of shipment of goods is shown in the table below;

	Rs. in million	
Entity – wide disclosures:	31-Mar-25	31-Mar-24
<b>Revenue from external customers</b>		
<b>Sales (Net)</b>		
India (A)	36,592.81	32,148.98
<b>Outside India</b>		
Europe	15,254.74	14,235.72
North America	12,967.35	9,279.09
Other continents	14,145.07	10,918.72
<b>Outside India Total (B)</b>	<b>42,367.16</b>	<b>34,433.53</b>
<b>Revenue from operations (A+B)</b>	<b>78,959.97</b>	<b>66,582.51</b>

The following table shows the distribution of the Group's property, plant and equipment including capital work in progress and Right-of-use assets based on the location of assets:

	Rs. in million	
Non - Current Assets	31-Mar-25	31-Mar-24
India (A)	23,781.03	23,410.73
<b>Outside India</b>		
North America	301.93	359.19
Other continents	188.25	202.15
<b>Outside India Total (B)</b>	<b>490.18</b>	<b>561.34</b>
<b>Total (A+B)</b>	<b>24,271.21</b>	<b>23,972.07</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Non-current assets other than property, plant and equipment including capital work in progress and Right-of-use assets are used in the group's business across the locations interchangeably and accordingly management is of the view that separate disclosure of for these is not required.

### Major Customers:

The Group has no external customer which accounts for more than 10% of the Group's total revenue and receivable for the year ended March 31, 2025 and March 31, 2024.

### Note 50: Related party disclosure

#### Related parties with whom there were transactions during the year and nature of relationship

#### Key Management Personnel: Whole Time Directors

Mr. Satish Mehta (Managing Director and CEO)

Dr. Mukund Gurjar (Executive Director)

Mr. Sunil Mehta (Executive Director)

Mrs. Namita Thapar (Executive Director)

Mr. Samit Mehta (Executive Director)

#### Key Management Personnel: Other than Whole Time Directors

Mr. Berjis Desai (Chairman and Non Executive Director)

Mr. Samonnoi Banerjee (Nominee of BC Investment IV Ltd) (Director) (upto November 23, 2024)

Mr. P. S. Jayakumar (Independent Director)

Mr. Tajuddin Shaikh (Chief Financial Officer)

Dr. Vidya Rajiv Yeravdekar (Independent Director)

Dr. Shailesh Kripalu Ayyangar (Independent Director w.e.f June 02, 2023)

Mr. Vijay Keshav Gokhale (Independent Director)

#### Key Management Personnel: Relatives

Mr. Sanjay Mehta

Mr. Vikas Thapar

Mr. Rutav Mehta

Mr. Niraj Mehta

Mr. Rohan Gurjar

Mrs. Bhavna Mehta

Mrs. Surekha Shah

Mrs. Shaila Gurjar

Mrs. Suhasinee Shah

Mrs. Kamini Mehta

Mrs. Pushpa Mehta

Mrs. Swati Shah

Mrs. Smita Paresh Shah



## *Notes to the Consolidated Financial Statements for the year ended March 31, 2025*

### **Enterprise over which Key Management Personnel have control:**

H.M. Sales Corporation

Uth Beverages Factory Pvt. Ltd.

Brandbucket Enterprises Private Limited

Incredible Ventures Private Limited

Avet Lifesciences Private Limited (formerly known as Avet Lifesciences Limited)

Heritage Pharma Holdings Inc. (doing business as Avet Pharmaceuticals Holdings Inc.) (Subsidiary of Avet Lifesciences Private Limited)

Heritage Pharmaceuticals Inc. (doing business as Avet Pharmaceuticals Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)

Heritage Pharma Labs Inc. (doing business as Avet Pharmaceuticals Labs Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)

AvetAPI Inc (erstwhile Hacco Pharma Inc.) (Subsidiary of Heritage Pharma Holdings Inc.)

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Volume of transactions during year ended		Balance outstanding as at			
				31-Mar-25		31-Mar-24	
		31-Mar-25	31-Mar-24	Receivable	Payable	Receivable	Payable
(A)	Transactions/ balances with related parties (other than KMP) are as follows:						
1	<b>Sale of assets</b>						
	Avet Lifesciences Private Limited	-	0.29	-	-	0.34	-
		-	0.29	-	-	0.34	-
2	<b>Purchase of goods &amp; services</b>						
	Brandbucket Enterprises Private Limited	0.10	2.36	-	-	-	-
	Uth Beverage Factory Pvt. Ltd.	3.09	1.15	-	1.97	-	-
	Heritage Pharma Labs Inc.	-	39.13	-	-	-	-
		3.19	42.64	-	1.97	-	-
3	<b>Investment in Non-convertible debentures</b>						
	Avet Lifesciences Private Limited	-	2,500.00	-	-	2,500.00	-
		-	2,500.00	-	-	2,500.00	-
4	<b>Interest on Debentures</b>						
	Avet Lifesciences Private Limited	58.24	115.93	-	-	104.35	-
		58.24	115.93	-	-	104.35	-
5	<b>Sale /(Return) of goods and services</b>						
	Uth Beverage Factory Pvt. Ltd.	(2.70)	23.87	6.46	-	18.33	-
	H.M. Sales Corporation	47.88	48.00	33.99	-	38.39	-
	Avet Lifesciences Private Limited	1,549.59	1,514.09	1,100.44	-	1,741.41	-
	Heritage Pharma Labs Inc.	67.01	252.04	60.68	-	225.85	-
	Heritage Pharmaceuticals Inc.	511.60	75.96	105.03	-	69.57	-
	AvetAPI Inc	-	-	-	-	8.28	-
		2,173.38	1,913.96	1,306.60	-	2,101.83	-
6	<b>Interest expense</b>						
	H.M. Sales Corporation	0.83	0.75	-	0.23	-	0.17
		0.83	0.75	-	0.23	-	0.17
7	<b>Trade/Security deposits accepted</b>						
	H.M. Sales Corporation	3.50	-	-	13.50	-	10.00
		3.50	-	-	13.50	-	10.00
8	<b>Commission expense</b>						
	H.M. Sales Corporation	50.96	50.00	-	13.40	-	12.12
		50.96	50.00	-	13.40	-	12.12
9	<b>Reimbursement of expenses made</b>						
	Uth Beverage Factory Pvt. Ltd.	-	0.13	-	-	-	-
	H.M. Sales Corporation	0.93	1.49	-	0.09	-	0.16
	Heritage Pharmaceuticals Inc.	1.49	0.62	-	1.93	-	70.20
	Avet Lifesciences Private Limited	1.11	-	-	1.29	-	-
	Heritage Pharma Labs Inc.	1.66	0.31	-	1.70	-	5.44
		5.19	2.55	-	5.01	-	75.80
10	<b>Royalty expense</b>						
	Uth Beverage Factory Pvt. Ltd.	0.40	0.78	-	-	-	0.17
		0.40	0.78	-	-	-	0.17
11	<b>Reimbursement of expenses received</b>						
	Heritage Pharmaceuticals Inc.	0.52	12.05	-	-	13.04	-
	Avet Lifesciences Private Limited	19.46	27.37	16.47	-	41.99	-
		19.98	39.42	16.47	-	55.03	-
12	<b>Financial guarantee fees charged</b>						
	Avet Lifesciences Private Limited	4.78	53.96	-	-	68.20	-
	Heritage Pharma Holdings Inc.	-	-	-	-	15.89	-
		4.78	53.96	-	-	84.09	-

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Volume of transactions during year ended		Balance outstanding as at			
		31-Mar-25	31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable	Payable	Receivable	Payable
13	<b>Rent Income</b> Incredible Ventures Pvt Ltd.	0.04	0.01	-	-	-	-
		<b>0.04</b>	<b>0.01</b>	-	-	-	-
14	<b>Redemption of Non-convertible debentures</b> Avet Lifesciences Private Limited	2,500.00	-	-	-	-	-
		<b>2,500.00</b>	-	-	-	-	-
(B)	<b>Transactions/ balances with related parties (KMP) are as follows:</b>						
1	<b>Remuneration paid</b> <i>Key management personnel: whole time directors</i>						
	Mr. Satish Mehta	256.12	229.59	-	53.32	-	30.74
	Dr. Mukund Gurjar	62.17	57.70	-	14.02	-	13.17
	Mr. Sunil Mehta	48.25	34.45	-	5.47	-	4.09
	Mrs. Namita Thapar	48.32	43.99	-	5.50	-	5.27
	Mr. Samit Mehta	48.50	43.85	-	5.34	-	5.22
		<b>463.36</b>	<b>409.58</b>	-	<b>83.65</b>	-	<b>58.49</b>
	<i>Key management personnel: relatives</i>						
	Mr. Vikas Thapar	50.32	45.86	-	5.50	-	5.27
	Mr. Sanjay Mehta	48.25	35.25	-	5.48	-	4.18
	Mr. Rutav Mehta	5.04	4.12	-	0.51	-	0.41
	Dr Rohan Gurjar	2.97	-	-	-	-	-
		<b>106.58</b>	<b>85.23</b>	-	<b>11.49</b>	-	<b>9.86</b>
	<i>Key management personnel: other than whole time directors</i>						
	Mr. Tajuddin Shaikh	18.98	16.25	-	4.85	-	4.32
		<b>18.98</b>	<b>16.25</b>	-	<b>4.85</b>	-	<b>4.32</b>
2	<b>Post-employment obligations</b> <i>Key management personnel: whole time directors</i>						
	Mrs. Namita Thapar	2.51	1.97	-	17.84	-	15.33
	Mr. Samit Mehta	13.90	2.86	-	34.36	-	20.46
		<b>16.41</b>	<b>4.83</b>	-	<b>52.20</b>	-	<b>35.79</b>
	<i>Key management personnel: relatives</i>						
	Mr. Vikas Thapar	2.41	1.94	-	17.63	-	15.22
	Mr. Rutav Mehta	0.12	0.09	-	0.21	-	0.09
		<b>2.53</b>	<b>2.03</b>	-	<b>17.84</b>	-	<b>15.31</b>
	<i>Key management personnel: other than whole time directors</i>						
	Mr. Tajuddin Shaikh	1.18	0.92	-	6.70	-	5.52
		<b>1.18</b>	<b>0.92</b>	-	<b>6.70</b>	-	<b>5.52</b>
3	<b>Compensated absences</b> <i>Key management personnel: whole time directors</i>						
	Mr. Satish Mehta	3.63	1.71	-	26.65	-	23.02
	Dr. Mukund Gurjar	0.41	0.35	-	5.64	-	5.23
	Mr. Sunil Mehta	1.33	0.26	-	4.92	-	3.59
	Mrs. Namita Thapar	0.47	0.19	-	5.45	-	4.98
	Mr. Samit Mehta	0.68	0.34	-	6.15	-	5.47
		<b>6.52</b>	<b>2.85</b>	-	<b>48.81</b>	-	<b>42.29</b>
	<i>Key management personnel: relatives</i>						
	Mr. Vikas Thapar	0.42	0.17	-	5.31	-	4.89
	Mr. Sanjay Mehta	1.32	0.27	-	4.92	-	3.60
	Mr. Rutav Mehta	0.18	0.18	-	0.36	-	0.18
		<b>1.92</b>	<b>0.62</b>	-	<b>10.59</b>	-	<b>8.67</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million

Sr. No.	Description of the nature of transaction / balance	Volume of transactions during year ended		Balance outstanding as at			
		31-Mar-25	31-Mar-24	31-Mar-25		31-Mar-24	
				Receivable	Payable	Receivable	Payable
	<b>Key management personnel: other than whole time directors</b>						
	Mr. Tajuddin Shaikh	0.22	0.13	-	1.76	-	1.54
		<b>0.22</b>	<b>0.13</b>	<b>-</b>	<b>1.76</b>	<b>-</b>	<b>1.54</b>
4	<b>Employee share based payments</b>						
	<b>Key management personnel: relatives</b>						
	Mr. Vikas Thapar	-	202.36	-	-	-	-
		<b>-</b>	<b>202.36</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Key management personnel: other than whole time directors</b>						
	Mr. Tajuddin Shaikh	0.04	0.29	-	6.18	-	7.97
		<b>0.04</b>	<b>0.29</b>	<b>-</b>	<b>6.18</b>	<b>-</b>	<b>7.97</b>
5	<b>Employee share based payments - Perquisite on share options exercised</b>						
	<b>Key Management Personnel: Relatives</b>						
	Mr. Vikas Thapar	-	262.02	-	-	-	-
		<b>-</b>	<b>262.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Key management personnel: other than whole time directors</b>						
	Mr. Tajuddin Shaikh	34.55	-	-	-	-	-
		<b>34.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
6	<b>Dividend Paid</b>						
	Key management personnel: whole time directors	-	322.52	-	-	-	-
	Key management personnel: relatives	-	122.81	-	-	-	-
	Key Management Personnel: Other than Whole Time Directors	-	1.65	-	-	-	-
		<b>-</b>	<b>446.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
7	<b>Commission - Other than Whole Time Directors</b>						
	Mr. Berjis Desai	10.00	10.00	-	10.00	-	10.00
	Mr. P. S. Jaykumar	3.60	3.60	-	3.60	-	3.60
	Dr. Vidya Rajiv Yeravdekar	1.50	1.50	-	1.50	-	1.50
	Mr. Vijay Keshav Gokhale	3.00	2.50	-	3.00	-	2.50
	Dr. Shailesh Kripalu Ayyangar	13.00	12.00	-	13.00	-	12.00
		<b>31.10</b>	<b>29.60</b>	<b>-</b>	<b>31.10</b>	<b>-</b>	<b>29.60</b>
8	<b>Sitting fees - Other than Whole Time Directors(3)</b>						
	Mr. Berjis Desai	0.76	0.60	-	-	-	-
	Mr. Samonnoi Banerjee	0.44	0.52	-	-	-	-
	Mr. P. S. Jaykumar	1.02	0.94	-	-	-	-
	Mr. Shailesh Ayyangar	0.95	0.60	-	-	-	-
	Mr. Vijay keshav Gokhale	1.32	1.12	-	-	-	-
	Ms. Vidya Rajiv Yeravdekar	0.20	0.28	-	-	-	-
		<b>4.69</b>	<b>4.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
9	<b>Rent expense</b>						
	<b>Key management personnel: whole time directors</b>						
	Mr. Sunil Mehta	0.49	0.48	-	-	-	-
		<b>0.49</b>	<b>0.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Key management personnel: relatives</b>						
	Mr. Sanjay Mehta	0.49	0.48	-	-	-	-
	Mrs. Bhavna Mehta	0.38	0.37	-	-	-	-
		<b>0.87</b>	<b>0.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Notes:

- (1) All related party transactions entered during the year and outstanding balances were in ordinary course of the business and are on an arm's length basis. Outstanding balances are unsecured and to be settled in cash.
- (2) During the year ended March 31, 2024, Zuventus Healthcare Limited (subsidiary of the Holding Company) had subscribed to Redeemable Non-convertible debentures (NCD's) of Avet Lifesciences Private Limited ("Avet") of Rs. 2,500.00 million. The rate of interest of these debentures is Modified Mumbai Inter-bank forward offer rate (MIFOR) plus spread of 415.3 bps. The NCD's are repayable over a period of 5 years from date of allotment. However, basis memorandum of understanding entered on March 31, 2024, both the parties have agreed to redeem these debentures before March 31, 2025. These NCD's have been redeemed during the year ended March 31, 2025. Outstanding amount of NCD's and interest thereon is Rs. Nil (March 31, 2024: Rs. 2,604.35 million). The interest rate was higher than the prevailing yield of Government Security closest to the tenor of the loan. Proceeds from NCD's will be utilised for general business purpose by Avet.
- (3) Includes amount of Rs. 0.24 million (March 31, 2024: 0.16 million) sitting fees paid to directors for IPO Committee meeting which is included in IPO expenses.

## Note 51: Post-Employment Benefits

### a) Defined contribution plans

The Group has certain defined contribution plans. Contributions are made as per local regulations. The contributions are made to registered provident fund/pension fund/other fund administered by the government. The obligation of the holding company and two of its Indian subsidiaries are limited to the amount contributed and it has no further contractual nor any constructive obligation.

**Defined contribution plans:** The group has recognised the following amount in the Statement of Profit and Loss for the year

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
i) Contribution to employees provident fund	386.02	343.63
ii) Contribution to employees family pension fund	158.34	149.91
iii) Contribution to Canada pension plan	11.62	9.69
iv) Contribution to defined contribution plan (401K)	76.63	74.16
v) Other defined Contribution plans	290.18	160.10
<b>Total</b>	<b>922.79</b>	<b>737.49</b>

### b) Post-employment obligations

#### Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees of the Holding Company and subsidiaries located in India who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contributions to recognised funds in India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

### c) Defined benefit plans

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Rs. in million			
Particulars	Present Value of Obligation	Fair Value of Plan assets	Total
<b>As at April 1, 2024</b>	1,278.41	(1,045.11)	233.30
Current service cost	169.74	-	169.74
Interest expenses/(income)	87.89	(77.33)	10.56
Mortality charges and taxes	-	4.39	4.39
Impact of Transfer (in) / out	0.19	0.19	0.38
<b>Total amount recognised in statement of profit and loss</b>	<b>257.82</b>	<b>(72.75)</b>	<b>185.07</b>
Remeasurement of:			
- Return on plan assets, excluding amounts included in interest expense/(income)			
Actuarial (gain)/ losses - experience	-	7.18	7.18
Actuarial (gain)/ losses - financial assumptions	-	1.33	1.33
- Defined benefit obligations			
Actuarial (gain)/ losses - experience	(0.15)	-	(0.15)
Actuarial (gain)/ losses - demographic changes	-	-	-
Actuarial (gain)/ losses - financial assumptions	27.81	-	27.81
<b>Total amount recognised in other comprehensive income</b>	<b>27.66</b>	<b>8.51</b>	<b>36.17</b>
Employer contribution	-	(173.16)	(173.16)
Benefit payments	(113.78)	113.78	-
<b>As at March 31, 2025</b>	<b>1,450.11</b>	<b>(1,168.73)</b>	<b>281.38</b>

Rs. in million			
Particulars	Present Value of Obligation	Fair Value of Plan assets	Total
<b>As at April 1, 2023</b>	<b>1,134.35</b>	<b>(950.95)</b>	<b>183.40</b>
Current service cost	162.96	-	162.96
Interest expenses/(income)	79.04	(71.07)	7.97
Mortality charges and taxes	-	4.27	4.27
Transfer In/(Out)	(0.61)	(0.21)	(0.82)
<b>Total amount recognised in statement of profit and loss</b>	<b>241.39</b>	<b>(67.01)</b>	<b>174.38</b>
Remeasurement of:			
- Return on plan assets, excluding amounts included in interest expense/(income)			
Actuarial (gain)/ losses - experience	-	22.13	22.13
Actuarial (gain)/ losses - financial assumptions	-	(11.25)	(11.25)
- Defined benefit obligations			
Actuarial (gain)/ losses - experience	(0.68)	-	(0.68)
Actuarial (gain)/ losses - demographic changes	5.23	-	5.23
Actuarial (gain)/ losses - financial assumptions	7.02	-	7.02
<b>Total amount recognised in other comprehensive income</b>	<b>11.57</b>	<b>10.88</b>	<b>22.45</b>
Employer contribution	-	(146.93)	(146.93)
Benefit payments	(108.90)	108.90	-
<b>As at March 31, 2024</b>	<b>1,278.41</b>	<b>(1,045.11)</b>	<b>233.30</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

d) The net liability disclosed above relates to funded plans are as follows:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Present value of obligation	1,450.11	1,278.41
Fair value of plan assets	(1,168.73)	(1,045.11)
<b>Deficit of funded plan</b>	<b>281.38</b>	<b>233.30</b>

The Group has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Group intends to continue to contribute the defined benefit plans as per the demand from Life Insurance Corporation (LIC) of India.

### Significant estimates: actuarial assumptions and sensitivity

Post-employment benefits (gratuity) - The significant actuarial assumptions were as follows:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
a) Discount rate	6.6% - 6.9%	7.2% - 7.2%
b) Expected rate of return on plan assets	7.2% - 7.3%	7.30% - 7.5%
c) Salary escalation rate	9.00%	9.00%
d) Withdrawal rate		
Field staff	10.0%-30.0%	10.0%-30.0%
Factory and corporate staff	10.0%-20.0%	10.0%-20.0%
e) Mortality table	IALM(2012-14) ult	IALM(2012-14) ult

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

Normal retirement age is 58 years.

**e) Sensitivity analysis:** The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions

Particulars	Change in assumption		Increase in net liability		Decrease in net liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	1.00%	1.00%	(55.89)	(49.20)	60.97	53.64
Salary escalation rate	1.00%	1.00%	46.52	40.79	(43.51)	(38.16)
Withdrawal rate	1.00%	1.00%	(6.61)	(4.93)	7.14	5.34

Assumptions regarding future mortality for gratuity benefit is set based on actuarial advice in accordance with published statistics and experience in India.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### f) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed:

- i) Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. All assets are maintained with fund managed by LIC of India.
- ii) Changes in bond yields: A decrease in bond yields will increase plan liabilities.
- iii) Future salary escalation and inflation risk: Rising salaries will often result in higher future defined benefit payments resulting in higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the group is successfully able to neutralize valuation swings caused by interest rate movements. Hence group is encouraged to adopt asset-liability management.

The Group's all assets are maintained in a fund managed by LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years.

### g) Defined benefit liability and employer contributions

The Group has agreed that it will aim to eliminate the deficit in gratuity plan over the years. Funding levels are assessed by LIC on annual basis and the Group makes contribution as per the instructions received from LIC. The Group compares the expected contribution to the plan as provided by actuary with the instruction from LIC and assesses whether any additional contribution may be required. The Group considers the future expected contribution will not be significantly increased as compared to actual contribution.

Expected contributions to post-employment benefit plans for the next year are Rs. 281.30 million.

The weighted average duration of the defined benefit obligation ranged between 4.35 - 9.32 years (March 31, 2024: 4.30 - 9.61 years).

The expected maturity analysis of gratuity is as follows:

Rs. in million					
Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at March 31, 2025					
Defined benefit obligation - gratuity	403.92	250.86	692.01	932.54	2,279.33
As at March 31, 2024					
Defined benefit obligation - gratuity	353.59	236.86	618.65	847.92	2,057.02

### h) Major plan assets

Rs. in million		
Sensitivity	31-Mar-25	31-Mar-24
	Unquoted	Unquoted
Investment funds		
- Insurance funds (LIC Pension and Group Schemes fund)	1,168.73	1,045.11
<b>Total</b>	<b>1,168.73</b>	<b>1,045.11</b>

The category wise details of the plan assets is not available as it is maintained by LIC.

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Note 52: Employees stock option plan

As at March 31, 2025, the Holding company has the following share-based payment arrangement:

### Share option plans (equity settled)

"Emcure ESOS 2013": The Board of the directors of the Holding Company ("Board") vide its resolution granted employee stock options as under to the eligible employees under "Emcure ESOS 2013" in compliance with the provisions of the applicable law and rules framed thereunder.

Resolution date	Tranche No	Grant Date	Exercise Price	Total Options Granted
10-Oct-13	Tranche - 01	01-Oct-13	165.07	22,70,000
14-Mar-16	Tranche - 02	14-Mar-16	452.57	5,80,000
07-Jul-17	Tranche - 03	07-Jul-17	243.82	1,00,000
01-Nov-18	Tranche - 04	01-Nov-18	465.82	8,40,000
01-Dec-18	Tranche - 05	01-Dec-18	465.82	2,40,000
01-Feb-19	Tranche - 06	01-Feb-19	465.82	2,30,000
06-Jun-19	Tranche - 07	06-Jun-19	465.82	6,25,000
08-Nov-19	Tranche - 08	08-Nov-19	523.82	4,55,000
04-Feb-20	Tranche - 09	04-Feb-20	523.82	70,000
22-Jul-20	Tranche - 10	22-Jul-20	563.82	1,80,000
09-Nov-20	Tranche - 11	09-Nov-20	563.82	40,000
27-May-21	Tranche - 12	27-May-21	862.07	3,40,000
22-Feb-22	Tranche - 13	22-Feb-22	1,000.05	1,10,000
20-Oct-22	Tranche - 14	20-Oct-22	1,008.21	30,000
13-Feb-23	Tranche - 15	13-Feb-23	1,008.21	2,50,000
24-Mar-25	Tranche - 16	24-Mar-25	1,028.35	5,85,000

The eligible employees are determined by the Nomination & Remuneration Committee of the Holding Company from time to time. These options will vest over period of 3 to 5 years from the grant date and are subject to the condition of continued service of the employees.

Once vested the option can be exercised within 5 years from date of Initial Public Offer (IPO) i.e. July 10, 2024 or 5 years from date of vesting, whichever is later. The exercise price of the options is determined as below:

- Options granted prior to IPO date: equal to fair market value of the shares as determined by an independent valuer as at grant dates.
- Options granted post IPO date: The exercise price of the options issued after IPO date will be higher of; (a) the closing market price of the shares on the relevant date; or (b) the book value of the shares as per the last audited balance sheet.

During the year ended March 31, 2024, Nomination & Remuneration Committee of the Holding Company approved exercise of 300,000 options and settlement of 210,000 options in cash (prior to listing) at a price arrived at by an independent valuer.

Options granted under this scheme carry no dividend or voting rights. When exercised, one option is convertible into one equity share.

Movement of the options granted under the plan is as below:

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

March 31, 2025	Grant Date	Balance as on 01-Apr-24	Grant during the year	Cancelled during the year	Exercised during the year	Settled during the year	Balance as on 31-March-25	Exercisable	Exercise Price
Tranche - 01	01-Oct-13	2,30,000	-	-	(1,90,000)	-	40,000	40,000	165.07
Tranche - 02	14-Mar-16	60,000	-	-	-	-	60,000	60,000	452.57
Tranche - 06	01-Feb-19	30,000	-	-	(30,000)	-	-	-	465.82
Tranche - 07	06-Jun-19	40,000	-	-	-	-	40,000	40,000	465.82
Tranche - 08	08-Nov-19	80,000	-	-	(72,000)	-	8,000	8,000	523.82
Tranche - 09	04-Feb-20	10,000	-	-	(10,000)	-	-	-	523.82
Tranche - 10	22-Jul-20	95,000	-	-	(66,000)	-	29,000	10,000	563.82
Tranche - 11	09-Nov-20	40,000	-	-	-	-	40,000	32,000	563.82
Tranche - 12	27-May-21	2,35,000	-	(20,000)	(12,000)	-	2,03,000	1,17,000	862.07
Tranche - 13	22-Feb-22	40,000	-	(39,000)	(1,000)	-	-	-	1,000.05
Tranche - 15	13-Feb-23	2,30,000	-	(50,000)	(4,000)	-	1,76,000	68,000	1,008.21
Tranche - 16	24-Mar-25	-	5,85,000	-	-	-	5,85,000	-	1,028.35
<b>Total/ Weighted average exercise price</b>		<b>10,90,000</b>	<b>5,85,000</b>	<b>(1,09,000)</b>	<b>(3,85,000)</b>	<b>-</b>	<b>11,81,000</b>	<b>3,75,000</b>	<b>888.67</b>

March 31, 2024	Grant Date	Balance as on 01-Apr-23	Grant during the year	Cancelled during the year	Exercised during the year	Settled during the year	Balance as on 31-March-24	Exercisable	Exercise Price
Tranche - 01	01-Oct-13	6,70,000	-	(20,000)	(2,10,000)	(2,10,000)	2,30,000	-	165.07
Tranche - 02	14-Mar-16	60,000	-	-	-	-	60,000	-	452.57
Tranche - 06	01-Feb-19	30,000	-	-	-	-	30,000	-	465.82
Tranche - 07	06-Jun-19	1,30,000	-	-	(90,000)	-	40,000	-	465.82
Tranche - 08	08-Nov-19	80,000	-	-	-	-	80,000	-	523.82
Tranche - 09	04-Feb-20	10,000	-	-	-	-	10,000	-	523.82
Tranche - 10	22-Jul-20	95,000	-	-	-	-	95,000	-	563.82
Tranche - 11	09-Nov-20	40,000	-	-	-	-	40,000	-	563.82
Tranche - 12	27-May-21	2,55,000	-	(20,000)	-	-	2,35,000	-	862.07
Tranche - 13	22-Feb-22	40,000	-	-	-	-	40,000	-	1,000.05
Tranche - 15	13-Feb-23	2,50,000	-	(20,000)	-	-	2,30,000	-	1,008.21
<b>Total/ Weighted average exercise price</b>		<b>16,60,000</b>	<b>-</b>	<b>(60,000)</b>	<b>(3,00,000)</b>	<b>(2,10,000)</b>	<b>10,90,000</b>	<b>-</b>	<b>638.04</b>

Weighted average remaining contractual life of options as at year end is 6.50 Years (March 31, 2024: 6.29 Years)

*Fair value of equity settled share based payment arrangements:*

585,000 employee stock options were granted during the year ended March 31, 2025. The fair value as at grant date is determined using the Black Scholes Merton Model which takes into account the exercise price, term of option, share price at grant date, expected price volatility of underlying share, expected dividend yield and risk free interest rate for the term of option.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

The model inputs for options granted during the year ended March 31, 2025 included:

Sr.	Particulars	Tranche - 16
a.	Options granted	5,85,000
b.	Exercise Price Rs.	1,028.35
c.	Share Price at grant date	1,062.20
d.	Date of grant	24-Mar-25
e.	Expected price volatility of the Holding company's shares	34.39%
f.	Expected dividend yield	1.00%
g.	Risk free interest rate	6.75%
h.	Expected life of options	3.00

No employee stock options were granted during the year ended March 31, 2024.

Volatility is a measure of the movement in the prices of the underlying assets. Expected volatility has been based on an evaluation of the historical volatility, adjusted for any expected changes to future volatility due to publicly available information of the share price of the Company/peers, particularly over the historical period commensurate with the expected term. The expected term of the instrument has been based on historical experience and general option holder behaviour.

### Expenses recognised in statement of profit and loss:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
Employee share-based payment	19.89	39.67

### Note 53: Impairment assessment for goodwill

Goodwill is tested for impairment on an annual basis. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to a the Group's Cash Generating Unit (CGU) or groups of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill acquired through business combinations with indefinite lives has been allocated to the following CGU's:

Name of the entities	CGU	Rs. in million	
		31-Mar-25	31-Mar-24
<b>Goodwill on Consolidation:</b>			
Tillomed Laboratories Limited, UK	United Kingdom	223.34	212.94
Emcure Pharmaceuticals Mena FZ LLC	Emerging	0.23	0.23
Tillomed GmbH, Germany	Europe	39.33	37.51
<b>Sub-total</b>		<b>262.90</b>	<b>250.68</b>
<b>Goodwill on acquisition</b>			
Marcan Pharmaceuticals Inc.	Marcan	1,896.41	1,963.79
Mantra Pharma Inc.	Mantra	1,518.44	1,572.39
<b>Sub-Total</b>		<b>3,414.85</b>	<b>3,536.18</b>
<b>Total</b>		<b>3,677.75</b>	<b>3,786.86</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

	Rs. in million	
Goodwill movement	31-Mar-25	31-Mar-24
Opening balance	3,786.86	2,177.37
Add - Goodwill acquired under business combination (Refer note no 63)	-	1,572.39
Impact of foreign currency translation	(109.11)	37.18
Impairment during the year	-	(0.08)
<b>Closing balance</b>	<b>3,677.75</b>	<b>3,786.86</b>

Impairment occurs when the carrying amount of a CGU, including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of CGU is higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU.

The carrying amount was computed by allocating the net assets to the CGU for the purpose of impairment testing.

Value-in-use is calculated using after tax assumptions. The use of after tax assumptions does not result in a value-in-use that is materially different from the value-in-use that would result if the calculation was performed using before tax assumptions.

The key assumptions used for calculation of value in use for significant CGU's are as follows:

	Rs. in million	
Particulars	United Kingdom	
	31-Mar-25	31-Mar-24
Long term growth rate	-12.36% to 12.17%	8.96% to 12.43%
Pre-tax discount rate	12.03%	15.12%
EBITDA growth rate	-63.66% to 38.25%	2.04% to 11.05%
Terminal growth rate	1.00%	1.00%

	Rs. in million	
Particulars	Marcan	
	31-Mar-25	31-Mar-24
Long term growth rate	10.00% to 12.03%	4.6% to 14.53%
Pre-tax discount rate	12.03%	13.09%
EBITDA growth rate	10.76% to 26.07%	2.13% to 25.29%
Terminal growth rate	1.00%	1.00%

	Rs. in million	
Particulars	Mantra	
	31-Mar-25	31-Mar-24
Long term growth rate	10.00% to 17.95%	3.5% to 15.4%
Pre-tax discount rate	12.03%	15.39%
EBITDA growth rate	10.66% to 25.48%	3.52% to 22.34%
Terminal growth rate	1.00%	2.00%

The discount rate considered is post-tax measure estimated based on the historical industry average weighted-average cost of capital.

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Budgeted EBITDA was estimated taking into account past experience, adjusted as follows;

Revenue growth was projected taking into account the average growth levels experienced over the past 2-3 years and the estimated sales volume and price growth for the next four years. It was assumed that the sales price would increase in line with forecast inflation over the next four years.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Based on the above, no impairment was identified as of March 31, 2025 and March 31, 2024 as the recoverable value of the CGUs exceeded the carrying value except as disclosed above. The discount rates considered above reflects current market assessments of time value of money and risks specific to these investments. The cash flow projections includes estimates for five years developed using internal forecasts and terminal growth rate thereafter. The planning horizon reflects the assumptions for short to mid-term market developments. Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated on the weighted average cost of capital for respective CGU or group of CGUs.

An analysis of the calculation's sensitivity to a change in the key parameters (revenue growth, operating margin, discount rate and long-term growth rate) based on reasonably probable assumptions, did not identify any probable scenarios where the recoverable amount of the CGU would fall below the respective carrying amounts of non financial assets.

### Note 54: Revenue from contracts with customer

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
Revenue recognised from contracts with customers	78,082.71	65,819.92
Other operating revenue	877.26	762.59
<b>Disaggregation of revenue</b>		
<b>Based on markets</b>		
Within India	36,592.81	32,148.98
<b>Outside India -</b>		
a. Europe	15,254.74	14,235.72
b. North America	12,967.35	9,279.09
c. Other continents	14,145.07	10,918.72
<b>Revenue from operations</b>	<b>78,959.97</b>	<b>66,582.51</b>
<b>Movement in contract liability balances are as follows:</b>		
Balance at the beginning of the year	333.10	168.33
Revenue recognised that was included in the contract liability balance at the beginning of the year	(333.10)	(168.33)
Increase due to cash received, excluding amounts recognised as revenue during the year	115.61	333.10
<b>Balance at the end of the year</b>	<b>115.61</b>	<b>333.10</b>

- A) The Group satisfies its performance obligations pertaining to the sale of goods at point in time when the control of goods is actually transferred to the customers. No significant judgment is involved in evaluating when a customer obtains control of promised goods. The contract with customers are generally fixed price contract subject to refund due to returns or chargeback claims and do not contain any financing component. The payment is generally due within 7-180 days. The Group is obliged for returns/refunds due to expiry, saleable returns and chargeback claims. There are no other significant obligations attached in the contract with customer. Further, there are no significant unsatisfied performance obligations as at year end.
- B) There is no significant judgement involved in ascertaining the timing of satisfaction of performance obligation and in evaluating when a customer obtains control of promised goods. Transaction price ascertained for the performance obligation of the Group is agreed in the contract with the customer, which also include variable consideration.
- C) Reconciliation of contract price with revenue recognised in statement of profit and loss:

Rs. in million		
Particulars	31-Mar-25	31-Mar-24
<b>Contract price</b>	<b>86,016.33</b>	<b>72,122.95</b>
<b>Less:</b>		
Professional allowance/ program fees	(6,638.15)	(5,036.56)
Amount recognised as sales returns & breakage expiry	(1,268.64)	(1,278.70)
Allowance for interest loss	(26.83)	12.23
<b>Revenue recognised in consolidated statement of profit and loss</b>	<b>78,082.71</b>	<b>65,819.92</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### Note 55: Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Rs. in million			
Particulars	Note	31-Mar-25	31-Mar-24
<b>Current</b>			
Financial assets			
Cash and cash equivalents	12	337.12	600.43
Bank balances other than above	13	90.85	634.08
Trade receivables	11	13,917.76	16,226.78
Other financial assets	14	531.61	620.35
Non-financial assets			
Inventories	9	16,000.47	12,534.98
Other current assets	15	2,263.86	2,099.14
<b>Total current assets pledged as security</b>		<b>33,141.67</b>	<b>32,715.76</b>
<b>Non current</b>			
Financial assets			
Deposits with banks	7	11.35	12.91
Property, plant and equipment, Capital work in progress and Intangibles assets and Intangible assets under development	2A, 2B, 4 & 5	11,622.62	22,867.67
<b>Total non current assets pledged as security</b>		<b>11,633.97</b>	<b>22,880.58</b>
<b>Total assets pledged as security</b>		<b>44,775.64</b>	<b>55,596.34</b>

As on March 31, 2025 and March 31, 2024, the holding company has not pledged any of its investments which get eliminated at consolidated level.



# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Note 56: Additional information required by Schedule III

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. In million)	As % of consolidated profit or loss	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)
<b>Parent</b>								
Emcure Pharmaceuticals Limited								
March 31, 2025	65.2%	30,243.61	44.8%	3,171.28	-3.9%	(12.13)	42.8%	3,159.15
March 31, 2024	62.0%	19,350.97	30.5%	1,608.34	-34.2%	(53.39)	28.6%	1,554.95
<b>Subsidiaries</b>								
<b>Indian</b>								
Gennova Biopharmaceuticals Limited								
March 31, 2025	4.6%	2,117.90	-1.4%	(101.31)	-1.2%	(3.76)	-1.4%	(105.07)
March 31, 2024	7.1%	2,231.01	5.4%	283.66	-0.2%	(0.39)	5.2%	283.27
Zuventus Healthcare Limited								
March 31, 2025	14.2%	6,603.83	15.2%	1,072.60	-2.4%	(7.70)	14.4%	1,064.90
March 31, 2024	17.7%	5,537.10	18.8%	994.07	-6.2%	(9.66)	18.1%	984.41
Emcutix Biopharmaceuticals Limited(1)								
March 31, 2025	-0.1%	(50.44)	-0.7%	(50.19)	-0.1%	(0.35)	-0.7%	(50.54)
<b>Foreign</b>								
Emcure Nigeria Limited								
March 31, 2025	0.0%	7.97	0.0%	1.25	0.0%	-	0.0%	1.25
March 31, 2024	0.0%	7.07	1.9%	101.31	0.0%	-	1.9%	101.31
Emcure Pharmaceuticals Mena FZ-LLC.								
March 31, 2025	0.7%	330.90	0.9%	64.07	0.0%	-	0.9%	64.07
March 31, 2024	0.8%	258.17	2.5%	131.41	0.0%	-	2.4%	131.41
Emcure Pharmaceuticals South Africa (Pty) Ltd								
March 31, 2025	0.7%	322.81	1.7%	123.50	0.0%	-	1.7%	123.50
March 31, 2024	0.6%	188.08	0.9%	47.58	0.0%	-	0.9%	47.58
Emcure Brasil Farmaceutica Ltda.								
March 31, 2025	-0.4%	(203.13)	-0.5%	(33.07)	0.0%	-	-0.4%	(33.07)
March 31, 2024	-0.6%	(189.10)	-0.1%	(7.05)	0.0%	-	-0.1%	(7.05)
Emcure Pharma UK Ltd								
March 31, 2025	10.3%	4,793.99	-0.1%	(4.39)	0.0%	-	-0.1%	(4.39)
March 31, 2024	15.3%	4,767.40	27.3%	1,438.44	0.0%	-	26.5%	1,438.44

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. In million)	As % of consolidated profit or loss	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)
Emcure Pharma Peru S.A.C.								
March 31, 2025	0.0%	7.95	0.2%	15.67	0.0%	-	0.2%	15.67
March 31, 2024	0.0%	(7.96)	0.6%	31.72	0.0%	-	0.6%	31.72
Emcure Pharma Mexico S.A. DE C.V.								
March 31, 2025	-0.3%	(126.70)	-0.4%	(30.30)	0.0%	-	-0.4%	(30.30)
March 31, 2024	-0.4%	(118.41)	0.1%	5.24	0.0%	-	0.1%	5.24
Emcure Pharmaceuticals Pty Ltd								
March 31, 2025	0.0%	19.70	0.0%	0.90	0.0%	-	0.0%	0.90
March 31, 2024	0.1%	19.17	0.0%	0.28	0.0%	-	0.0%	0.28
Marcan Pharmaceuticals Inc.								
March 31, 2025	7.6%	3,533.75	12.9%	914.24	0.0%	-	12.4%	914.24
March 31, 2024	8.7%	2,729.34	10.1%	530.68	0.0%	-	9.8%	530.68
Emcure Pharma Chile SpA								
March 31, 2025	0.1%	58.61	0.6%	42.92	0.0%	-	0.6%	42.92
March 31, 2024	0.0%	14.25	-0.5%	(25.90)	0.0%	-	-0.5%	(25.90)
Lazor Pharmaceuticals Limited								
March 31, 2025	0.2%	71.58	0.2%	10.98	0.0%	-	0.1%	10.98
March 31, 2024	0.2%	58.18	0.2%	12.40	0.0%	-	0.2%	12.40
Emcure Pharma Philippines Inc								
March 31, 2025	0.0%	5.90	-0.1%	(6.89)	0.0%	-	-0.1%	(6.89)
March 31, 2024	0.0%	12.87	0.0%	(1.83)	0.0%	-	0.0%	(1.83)
Emcure Pharma Panama Inc(2)								
March 31, 2024	0.0%	-	0.0%	-	0.0%	-	0.0%	-
Emcure Pharmaceuticals Dominicana, S.A.S(3)								
March 31, 2025	0.0%	-	0.0%	-	0.0%	-	0.0%	-
March 31, 2024	0.0%	-	0.0%	-	0.0%	-	0.0%	-
Tillomed Laboratories Limited								
March 31, 2025	18.0%	8,342.44	21.3%	1,510.37	0.0%	-	20.4%	1,510.37
March 31, 2024	20.8%	6,481.81	37.3%	1,969.62	0.0%	-	36.3%	1,969.62

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. In million)	As % of consolidated profit or loss	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)	As % of consolidated other comprehensive income	Amount (Rs. In million)
Tillomed Pharma GmbH								
March 31, 2025	0.4%	168.73	-1.1%	(79.38)	0.0%	-	-1.1%	(79.38)
March 31, 2024	0.8%	243.01	-1.1%	(58.18)	0.0%	-	-1.1%	(58.18)
Laboratories Tillomed Spain S.L.U.								
March 31, 2025	0.1%	28.92	-0.2%	(12.36)	0.0%	-	-0.2%	(12.36)
March 31, 2024	0.1%	40.41	-0.2%	(9.97)	0.0%	-	-0.2%	(9.97)
Tillomed Italia S.R.L.								
March 31, 2025	0.4%	184.90	1.6%	112.87	0.0%	-	1.5%	112.87
March 31, 2024	0.2%	68.16	-0.8%	(44.70)	0.0%	-	-0.8%	(44.70)
Tillomed France SAS								
March 31, 2025	0.2%	114.57	0.1%	5.76	0.0%	-	0.1%	5.76
March 31, 2024	0.3%	105.86	0.5%	24.29	0.0%	-	0.4%	24.29
Tillomed Malta Limited								
March 31, 2025	0.2%	98.68	0.5%	38.64	0.0%	-	0.5%	38.64
March 31, 2024	0.2%	57.78	0.2%	12.65	0.0%	-	0.2%	12.65
Tillomed d.o.o(4)								
March 31, 2024	0.0%	-	0.0%	-	0.0%	-	0.0%	-
Mantra Pharma Inc.(5)								
March 31, 2025	0.7%	312.99	4.2%	296.86	0.0%	-	4.0%	296.86
March 31, 2024	0.1%	23.37	0.4%	23.29	0.0%	-	0.4%	23.29
Non controlling Interest in all subsidiaries								
March 31, 2025	4.2%	1,953.68	3.7%	261.35	-0.8%	(2.49)	3.5%	258.86
March 31, 2024	5.4%	1,694.82	5.6%	293.92	-1.6%	(2.53)	5.4%	291.39
Elimination/adjustment for consolidation at group level								
March 31, 2025	-27.0%	(12,527.60)	-3.5%	(250.70)	108.4%	341.35	1.2%	90.65
March 31, 2024	-39.6%	(12,355.71)	-39.5%	(2,085.52)	142.2%	222.25	-34.3%	(1,863.27)
<b>Total</b>								
<b>March 31, 2025</b>	<b>100.0%</b>	<b>46,415.54</b>	<b>100.0%</b>	<b>7,074.67</b>	<b>100.0%</b>	<b>314.92</b>	<b>100.0%</b>	<b>7,389.59</b>
<b>March 31, 2024</b>	<b>100.0%</b>	<b>31,217.65</b>	<b>100.0%</b>	<b>5,275.75</b>	<b>100.0%</b>	<b>156.28</b>	<b>100.0%</b>	<b>5,432.03</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

**Notes:**

- (1) Emcutix Biopharmaceuticals Limited was incorporated on October 3, 2024  
 (2) Emcure Pharma Panama Inc was dissolved on October 3, 2023  
 (3) Emcure Pharmaceuticals Dominicana, S.A.S was incorporated on November 15, 2023  
 (4) Tillomed d.o.o., A direct subsidiary of Emcure Pharma UK Ltd was dissolved on February 16, 2024  
 (5) Mantra Pharma Inc., A direct subsidiary of Marcan Pharmaceuticals Inc. was acquired on November 6, 2023

**Note 57: Interest in other entities**
**a) Subsidiaries:**

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

All the subsidiaries of the Holding company are engaged in principal business of developing, manufacturing and trading of pharmaceutical products.

Sr. No.	Name of subsidiary company	Country of incorporation	Ownership interest held by the group		Ownership interest held by non controlling interests	
			31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Direct Subsidiaries:						
1	Gennova Biopharmaceuticals Limited	India	87.95%	87.95%	12.05%	12.05%
2	Zuventus Healthcare Limited	India	79.58%	79.58%	20.42%	20.42%
3	Emcutix Biopharmaceuticals Limited	India	100%	100%	-	-
4	Emcure Nigeria Limited	Nigeria	100%	100%	-	-
5	Emcure Pharmaceuticals Mena FZ-LLC.	United Arab Emirates	100%	100%	-	-
6	Emcure Pharmaceuticals South Africa (Pty) Ltd	South Africa	100%	100%	-	-
7	Emcure Brasil Farmaceutica Ltda.	Brazil	100%	100%	-	-
8	Emcure Pharma UK Ltd	United Kingdom	100%	100%	-	-
9	Emcure Pharma Peru S.A.C.	Peru	100%	100%	-	-
10	Emcure Pharma Mexico S.A. DE C.V.	Mexico	100%	100%	-	-
11	Emcure Pharmaceuticals Pty Ltd	Australia	100%	100%	-	-
12	Marcan Pharmaceuticals Inc.	Canada	100%	100%	-	-
13	Emcure Pharma Chile SpA	Chile	100%	100%	-	-
14	Lazor Pharmaceuticals Limited	Kenya	100%	100%	-	-
15	Emcure Pharma Philippines Inc	Philippines	100%	100%	-	-
16	Emcure Pharma Panama Inc(1)	Panama	-	100%	-	-
17	Emcure Pharmaceuticals Dominicana, S.A.S	Dominican Republic	100%	100%	-	-
Indirect Subsidiaries:						
18	Tillomed Laboratories Limited	United Kingdom	100%	100%	-	-
19	Tillomed Pharma GmbH	Germany	100%	100%	-	-
20	Laboratories Tillomed Spain S.L.U.	Spain	100%	100%	-	-
21	Tillomed Italia S.R.L.	Italy	100%	100%	-	-
22	Tillomed France SAS	France	100%	100%	-	-
23	Tillomed Malta Limited	Malta	100%	100%	-	-
24	Tillomed d.o.o(2)	Croatia	-	100%	-	-
25	Mantra Pharma Inc.	Canada	100%	100%	-	-

**Notes:**

- (1) Emcure Pharma Panama Inc was dissolved on October 3, 2023  
 (2) Tillomed d.o.o., A direct subsidiary of Emcure Pharma UK Ltd was dissolved on February 16, 2024

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### b) Non controlling interests:

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Rs. in million

Summarized Balance Sheet	Gennova Biopharmaceuticals Limited		Zuventus Healthcare Limited		Total	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Ownership interest held by non controlling interests	12.05%	12.05%	20.42%	20.42%		
Current assets	3,143.26	2,763.74	3,733.54	6,537.88	6,876.80	9,301.62
Current liabilities	1,812.66	2,727.15	2,238.36	2,059.78	4,051.02	4,786.93
<b>Net current assets /(liabilities)</b>	<b>1,330.60</b>	<b>36.59</b>	<b>1,495.18</b>	<b>4,478.10</b>	<b>2,825.78</b>	<b>4,514.69</b>
Non-current assets	4,249.23	3,099.94	7,437.18	3,029.39	11,686.41	6,129.33
Non-current liabilities	3,202.31	631.51	634.47	549.58	3,836.78	1,181.09
<b>Net non-current assets /(liabilities)</b>	<b>1,046.92</b>	<b>2,468.43</b>	<b>6,802.71</b>	<b>2,479.81</b>	<b>7,849.63</b>	<b>4,948.24</b>
<b>Net assets</b>	<b>2,377.52</b>	<b>2,505.02</b>	<b>8,297.89</b>	<b>6,957.91</b>	<b>10,675.41</b>	<b>9,462.93</b>
Accumulated NCI	259.62	274.01	1,694.06	1,420.81	1,953.68	1,694.82

Rs. in million

Summarized statement of profit and loss	Gennova Biopharmaceuticals Limited		Zuventus Healthcare Limited		Total	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Revenue	4,299.46	4,220.82	10,850.46	10,504.17	15,149.92	14,724.99
Profit for the year	(115.18)	322.52	1,347.82	1,249.14	1,232.64	1,571.66
Other comprehensive income	(4.27)	(0.44)	(9.68)	(12.14)	(13.95)	(12.58)
<b>Total comprehensive income</b>	<b>(119.45)</b>	<b>322.08</b>	<b>1,338.14</b>	<b>1,237.00</b>	<b>1,218.69</b>	<b>1,559.08</b>
Total comprehensive income allocated to NCI	(14.38)	38.80	273.24	252.59	258.86	291.39
Dividends paid to NCI	-	-	-	81.91	-	81.91

Rs. in million

Summarized cash flow	Gennova Biopharmaceuticals Limited		Zuventus Healthcare Limited		Total	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Cash flows from operating activities	342.21	717.81	1,311.52	1,359.95	1,653.73	2,077.76
Cash flows from investing activities	(1,467.11)	(131.94)	(1,292.58)	(1,077.39)	(2,759.69)	(1,209.33)
Cash flows from financing activities	1,378.19	(58.67)	(105.04)	(500.40)	1,273.15	(559.07)
<b>Net Increase/(decrease) in cash &amp; cash equivalents</b>	<b>253.29</b>	<b>527.20</b>	<b>(86.10)</b>	<b>(217.84)</b>	<b>167.19</b>	<b>309.36</b>

### Note 58: Expenditure on research and development during the year

The total expenditure incurred on Research and Development including in house Research and Development during the year is as follows;

Rs. in million

Particulars	31-Mar-25	31-Mar-24
Revenue	2,874.75	2,909.13
Capital	202.87	190.76
<b>Total</b>	<b>3,077.62</b>	<b>3,099.89</b>
<b>R&amp;D expenditure as a % of revenue from operations</b>	<b>3.90%</b>	<b>4.66%</b>

# Notes to the Consolidated Financial Statements for the year ended March 31, 2025

## Note 59: Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the holding company and its Indian subsidiaries. The areas for CSR activities are promoting education, healthcare and ensuring environmental sustainability. Amount spent during the year on activities which are specified in Schedule VII of the Companies Act 2013 are as mentioned below:

Particulars	Rs. in million	
	31-Mar-25	31-Mar-24
(a) Amount required to be spent by the group for the full year		
Total amount required to be spent by the group	115.43	141.53
Less: Utilisation of excess balance relating to earlier years approved by Board	(10.18)	(15.57)
<b>Net amount required to be spent by the group</b>	<b>105.25</b>	<b>125.96</b>
(b) Amount of expenditure incurred till date,		
<b>Paid</b>		
Construction/acquisition of any asset	-	-
On purposes other than (i) above	117.10	135.79
<b>Yet to be paid</b>		
Construction/acquisition of any asset	-	-
On purposes other than (i) above	-	-
<b>Total</b>	<b>117.10</b>	<b>135.79</b>
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall (Cumulative)	-	-
(e) Reason for shortfall	Not Applicable	Not Applicable
(f) Nature of CSR activities	Promoting Healthcare, Education, Rural development projects, Environment Sustainability & Training to promote rural and/or nationally recognised sports	Promoting Healthcare, Education, Rural development projects, Environment Sustainability & Training to promote rural and/or nationally recognised sports
(g) Movement in provision with respect to a liability incurred by entering into a contractual obligation		
Opening provision	-	-
Add: Provision during the year	-	-
Less: Utilisation during the year	-	-
<b>Closing provision</b>	<b>-</b>	<b>-</b>
(h) Movement in excess CSR spent balance relating to earlier years		
Opening balance	10.20	16.01
Add: Excess spent in current year	11.86	9.85
Less: Utilisation of balance during the current year	(10.18)	(15.57)
Less: Balance lapsed during the year	(0.24)	(0.09)
<b>Closing balance</b>	<b>11.64</b>	<b>10.20</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### Note 60: Micro and Small Enterprises disclosure

The information regarding Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED, Act 2006) is as below:

		Rs. in million	
Particulars		31-Mar-25	31-Mar-24
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year			
a. Principal outstanding and not overdue as per MSME act		322.56	168.89
b. Principal outstanding and overdue as per MSME act and interest due thereon		-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		160.13	88.30
(iii) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006		-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year		0.31	0.21
(v) 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		-	-

### Note 61: Government Grant

A) Government grants are related to exemption of basic customs duty on purchase of imported machineries to be used for the manufacturing of products. Gennova Biopharmaceuticals Limited, a subsidiary of the Holding company is required to fulfil the export obligation against duty benefit received. Refer note 46B for the details of unfulfilled obligations. Based on past experience, the management is confident that it will fulfil conditions attached to the grant received. Gennova Biopharmaceuticals Limited has fulfilled the export obligation and recognised below income during the year;

		Rs. in million	
EPCG Grants		31-Mar-25	31-Mar-24
Balance at beginning of the year		48.01	48.27
Duty saved during the year		13.86	10.79
Released to the statement of profit and loss		(31.62)	(11.05)
<b>Balance at end of the year</b>		<b>30.25</b>	<b>48.01</b>
Current Liability		-	-
Non-current Liability		30.25	48.01

B) Gennova Biopharmaceuticals Limited has received sanction for various Government grants towards research and development expenses for life saving drugs and vaccines. During the year, below grant amount has been recognised as an other operating income in statement of Profit & Loss for the eligible expenses incurred towards respective projects;

		Rs. in million	
Government grants receivable		31-Mar-25	31-Mar-24
Balance at beginning of the year		67.47	150.85
Received during the year		(200.13)	(382.76)
Recognised in the statement of profit and loss		180.31	299.38
<b>Balance at end of the year</b>		<b>47.65</b>	<b>67.47</b>
Current Asset		47.65	67.47
Non-current Asset		-	-

Such government grant accrued balance has been presented under 'other current financial assets'.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

- C) Genova Biopharmaceuticals Limited has also received certain grants for which eligible expenses will be incurred in the next year, accordingly it has been disclosed as Deferred Revenue grants under other current liabilities. Information of such grants is as below;

	Rs. in million	
Deferred revenue grants	31-Mar-25	31-Mar-24
Balance at beginning of the year	10.32	10.32
Amount refunded during the year	(20.00)	-
Deferred/ (recognised) in the statement of profit and loss	9.68	-
<b>Balance at end of the year</b>	<b>-</b>	<b>10.32</b>
Current Liability	-	10.32
Non-current Liability	-	-

- D) Genova Biopharmaceuticals Limited has also received government grants disclosed under other non-current liabilities to incur capital expenditure for building manufacturing facility. The Subsidiary will offset these grants at the time of incurring capital expenditures for the eligible manufacturing facility.

	Rs. in million	
Deferred capital grant	31-Mar-25	31-Mar-24
Balance at beginning of the year	114.04	114.04
Received during the year	-	-
Eligible capital expenditure incurred during the year	-	-
<b>Balance at end of the year</b>	<b>114.04</b>	<b>114.04</b>
Current Liability	-	-
Non-current Liability	114.04	114.04

- E) The Group is eligible to claim benefit under Production Linked Incentive scheme of the Government of India. The Group has recognized income under the said scheme. Balance receivable under this scheme is disclosed under 'other current financial assets'. There are no unfulfilled conditions or other contingencies attached to this grant. Information of income recognised and balance receivable is as below;

	Rs. in million	
Production Linked Incentive scheme	31-Mar-25	31-Mar-24
Balance at beginning of the year	285.00	128.10
Received during the year	(285.00)	(122.50)
Recognised in the statement of profit and loss	425.00	279.40
<b>Balance at end of the year</b>	<b>425.00</b>	<b>285.00</b>
Current Asset	425.00	285.00
Non-current Asset	-	-

### Note 62: Additional regulatory information required by Schedule III (to the extent applicable to group entities)

- No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.
- The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- The Group has not entered into any scheme of arrangement which has an accounting impact on current financial year.
- The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- vii. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- viii. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.
- x. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- xi. The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note 2A to the financial statements, are held in the name of the Group.
- xii. There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- xiii. The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.

### Note 63: Consideration on acquisition of subsidiary

During the year ended March 31, 2024, Marcan Pharmaceuticals Inc. ("Marcan") subscribed 100% shares of newly formed entity 9501-2969 Québec Inc (hereinafter referred to as "Québec Inc.") for cash consideration of CAD 100 on October 16, 2023.

On November 06, 2023, Québec Inc. acquired entities namely (i) Holding JFL Inc., Gestion Nirdac Inc., Gestion Stéphane Turcotte Inc., Gestion Belfan Inc., Gestion Éléoraph Inc. (collectively 'Mantra Holdcos') (ii) Mantra Pharma Inc. ('Mantra') (iii) Mantra Distribution Inc. (Subsidiary of Mantra Pharma Inc.) and (iv) Myriad Pharma Inc. ('Myriad') (hereinafter referred to as "Acquired entities") pursuant to share purchase agreement dated November 06, 2023.

On November 06, 2023, Quebec Inc. amalgamated with the above-mentioned Acquired entities such that the resulting amalgamated entity was Mantra Pharma Inc. As a result of the above-mentioned transaction Mantra Pharma Inc became a wholly-owned subsidiary of the Marcan on November 06, 2023.

This acquisition included the purchase of 100% of issued and outstanding shares of Mantra group for upfront cash consideration plus additional consideration payable to the selling shareholders of Mantra in the form of preference shares, based on achievement of specific EBITDA levels of Mantra for the year ended March 31, 2026, or at the option of selling shareholders for the year ended March 31, 2027.

Details of the purchase consideration, the net assets acquired, assets and liabilities recognised as a result of the acquisition are as follows:

Net assets acquired (at fair value)	CAD million	Rs. million
Property, plant and equipment	1.18	71.90
Customer relationships	59.13	3,597.99
Brand name	3.43	208.94
Licenses	5.15	313.60
Other intangible assets	0.24	14.47
Cash and cash equivalents	0.37	22.34
Trade and other receivables	10.27	625.08
Inventories	18.95	1,153.12
Other current assets	1.40	85.16
Trade payable and other liabilities	(13.83)	(841.77)
Deferred tax liabilities (net)	(17.29)	(1,052.20)

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Net assets acquired (at fair value)	CAD million	Rs. million
<b>Total net identifiable assets acquired (A)</b>	<b>69.00</b>	<b>4,198.63</b>
Cash consideration paid	57.08	3,473.07
Deferred consideration	24.00	1,460.30
Deferred contingent consideration	13.46	818.74
<b>Total Consideration (B)</b>	<b>94.54</b>	<b>5,752.11</b>
<b>Goodwill C = (B-A)</b>	<b>25.54</b>	<b>1,553.48</b>

The goodwill is attributable to the workforce and the high profitability of the acquired business. In the event that certain pre-determined EBITDA levels are achieved by Mantra, additional consideration of upto CAD 44.22 million may be payable in cash in 2026-27. The fair value of the deferred consideration of CAD 37.46 million was estimated by calculating the present value of the future expected cash flows. The estimates are based on a discount rate of 5.40% and assumed probability-adjusted EBITDA of the acquired entities.

Pursuant to the above transaction Emcure Pharmaceuticals Limited ("Holding Company") guarantees the erstwhile shareholders of the Acquired entities in respect of the Marcan's obligations due in the fiscal year 2026-2027 for Mantra Pharma Inc's earn out payment obligations.

### Revenue and profit contribution

The acquired business contributed total revenue of Rs. 4,926.55 million (March 31, 2024: Rs. 1,736.90 million) and profit before tax of Rs. 435.81 million (March 31, 2024: Rs. 56.05 million) to the group.

If the combination had taken place at the beginning of the year, revenue from operations would have been higher by Rs. 2,063.40 million and the profit before tax for the Group would have been higher by Rs. 156.54 million. These amounts have been calculated using the subsidiary's results and adjusting them for:

- differences in the accounting policies between the group and the subsidiary, and
- the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from April 1, 2023.

Purchase consideration - cash outflow	Rs. million
Cash consideration	3,473.07
Less: Balance acquired	(22.34)
<b>Net outflow of cash</b>	<b>3,450.73</b>

### Acquisition-related costs

There are no directly attributable cost towards issue of shares under this acquisition. Acquisition related costs of Rs. 99.31 million that were not directly attributable to the issue of shares are included in exceptional expenses in the statement of profit and loss and in operating cash flows in the statement of cash flows.

### Note 64: Code of Social Security

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Indian companies in the group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Holding Company and its Indian subsidiaries will assess the impact and complete the evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2025

### Note 65: Initial Public Offering ("IPO")

During the year ended March 31, 2025, the Holding Company has completed its Initial Public Offer ("IPO") of 19,375,070 equity shares of face value of Rs. 10/- each comprising of (i) fresh issue of 7,837,331 equity shares at an issue price of Rs. 1,008 per equity share; (ii) fresh issue of 108,900 equity shares at an issue price of Rs. 918 per equity share for employee quota; (iii) an offer for sale of 11,428,839 equity shares at an issue price of Rs. 1,008 per equity share. The equity shares of the Holding Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 10, 2024.

(a) Details of the IPO net proceeds are as follows as on March 31, 2025:

Particulars	Amount (as per offer document)
Gross Proceeds from the issue	8,000.00
Less: Estimated Issue related expenses (proportionate to Holding Company's share)*	(411.36)
<b>Net Proceeds</b>	<b>7,588.64</b>

\*Issue related expenses (net of GST) amounting to Rs. 348.61 million have been adjusted against securities premium as per Section 52 of the Companies Act, 2013.

(b) Details of the utilisation of IPO net proceeds is summarised below:

Particulars	Objects of the issue (as per offer document)	Utilised upto 31-Mar-25	Unutilised as on 31-Mar-25
Repayment and/or prepayment of all or a portion of certain outstanding borrowings availed by the Holding Company	6,000.00	6,000.00	-
General corporate purposes	1,588.64	1,588.64	-
<b>Total utilisation of funds</b>	<b>7,588.64</b>	<b>7,588.64</b>	<b>-</b>

As on March 31, 2025, there is balance amount of Rs. 8.09 million held in the public offer account towards pending claim of expenses related to Issue. This is disclosed under other 'current financial assets-other receivable'.

### Note 66: Events occurring after the March 31, 2025

There are no significant events subsequent to year ended March 31, 2025.

### Note 67: Authorisation of Consolidated financial statements

The Consolidated financial statements were approved by the Board of Directors on May 22, 2025.

**For B S R & Co. LLP**  
Firm Registration: 101248W/W-100022  
Chartered Accountants

**Abhishek**  
Partner  
Membership No. 062343

Place: Pune  
Date: 22-May-2025

**For and on behalf of the Board of Directors**  
**Emcure Pharmaceuticals Limited**  
CIN: L24231PN1981PLC024251

**Berjis Desai**  
Non-executive Director & Chairman  
DIN: 00153675

**Chetan Sharma**  
Company Secretary  
Membership No. F8352

Place: Pune  
Date: 22-May-2025

**Satish Mehta**  
Managing Director & CEO  
DIN: 00118691

**Tajuddin Shaikh**  
Chief Financial Officer



# Notice of the 44<sup>th</sup> Annual General Meeting

---

# Notice

Dear Member(s),

**NOTICE** IS HEREBY GIVEN THAT THE **44<sup>TH</sup> ANNUAL GENERAL MEETING** ("AGM") OF THE MEMBERS OF **EMCURE PHARMACEUTICALS LIMITED** ("THE COMPANY") WILL BE HELD ON **THURSDAY, AUGUST 28, 2025 AT 11.00 A.M. (IST)** THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"). THE VENUE OF THE AGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. P-1 & P2, IT-BT PARK, PHASE II, M.I.D.C., HINJAWADI, PUNE – 411 057, MAHARASHTRA. THE FOLLOWING BUSINESSES WILL BE TRANSACTED AT THE AGM:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Report of the Auditors thereon.
2. To declare Final Dividend of Rs. 3/- (Rupees Three only) per Equity Share of Face Value of Rs. 10/- each (Rupees Ten only) for the Financial Year ended on March 31, 2025.
3. To appoint Mr. Sunil Mehta (DIN: 00118469) as a Director who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Mr. Samit Mehta (DIN: 00332562) as a Director who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 5. TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2025-26:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, the remuneration of Rs. 9,35,000/- (excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses) payable to the Cost Auditor, M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct the audit of cost records of the Company for the Financial Year ending on March 31, 2026, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified."

### 6. TO RE-APPOINT DR. MUKUND GURJAR (DIN: 00026843) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without

modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, the Articles of Association of the Company and as recommended by Nomination & Remuneration Committee and approved by Board of Directors of the Company, consent of the Members be and is hereby accorded for the re-appointment of Dr. Mukund Gurjar (DIN: 00026843) as a Whole-time Director of the Company for a further period of 1 (one) year commencing from August 28, 2025 on the terms and conditions as mentioned hereunder, however not exceeding 15% of the net profits of the Company, together with remuneration payable to other executive directors as per the provisions of the Act and the SEBI Listing Regulations, during his tenure as Whole-time Director:

- i) Salary: Not exceeding Rs. 3,00,00,000/- per annum
- ii) Perquisites: Not exceeding Rs. 3,00,00,000/- per annum
- iii) Performance Bonus: Not exceeding Rs. 1,50,00,000/- per annum

**RESOLVED FURTHER THAT** subject to the applicable provisions of Section 197 read with Schedule V of the Act, the aforementioned remuneration shall also be the maximum remuneration payable in the event the Company has no profits/inadequate profits in any year, which may be in excess of the individual or overall limits prescribed under the Act, and Rules made thereunder and other applicable laws, regulations, as amended from time to time and that the Board (upon recommendation of Nomination and Remuneration Committee), be and is hereby authorized to alter or vary the terms of remuneration within the aforementioned limits in compliance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution."

### 7. TO APPOINT M/s. SYD & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, Regulation 24A of the Securities and Exchange Board of India

## Notice

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and as recommended by the Audit Committee and the Board of Directors of the Company, M/s. SVD & Associates, Practicing Company Secretaries, a peer reviewed firm of Company Secretaries, Pune (Firm Registration Number: P2013MH031900), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (Five) consecutive years, to conduct the Secretarial Audit of the Company, commencing from Financial Year 2025-26 up to Financial Year 2029-30, at a remuneration (excluding applicable taxes and out-of-pocket expenses), as may be decided by the Board of Directors of the Company on annual basis, during their tenure as the Secretarial Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditors, to negotiate, finalise, amend the terms of appointment, including any contract or document in this regard and to revise (including upward revision) in the remuneration during the tenure, arising out of increase in scope of work, amendments to the Act or SEBI Listing Regulations and such other requirements, in such manner and extent as may be mutually agreed with the Secretarial Auditors, without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, things and to sign all such documents as may be considered necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

### **8. TO APPROVE PAYMENT OF REMUNERATION TO MR. SATISH MEHTA (DIN: 00118691), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, as recommended by the Nomination & Remuneration Committee and the Board of Directors, payment of remuneration made for the Financial Year 2024-25 to Mr. Satish Mehta (DIN: 00118691), Managing Director & CEO, who is a Promoter of the Company, which is in excess of the prescribed limit of 5% of the net profits of the Company as per the provisions of SEBI Listing Regulations, and of 10% of the net profits of the Company taken together for all Executive Directors of the Company (i.e. payable to Managing Director & Whole-time Directors) as per the provisions of the Act, be and is hereby ratified and that the recovery of excess remuneration paid to him, be and is hereby waived.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6) of the SEBI Listing Regulations, as amended, and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, as recommended by the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Satish Mehta (DIN: 00118691), Managing Director & CEO, who is a Promoter of the Company, as per the terms and conditions earlier approved by the Members of the Company, which may exceed 5% of the net profits of the Company computed in the manner as laid down in Section 198 of the Act, but not exceeding 15% of the net profits of the Company, together with remuneration payable to other executive directors as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, with effect from the Financial Year 2025-26, for the remaining tenure of his appointment as Managing Director & CEO of the Company.

**RESOLVED FURTHER THAT** in accordance with the consent of the Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 197 of the Act, the Company be and is hereby authorised to pay the overall managerial remuneration payable to all Directors including Managing Director, Whole-time Director(s) and Non-Executive Director(s) of the Company in excess of 11% but not exceeding 16% of the net profits of the Company for any financial year(s) in the remaining tenure of his appointment as Managing Director & CEO of the Company, as computed in the manner laid down in Section 198 of the Act and that the Board of Directors, be and is hereby authorised to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis, within the overall managerial remuneration limit as mentioned in this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to this resolution."

### **9. TO APPROVE PAYMENT OF REMUNERATION TO MR. SUNIL MEHTA (DIN: 00118469), WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, *(including any statutory*



## Notice

*modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination & Remuneration Committee and the Board of Directors, payment of remuneration made for the Financial Year 2024-25 to Mr. Sunil Mehta (DIN: 00118469), Whole-time Director, who is a Promoter of the Company, which is in excess of the prescribed limit of 5% of the net profits of the Company as per the provisions of SEBI Listing Regulations, and of 10% of the net profits of the Company taken together for all Executive Directors of the Company (i.e. payable to Managing Director & Whole-time Directors) as per the provisions of the Act, be and is hereby ratified and that the recovery of excess remuneration paid to him, be and is hereby waived.*

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6) of the SEBI Listing Regulations, as amended, and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Sunil Mehta (DIN: 00118469), Whole-time Director, who is a Promoter of the Company, as per the terms and conditions earlier approved by the Members of the Company, which may exceed 5% of the net profits of the Company computed in the manner as laid down in Section 198 of the Act, but not exceeding 15% of the net profits of the Company, together with remuneration payable to other executive directors as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, with effect from the Financial Year 2025-26, for the remaining tenure of his appointment as Whole-time Director of the Company.*

**RESOLVED FURTHER THAT** in accordance with the consent of the Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 197 of the Act, the Company be and is hereby authorised to pay the overall managerial remuneration payable to all Directors including Managing Director, Whole-time Director(s) and Non-Executive Director(s) of the Company in excess of 11% but not exceeding 16% of the net profits of the Company for any financial year(s) in the remaining tenure of his appointment as Whole-time Director of the Company, as computed in the manner laid down in Section 198 of the Act and that the Board of Directors, be and is hereby authorised to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis, within the overall managerial remuneration limit as mentioned in this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to this resolution."

### **10. TO APPROVE PAYMENT OF REMUNERATION TO MRS. NAMITA THAPAR (DIN: 05318899), WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination & Remuneration Committee and the Board of Directors, payment of remuneration made for the Financial Year 2024-25 to Mrs. Namita Thapar (DIN: 05318899), Whole-time Director, who is a Promoter of the Company, which is in excess of the prescribed limit of 5% of the net profits of the Company as per the provisions of SEBI Listing Regulations, and of 10% of the net profits of the Company taken together for all Executive Directors of the Company (i.e. payable to Managing Director & Whole-time Directors) as per the provisions of the Act, be and is hereby ratified and that the recovery of excess remuneration paid to her, be and is hereby waived.*

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6) of the SEBI Listing Regulations, as amended, and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mrs. Namita Thapar (DIN: 05318899), Whole-time Director, who is a Promoter of the Company, as per the terms and conditions earlier approved by the Members of the Company, which may exceed 5% of the net profits of the Company computed in the manner as laid down in Section 198 of the Act, but not exceeding 15% of the net profits of the Company, together with remuneration payable to other executive directors as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, with effect from the Financial Year 2025-26, for the remaining tenure of her appointment as Whole-time Director of the Company.*

**RESOLVED FURTHER THAT** in accordance with the consent of the Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 197 of the Act, the Company be and is hereby authorised to pay the overall managerial remuneration payable to all Directors including Managing Director, Whole-time Director(s) and Non-Executive Director(s) of the Company in excess of 11% but not exceeding 16% of the net profits of the Company for any financial year(s) in the remaining tenure of her appointment as Whole-time Director of the Company, as

## Notice

computed in the manner laid down in Section 198 of the Act and that the Board of Directors, be and is hereby authorised to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis, within the overall managerial remuneration limit as mentioned in this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to this resolution."

### **11. TO APPROVE PAYMENT OF REMUNERATION TO MR. SAMIT MEHTA (DIN: 00332562), WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, as recommended by the Nomination & Remuneration Committee and the Board of Directors, payment of remuneration made for the Financial Year 2024-25 to Mr. Samit Mehta (DIN: 00332562), Whole-time Director, who is a Promoter of the Company, which is in excess of the prescribed limit of 5% of the net profits of the Company as per the provisions of SEBI Listing Regulations, and of 10% of the net profits of the Company taken together for all Executive Directors of the Company (i.e. payable to Managing Director & Whole-time Directors) as per the provisions of the Act, be and is hereby ratified and that the recovery of excess remuneration paid to him, be and is hereby waived.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6) of the SEBI Listing Regulations, as amended, and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act and the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, as recommended by the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Samit Mehta (DIN: 00332562), Whole-time Director, who is a Promoter of the Company, as per the terms and conditions earlier approved by the Members of the Company, which may exceed 5% of the net profits of the Company computed in the manner as laid down in Section 198 of the Act, but not exceeding 15% of the net profits of the Company, together with remuneration payable to other executive directors as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, with effect from the Financial Year

2025-26, for the remaining tenure of his appointment as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** in accordance with the consent of the Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of section 197 of the Act, the Company be and is hereby authorised to pay the overall managerial remuneration payable to all Directors including Managing Director, Whole-time Director(s) and Non-Executive Director(s) of the Company in excess of 11% but not exceeding 16% of the net profits of the Company for any financial year(s) in the remaining tenure of his appointment as Whole-time Director of the Company, as computed in the manner laid down in Section 198 of the Act and that the Board of Directors, be and is hereby authorised to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis, within the overall managerial remuneration limit as mentioned in this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to this resolution."

### **12. TO APPROVE PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS:**

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

**"RESOLVED THAT** in supersession to the earlier resolution approving payment of remuneration by way of commission to Non-Executive Directors, passed by the Members of the Company at their 35<sup>th</sup> Annual General Meeting held on August 03, 2016 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder *(including any amendment(s), modification(s) or variation(s) thereto)*, the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Nomination and Remuneration Policy of Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors ("NED") of the Company and that such remuneration shall not exceed 1% of the net profits of the Company in any Financial Year computed in the manner provided in Section 198 of the Act, which shall be in addition to the fees payable to them for attending the meetings of the Board or any Committee(s) thereof and reimbursement of expenses for participation in such meetings, if any.

**RESOLVED FURTHER THAT** in the event if there are no profits or profits are inadequate in any Financial Year, the Company shall pay the remuneration by way of commission in

# Notice

accordance with the limits specified in Schedule V to the Act as the Board may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board of Directors and any other Official authorized by the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution without seeking any further consent or approval of the Members, to the end and intent that they shall be deemed to have given their approval thereto, expressly by the authority of this resolution."

**For and on behalf of the Board of Directors of  
Emcure Pharmaceuticals Limited**

**Place:** Pune

**Chetan Sharma**

**Date:** May 22, 2025      **Company Secretary and Compliance Officer**

**Membership No. F8352**

**Registered Office:**

Plot No. P-1 & P-2, IT - BT Park,  
Phase II, M.I.D.C., Hinjawadi,  
Pune - 411057, Maharashtra

**NOTES:**

- The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, setting out all material facts relating to the proposed resolutions, in respect of Special Business(s) to be transacted at the 44<sup>th</sup> AGM and additional information as required under the Act, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2, are annexed hereto.
- Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs ('MCA'), Regulation 44 of the SEBI Listing Regulations read with the Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024, respectively (collectively referred to as 'Circulars'), companies are permitted to hold the 44<sup>th</sup> AGM through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the 44<sup>th</sup> AGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 44<sup>th</sup> AGM shall be the Registered Office of the Company, i.e. Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra.
- The Members will be able to attend the 44<sup>th</sup> AGM through VC / OAVM by following instructions detailed in 'Attendance and E-voting' section. The procedure for participating in the meeting through VC / OAVM is explained in the notes below.
- The Company has engaged the services of MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*) ("*MUFG Intime*" or "*Registrar and Transfer Agent*") as the agency to provide e-voting facility.
- In terms of the MCA and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Hence, the proxy form and attendance slip are not annexed to this Notice. However, in pursuance to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting and / or for participation in the 44<sup>th</sup> AGM through VC/OAVM facility and e-voting during the 44<sup>th</sup> AGM.
- The attendance of the Members attending the 44<sup>th</sup> AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to the Notice.
- The Board of Directors of the Company have appointed Ms. Ashwini Inamdar (Membership No. FCS 9409, CP No. 11226), failing her, Mr. Atul Mehta (Membership No. FCS 5782, CP No. 2486), Partner(s) of M/s. Mehta & Mehta, Company Secretaries, Mumbai, as Scrutinizer to scrutinize the e-voting process, and vote casted through remote e-voting and voting at the meeting, in a fair and transparent manner. Members may note that the Scrutinizer will provide consolidated report for the votes casted through remote e-voting and e-voting at the meeting. The Scrutinizer's decision on the validity of the vote shall be final.
- The Scrutinizer shall submit her/his report, after the completion of scrutiny, to the Chairman of the Company or the Company Secretary & Compliance Officer, as authorised by the Board, who shall countersign the same. The results of remote e-voting will be announced on or before Monday, September 01, 2025 and will be displayed on the Company's website at [www.emcure.com](http://www.emcure.com) and the website of MUFG Intime at <https://instavote.mufgintime.co.in/>.
- The results of remote e-voting will simultaneously be intimated to the Stock Exchanges where the Equity Shares of the Company are listed and will also be displayed at the Registered Office of the Company. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM.
- Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) with a copy marked to the Company at [investors@emcure.com](mailto:investors@emcure.com).
- Statutory Registers and relevant documents referred in this Notice and explanatory statement, are available for electronic inspection at the Registered Office of the Company on all working days from the date of circulation of this Notice upto the date of the AGM and during the meeting. Members seeking to inspect such documents may send their requests to [investors@emcure.com](mailto:investors@emcure.com) mentioning his / her / its folio number / DP ID and Client ID.

# Notice

## Attendance and E-voting

13. Only a person, whose name is recorded in the Register of Members and/or Register of Beneficial Owners, as on **Thursday, August 21, 2025**, ("Cut-off Date"), maintained by the Depositories, shall be entitled to participate in the remote e-voting or e-voting during the AGM. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date. A person who is not a Member as on the Cut-off Date, should treat this Notice for the information purpose only.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for remote e-voting are provided as part of this Notice. The e-voting Event No. for this purpose is '**250374**'.
16. The remote e-voting period shall commence at 9:00 a.m. (IST) on Monday, August 25, 2025, and end at 5:00 p.m. (IST) on Wednesday, August 27, 2025. The Members desiring to exercise

their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the abovementioned date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

17. The Members who wish to complete e-voting and attend the AGM shall login as per the instructions given in this Notice.
18. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the meeting. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on first come first served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the 44<sup>th</sup> AGM without any restriction on account of first-come-first-serve principle.
19. Those Members who have joined the AGM and 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 e-voting system during the AGM. Those Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

# Notice

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

### REMOTE E-VOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, individual shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders/ Members are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

### Login method for individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

### METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

### METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/ Member' section.

- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders/ Members registered with CDSL Easi/ Easiest facility

### METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](https://web.cdslindia.com) & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders/ Members not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.

## Notice

- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

### METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders/ Members holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

#### Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders holding shares in **NSDL form**, shall provide 'D' above
- Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).
- Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

#### STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- Select 'View' icon. E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.



## Notice

- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

#### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
  - 3) 'Investor PAN' - Enter your 10-digit PAN.
  - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

#### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.



# Notice

## Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

## Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

## General Instructions – Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

## INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company Name" and register with your following details:
- Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

## Notice

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

### Instructions for Shareholders/ Members to speak during the AGM through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the Company by sending request on email id: [investors@emcure.com](mailto:investors@emcure.com).
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

### Instructions for Shareholders/ Members to vote during the AGM through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### Notes:

• Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing

so, shall be eligible to vote through e-voting facility during the meeting.

• Shareholders/ Members who have voted through remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

• Shareholders/ Members are encouraged to join the AGM through Tablets/ Laptops connected through broadband for better experience.

• Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

• Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience audio/visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

#### Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

#### Final Dividend

20. The Board of Directors at their Meeting held on May 22, 2025, have recommended Final Dividend of Rs. 3/- (Rupees Three only) (30%) per Equity Share of Rs. 10/- (Rupees Ten only) each of the Company for the Financial Year ended on March 31, 2025 and the same, if approved at the AGM, will be paid in accordance with the timelines under the Act. The final dividend shall be paid to such Members whose names appear in the Register of Members as beneficial owners as on the Record Date.

21. The Record Date for the payment of final dividend is close of business hours on **Thursday, August 14, 2025 ("Record Date")**

22. Members are requested to get their KYC details updated with the Depositories for the shares held in demat form and with MUFG Intime, Company's Registrar and Transfer Agent ("RTA") for the shares held in physical form, so as to receive the final dividend for the Financial Year ended on March 31, 2025, directly through electronic credit.

23. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, the dividend income is taxable in the hands of the Members, and the Company is required to deduct tax at source from dividends paid to the Members at the prescribed rates. For Resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / Invalid PAN / PAN not linked with Aadhaar	20% or as notified by the Government of India

## Notice

A Resident Individual Member with PAN will not be liable to pay income tax if the total dividend to be received during Financial Year 2025-26 does not exceed Rs. 10,000/- (Rupees Ten Thousand only) and also in case where the Member provides a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by, providing the documents/ certificates/ declarations at the e-mail address of the Company at [income.tax@emcure.com](mailto:income.tax@emcure.com)

In case of Non-resident shareholders tax is deducted under section 195 of the Income Tax Act, 1961, in accordance with the rates in force. In case of FPIs/FILs tax is deducted at the applicable rates specified as per the provisions of section 196D of the Income Tax Act, 1961.

Non-resident Shareholders (including FPI and FII shareholders) can avail beneficial rates of withholding under tax treaty between India and their country of residence, subject to providing necessary documents i.e. copy of PAN (if available), No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, e-filed Form 10F valid for FY 2025-26 and any other document which may be required to avail the tax treaty benefits, providing the documents/ certificates/ declarations at the e-mail address of the Company at [income.tax@emcure.com](mailto:income.tax@emcure.com)

The last date for submission of required documentation for the purpose of final dividend for the Financial Year ended March 31, 2025, is Thursday, August 21, 2025. Please note that documents submitted post August 21, 2025 (upto 5.00 p.m. IST), shall not be considered for the purpose of final dividend.

24. Members are requested to correctly update their respective bank account details either with Depository Participant or Registrar and Transfer Agent, from time to time, to ensure timely payment of dividend.

25. Members are requested to note that, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven (7) years from the date of transfer to the Company's Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed / unpaid for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline.

### General Shareholder Information

#### Speaker Registration

26. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request, mentioning their name, demat account number / folio number, e-mail id and mobile number along with their views / questions / queries, if any, at [investors@emcure.com](mailto:investors@emcure.com) latest by Thursday, August 21, 2025, (upto 5.00 p.m. IST)

27. Only registered speakers will be allowed to express their views / ask questions during the meeting for a maximum time allotted, once the floor is open for Members' queries. The Company reserves the right to restrict the number of speakers to only those Members who have registered themselves and number of questions depending on the availability of time during the meeting.

28. 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 [investors@emcure.com](mailto:investors@emcure.com). These queries will be suitably replied by the Company via e-mail.

#### Dispatch of Annual Report through Electronic Mode

29. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 44<sup>th</sup> AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's RTA / Depositories, unless any Member has requested for a physical copy of the same.

30. Members may note that the Notice of the 44<sup>th</sup> AGM along with the Annual Report for the Financial Year 2024-25 will also be available for download on the website of the Company at [www.emcure.com](http://www.emcure.com), on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of MUFG Intime at <https://instavote.mufgintime.co.in/>.

All the Members whose names appear on the Register of Members and/or Register of Beneficial Owners maintained by the Depositories as on Friday, July 25, 2025 will be considered for the purpose of sending the Notice of AGM and the Annual Report. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those Member(s) whose e-mail addresses are not registered. Members who wish to obtain printed copies of above-mentioned documents can send a request on [investors@emcure.com](mailto:investors@emcure.com).

31. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of the AGM at the Company's website on [www.emcure.com](http://www.emcure.com) and manner of registering the e-mail IDs of those Members who have not registered their email addresses with the Company/ RTA.

32. For receiving all communication (including Notice and Annual Report) from the Company electronically, the Members are requested to update their e-mail addresses with the Depository / RTA.

#### Communication with RTA

33. The Company's RTA has launched 'SWAYAM', a secure, user-friendly web-based application, that empowers shareholders to effortlessly access various services. The application can be accessed at <https://swayam.in.mpms.mufg.com/>

Key features of the portal are as follows:

- User-friendly interface and two-factor authentication (2FA) at login.
- Generate and track service requests / complaints
- Track Corporate Actions like Dividend / Interest / Bonus / Split.
- Access to PAN linked accounts, Company wise holdings and security valuations.

## Notice

- Raise request for unpaid amounts.
- View entire holdings and status of corporate benefits.
- Self-service portal for securities held in demat mode and physical securities, whose folios are KYC compliant.

We encourage shareholders to register on the portal and avail various services.

34. Shareholders can also use the chatbot developed by the RTA 'iDIA' to ask questions and get information about queries by logging in at [www.mufigintime.co.in](http://www.mufigintime.co.in).

### Updating KYC (Physical Shareholders)

35. Shareholders holding shares in physical form can update their PAN, KYC details, nomination, contact details, bank A/c details and specimen signature for the respective folios by submitting the forms, as may be applicable, to the Company's RTA. The prescribed form(s) are available at the Company's Website at [www.emcure.com](http://www.emcure.com) and on RTA's website at <https://liiplweb.mufigintime.co.in/KYC-downloads.html>.

### Dematerialization of Physical Share Certificates

36. It is now mandated that only the shares held in dematerialised form shall be permitted for transfer, and further, the shares shall be issued in dematerialised form while processing requests for transmission / transposition / duplicate certificates, etc. Hence, the Members are requested to get their physical shares dematerialised as soon as possible.

37. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.emcure.com](http://www.emcure.com)) duly filled and signed along with requisite supporting documents at the following address:

MUFG Intime India Private Limited

C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083, Maharashtra

Tel : + 91 810811 4949

*The format of all above service request ISR forms, is available on the Company's website at [www.emcure.com](http://www.emcure.com) and on the web site of the Company's Registrar and Transfer Agents, MUFG Intime at <https://web.in.mpms.mufig.com/KYC-downloads.html>*

38. Members holding shares in physical mode may submit their nomination by submitting Form No. SH-13, which can be downloaded from the Company's website at [www.emcure.com](http://www.emcure.com). Members holding shares in demat mode may contact their respective depositories to update the nomination.

39. The transcript of the AGM shall also be made available on the website of the Company at [www.emcure.com](http://www.emcure.com) within the prescribed time after the conclusion of the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.**

### **Item No. 5:**

#### **To ratify remuneration payable to the Cost Auditor for the Financial Year 2025-26:**

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor, based on the and such remuneration is required to be ratified by the Members of the Company.

The Board, based on the recommendation of the Audit Committee, in their respective meeting held on May 22, 2025, has approved the appointment of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) as the Cost Auditor, to conduct the audit of the cost records of the Company at a remuneration of Rs. 9,35,000/- (Rupees Nine Lakh Thirty Five Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year 2025-26.

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

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 5 of the Notice for the approval of the Members as an Ordinary Resolution.

### **Item No. 6:**

#### **To re-appoint Dr. Mukund Gurjar (DIN: 00026843) as a Whole-time Director of the Company:**

The Members of the Company at the Extra-Ordinary General Meeting held on August 22, 2022 had approved the appointment of Dr. Mukund Gurjar as a Whole-time Director on the Board of the Company for a term of 3 (three) years, effective from August 28, 2022 and the same will expire on August 27, 2025.

#### **Brief Profile of Dr. Mukund Gurjar:**

Dr. Mukund Gurjar has been associated with the Company since July 23, 2001. He is an Executive Director and Chief Scientific Officer of the Company and brings technical & industrial expertise to the Board as well as to the Company.

He holds a bachelor's degree in science, a master's degree in science and qualified as a doctor of philosophy in the faculty of science from the Nagpur University. He also holds a degree of doctor of philosophy from the Queen Elizabeth College, University of London. Prior to joining our Company, he was working with the National Chemical Laboratory, Pune for 24 years. He has received a

## Notice

certificate of appreciation in recognition of 17 years of his valued services as an editorial advisory board member for Organic Process Research & Development, American Chemical Society.

Considering the aforementioned experience and his continuous contribution towards the growth of the Company, in pursuance to the provisions of Section 196, 197 and 203, read with Schedule V of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on May 22, 2025, has re-appointed Dr. Gurjar (DIN: 00026843) as a Whole-time Director for a further period of 1 (one) year with effect from August 28, 2025, subject to approval of the Members for payment of remuneration as specified in the resolution. Dr. Gurjar shall be liable to retire by rotation.

Further, pursuant to the provisions of Regulation 17(b)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder, the maximum remuneration payable to the Managing Director and Whole-time Directors together including Dr. Gurjar, shall not exceed 15% of the net profits of the Company as per the provisions of the Act and the SEBI Listing Regulations, in any Financial Year, which is in line with resolution at Item Nos. 8, 9, 10, and 11, resultantly the overall managerial remuneration limit payable to all Directors including Managing Director, Whole-time Director(s), and Non-Executive Director(s) of the Company be increased from 11% to 16% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

Dr. Gurjar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also confirmed that he is not debarred for holding office by virtue of any SEBI order or any other authority.

The Board, on the recommendations of NRC, and in accordance with the statutory limits / approval as may be applicable for time being in force, may revise/ alter/ modify/ amend the terms and conditions of his remuneration from time to time, as they may deem fit.

The Company is a pharmaceutical company engaged in the manufacturing, selling and marketing of pharmaceutical products. The Company has earned a net profit of Rs. 3,171.28 Million (on standalone basis) for the Financial Year ended March 31, 2025. However, as the total remuneration payable to all Executive Directors of the Company, exceeds the prescribed limits under the Act and SEBI Listing Regulations, approval of Members is being sought by way of a Special Resolution for the payment of remuneration to Dr. Gurjar, which shall also be the maximum remuneration payable to him in any Financial Year during his tenure of appointment, in the event the Company has no profits/inadequate profits, in pursuance to the provisions of the Act.

Pursuant to the provisions of Section 196(3)(a) read with Schedule V of the Act, approval of Members of Company is sought by way of Special Resolution, as Dr. Gurjar has attained the age of 72 years and is being proposed to be appointed as a Whole-time Director on the Board of the Company.

Dr. Mukund Gurjar holds 2,95,716 Equity Shares of Rs. 10/- each (0.16%) in the Company.

Except Dr. Mukund Gurjar and his relatives, none of the other Directors, Key Managerial Personnel, Senior Management Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 6 of the Notice for the approval of the Members as a Special Resolution.

### Item No. 7:

#### **To appoint M/s. SVD & Associates, Company Secretaries as the Secretarial Auditors of the Company:**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 and the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on May 22, 2025 have approved and recommended the appointment of M/s. SVD & Associates, a Peer Reviewed Firm of Company Secretaries, Pune (Firm Reg. no. P2013MH031900) as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, to conduct the Secretarial Audit of the Company, commencing from Financial Year 2025-26 till Financial Year 2029-30, on following terms and conditions:

- a) Term of appointment: 5 (Five) consecutive years commencing from the Financial Year 2025-26.
- b) Proposed Fees: Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only/-) excluding applicable taxes and other out-of-pocket expenses for conducting secretarial audit of Financial Year 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. Additional fees for statutory certifications and other permissible professional services will be determined separately by the Board in consultation with the Secretarial Auditors.
- c) Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act read with the Rules made thereunder and the SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

- d) Credentials: M/s. SVD & Associates, Company Secretaries, Pune, was formed in the year 2014 by professionals of varied skill sets, to bring out synergy in corporate legal and corporate advisory services with a pivotal role in Secretarial Audit. Catering to a wide range of clients, including a large number of listed and multinational companies, its strength is its team of qualified, experienced and trained professionals who treasure the value of diligence and



## Notice

knowledge. The firm is peer reviewed in terms of the peer review guidelines issued by the Institute of Company Secretaries of India. More details of the firm are available at their website at the: <https://svdandassociates.com/>.

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed Secretarial Auditors. M/s. SVD & Associates did not have any association with the Company except as Secretarial Auditors, its subsidiary companies or any of the Promoter or Promoter Group entities during the last three Financial Years.

M/s. SVD & Associates, Company Secretaries have consented to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act read with the Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act, the Rules made thereunder and SEBI Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors hereby recommends passing of this resolution as set out in Item No. 7 of the Notice for the approval of the Members as an Ordinary Resolution.

### Item No. 8, 9, 10 & 11:

**To approve payment of remuneration to Mr. Satish Mehta (DIN: 00118691), Managing Director and Chief Executive Officer of the Company:**

**To approve payment of remuneration to Mr. Sunil Mehta (DIN: 00118469), Whole-time Director of the Company:**

**To approve payment of remuneration to Mrs. Namita Thapar (DIN: 05318899), Whole-time Director of the Company:**

**To approve payment of remuneration to Mr. Samit Mehta (DIN: 00332562), Whole-time Director of the Company:**

Pursuant to provisions of Regulation 17(b)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the fees or compensation payable to Executive Directors who are Promoters or Members of the Promoter Group of the Company, shall be subject to the approval of the Members by passing of a special resolution in a general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act"), whichever is higher; or
- (ii) there is more than one such executive director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Act.

Further, pursuant to Sections 197, 198 and other applicable provisions, if any, and Schedule V of the Act read with the Rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)*, the

remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, their aggregate remuneration shall not exceed 10% of the net profits of the Company, except with the approval of the Members in general meeting by passing a special resolution.

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors in their respective meeting held on May 22, 2025, approval of the Members is sought for ratification of the excess remuneration paid to Mr. Satish Mehta, Managing Director and Chief Executive Officer and Mr. Sunil Mehta, Mrs. Namita Thapar and Mr. Samit Mehta, Whole-time Directors, who are Promoters of the Company, for the Financial Year 2024-25 and also for waiver of the recovery of the said excess remuneration paid to them, as the remuneration has exceeded the limit of 5% of the net profits of the Company in pursuance to the provisions of SEBI Listing Regulations and the limit of 10% of the net profits of the Company in pursuance to the provisions of the Act.

Further, to ensure compliance with the provisions of the SEBI Listing Regulations and the Act and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors in their respective meeting held on May 22, 2025, approval of Members is sought for payment of remuneration to Mr. Satish Mehta, Managing Director and Chief Executive Officer and Mr. Sunil Mehta, Mrs. Namita Thapar and Mr. Samit Mehta, Whole-time Directors of Company, who are also Promoters of the Company, which may be in excess of the limits as prescribed under the SEBI Listing Regulations and the Act, however total remuneration payable to all executive directors together shall not exceed 15% of the net profits of the Company, from the Financial Year 2025-26 onwards, in any year, during the remaining tenure of their respective appointment on the Board of the Company, resultantly the overall managerial remuneration limit payable to all Directors including Managing Director, Whole-time Director(s), and Non-Executive Director(s) of the Company be increased from 11% to 16% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

The Members had approved the remuneration payable to them within the limits as prescribed under the Act, while approving their respective appointments and there shall be no change in the limit of total remuneration as previously approved by the Members vide their respective Special Resolutions, prior to listing of Equity Shares of the Company.

The above approvals being sought for Financial Year 2025-26 onwards from Members of the Company are enabling approvals as permitted and provided for under the ambit of existing applicable provisions governing Executive Directors' remuneration. There is no change in the existing remuneration as earlier approved for respective Executive Director.

Except Mr. Satish Mehta, Mr. Sunil Mehta, Mrs. Namita Thapar and Mr. Samit Mehta, none of the other Directors, Key Managerial Personnel, Senior Management Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 8, 9, 10 & 11.

The Board of Directors hereby recommends passing of this resolutions as set out in Item Nos. 8, 9, 10 & 11 of the Notice for the approval of the Members as Special Resolutions.

## Notice

### Item No. 12:

#### To approve payment of Commission to the Non-Executive Directors:

Non-executive Directors of the Company are professionals with high level of expertise and have rich experience in functional areas such as business strategy, research, corporate governance, finance, risk management amongst others. They are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Pursuant to regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Sections 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder *(including any amendment(s), modification(s) or variation(s) thereto for the time being in force)*, the Board of Directors shall recommend all fees or compensation, if any, paid to Non-executive Directors, including Independent Directors and shall require approval of Members in a general meeting.

Accordingly, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 22, 2025, approval of the Members is sought to ensure compliance with the requirements of the Act and Regulation 17(6)(a) of the SEBI Listing Regulations.

All Non-Executive Directors and their relatives may be deemed to be concerned or interested in the resolution to the extent of the

remuneration that may be received by them. Save and except the above, none of the Directors or Key Managerial Personnel or Senior Management Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 12.

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 12 of the Notice for the approval of the Members as an Ordinary Resolution.

**For and on behalf of the Board of Directors of  
Emcure Pharmaceuticals Limited**

**Place:** Pune

**Chetan Sharma**

**Date:** May 22, 2025 **Company Secretary and Compliance Officer**

**Membership No. F8352**

#### **Registered Office:**

Plot No. P-1 & P-2, IT - BT Park,  
Phase II, M.I.D.C, Hinjawadi,  
Pune - 411057, Maharashtra



## Notice

DETAILS OF DIRECTORS UNDER SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 44<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) FOR THE ITEM NUMBER 3, 4 AND 6:

Name of the Director	Mr. Sunil Mehta	Mr. Samit Mehta	Dr. Mukund Gurjar
Age (Yrs.)	62 years	45 years	72 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	June 05, 2013	July 28, 2022	July 23, 2001
Relationship with other Directors of the Company	Not related to any Director of the Company	Son of Mr. Satish Mehta & Brother of Mrs. Namita Thapar	Not related to any Director of the Company
Area of Expertise	a) Finance b) Administration	a) Manufacturing b) Strategy c) Research & Development d) Finance	a) Research & Development b) Education c) Industry expertise
Qualifications	Mr. Sunil Mehta holds a bachelor's degree in commerce from B.M. College of Commerce (University of Pune) and holds a master's diploma in business administration from the Institute of Management Development and Research, Pune.	Mr. Samit Mehta holds a bachelor's degree in commerce from B. M. College of Commerce (University of Pune) and a master's degree in business administration from the Wharton School, University of Pennsylvania, Philadelphia.	Dr. Mukund Gurjar also holds a degree of doctor of philosophy from the Queen Elizabeth College, University of London
Experience/ Brief Resume	Mr. Sunil Mehta is the Whole-time Director – Projects of the Company. He has been associated with the Company since February 01, 1985 and holds overall 40 years of experience in pharmaceuticals industry.	Mr. Samit Mehta is the Whole-time Director – Operations of the Company. He has been associated with the Company since April 01, 2003, in various capacities. Prior to joining the Company, he had worked as a Management Consultant (Strategy) at Ernst & Young LLP (India).	Dr. Mukund Gurjar is the Whole-time Director and Chief Scientific Officer of the Company. He has been associated with the Company since July 23, 2001. He has over 32 years of experience in pharmaceutical sciences and is a fellow at various national and international academies.
Names of listed entities in which the person also holds the directorship	Listed Entity – Nil <b>Other Companies-</b> Gennova Biopharmaceuticals Limited	Listed Entity – Nil <b>Other Companies -</b> 1. Gennova Biopharmaceuticals Limited 2. Uth Beverage Factory Private Limited 3. Emcutix Biopharmaceuticals Limited	Listed Entity - Nil <b>Other Companies - Nil</b>
Listed entities from which the person has resigned in the past three years including Membership / Chairmanship of Committees of respective company	Nil	Nil	Nil
Membership / Chairmanship of Committees of the board along with listed entities	<b>Chairman:</b> Nil <b>Member:</b> Gennova Biopharmaceuticals Limited • Nomination & Remuneration Committee • Corporate Social Responsibility Committee	<b>Chairman:</b> Gennova Biopharmaceuticals Limited • Corporate Social Responsibility Committee <b>Member:</b> Nil	<b>Chairman:</b> Nil <b>Member:</b> Nil
No. of Board Meetings attended during FY 2024-25	7 out of 7	7 out of 7	6 out of 7
No. of Shares held in the Company as on March 31, 2025 and % of Paid-up Share Capital	28,47,012 (1.50%)	1,35,37,632 (7.14%)	2,95,716 (0.16%)
Terms and conditions of appointment or re-appointment	To be re-appointed as Whole-time Director, liable to retire by rotation.	To be re-appointed as Whole-time Director, liable to retire by rotation.	To be Re-appointed as Whole-time Director for a term of 1 (One) year with effect from August 28, 2025.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report and as included in the resolution set out in Item No. 6



### Emcure Pharmaceuticals Limited

Plot No. P1 & P2, IT-BT Park, Phase - II, M.I.D.C., Hinjawadi Pune - 411057  
Tel. No. +91 20 35070033 • Fax: +91 20 40210160 • Website: [www.emcure.com](http://www.emcure.com)



/emcurepharmaofficial



/emcurepharma



/emcurepharma