



Date: 08/09/2021.

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

Dear Sir,

Ref : Script Id "BAJAJHCARE", Script Code "539872".  
Sub : Submission of 26<sup>th</sup> Annual report for the Financial Year 2020-21.

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we hereby submit 28<sup>th</sup> Annual report for the Financial Year 2020-21.

Kindly take the above on your record

Thanking you,

For and on behalf of Board of Directors  
of Bajaj Healthcare Limited

A handwritten signature in black ink, appearing to read 'Aakash'.

Mr. Aakashkumar Keshari  
Company Secretary

**BAJAJ HEALTHCARE LIMITED**

Registered Office : 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39/A, B-39 A/1, Road No. 23, Wagle Ind. Estate, Thane(West), Thane-400 604.

• Tel. : + 91 22 6617 7400 - 499 • Fax : + 91 22 66177458 • Website : www.bajajhealth.com

CIN No.: L99999MH1993PLC072892



**REINVENTING CHEMISTRY.  
BUILDING A GROWTH PORTFOLIO**

#### FORWARD-LOOKING STATEMENTS

IN THIS ANNUAL REPORT, WE HAVE DISCLOSED FORWARD-LOOKING INFORMATION TO ENABLE INVESTORS TO COMPREHEND OUR PROSPECTS AND TAKE INFORMED INVESTMENT DECISIONS. THIS REPORT AND OTHER STATEMENTS - WRITTEN AND ORAL - THAT WE PERIODICALLY MAKE, MAY CONTAIN FORWARD-LOOKING STATEMENTS THAT SET OUT ANTICIPATED RESULTS BASED ON THE MANAGEMENT'S PLANS AND ASSUMPTIONS. WE HAVE TRIED WHEREVER POSSIBLE TO IDENTIFY SUCH STATEMENTS BY USING WORDS SUCH AS 'ANTICIPATES', 'ESTIMATES', 'EXPECTS', 'PROJECTS', 'INTENDS', 'PLANS', 'BELIEVES' AND WORDS OF SIMILAR NATURE IN CONNECTION WITH ANY DISCUSSION OF FUTURE PERFORMANCE. WE CANNOT GUARANTEE THAT THESE FORWARD-LOOKING STATEMENTS WILL BE REALISED, ALTHOUGH WE BELIEVE WE HAVE BEEN PRUDENT IN OUR ASSUMPTIONS. THE ACHIEVEMENT OF RESULTS IS SUBJECT TO RISKS, UNCERTAINTIES AND EVEN INACCURATE ASSUMPTIONS. SHOULD KNOWN OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALISE, OR SHOULD UNDERLYING ASSUMPTIONS PROVE INACCURATE, ACTUAL RESULTS COULD VARY MATERIALLY FROM THOSE ANTICIPATED, ESTIMATED OR PROJECTED. WE UNDERTAKE NO OBLIGATION TO PUBLICLY UPDATE ANY FORWARD-LOOKING STATEMENTS, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

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**F**OR years we have worked with a simple motive to match steps with the changing times to emerge as a comprehensive solutions provider.

From API to Intermediates, we evolved our presence continuously to provide our customers with quality products that help them manufacture better pharmaceutical products and help millions of people lead healthier lives.

Carrying forward this legacy, we forayed into the finished dosage segment. Entering this segment, we emphasised on reinventing the off-patented products at competitive pricing, thereby making them more accessible.

Our coherent approach and a relentless pursuit towards building capability and capacity for catering diverse therapeutic areas has helped us build a portfolio for tomorrow.

Therefore, it not only broadens our horizons but also helps us secure new pathways of success and enables us to deliver unmatched solutions that would continue to drive growth.

Thus, by reinventing the known chemistries the Company has emerged opportunity-ready.

Thereby, building a strong portfolio has led to an inflection point for the Company marked by a larger customer appetite for products, lower costs and enhanced viability.

The convergence of these realities promises sustainable and profitable growth for the Company from this point onwards.

**RECORDED HIGHEST-EVER PROFIT IN THE HISTORY OF THE COMPANY. RECORDED HIGHEST-EVER SALES IN THE BULK PRODUCT SEGMENT.**

## REINVENTED CHEMISTRIES...

Emphasised on research and development of the off patented products.

Strengthened manufacturing capabilities by making strategic acquisitions.



## HAVE BUILT A GROWTH-FOCUSED PORTFOLIO...

Launched new APIs and FDFs to help fight COVID.

Added new clients with the addition of new products.



...AS A NATURAL CONSEQUENCE RECORDED OUR STRONGEST-EVER GROWTH IN A CHALLENGING FY21

**60%**  
Revenue  
growth in  
FY21

**162%**  
EBIDTA  
growth in  
FY21

**229%**  
Net Profit  
growth in  
FY21



### OUR VISION

- Our vision is to be a leading pharmaceutical company in India and to become a significant global player by providing high quality and affordable products
- Commitment to continuous improvement and innovation
- To develop environment friendly system
- Contributing towards better healthcare through innovation



### OUR MISSION

- Innovation and excellence with customer satisfaction
- Our mission at Bajaj Healthcare Limited is to become a global leader in manufacturing of APIs and Pharmaceuticals with high standards of quality and technical services
- Our mission is to provide cost-effective products with reliable quality and delivery within a short span of time
- To achieve excellence in our products and services and to build long term relationships with our customers

# UNDERSTANDING BAJAJ HEALTHCARE LIMITED

Six things you need to know about Bajaj Healthcare Limited



**Experience:** Established in 1993, the Maharashtra-based Bajaj Healthcare Limited (to be referred as “BHL” or “the Company” is one of the India’s leading integrated pharmaceutical manufacturing companies. Owing to the rich experience of more than two and a half decades, the Company is attractively positioned in the sector. The Company went into business as a focused API manufacturer



**Capability:** Over the years, we have developed a strong presence in some of the key markets across the globe, supplying Active Pharmaceutical Ingredients (APIs), Intermediates and Finished Dosage Formulations (FDFs) to globally renowned companies across pharmaceutical, nutraceutical and food industries. We derive our competitive advantage from a vertically integrated business model, large manufacturing facilities and strong research and development capabilities



**Management team:** Headed by Mr. Sajankumar R. Bajaj (Chairman & Managing Director) and Mr. Anil C. Jain (Joint Managing Director), and aptly supported by a competent managerial team, the Company has successfully grown its presence in different regulated markets under their leadership



**Manufacturing:** With a focus on achieving operational efficiency, we regularly invested in world-class equipment and technologies, and also undertook regular strategic acquisitions to enhance our manufacturing capabilities. With manufacturing operation at the core of our business, BHL today has 9 state-of-the-art manufacturing facility spread across India



**Quality assurance:** The Company is driven by quality excellence and have worked towards building our reputation on quality. Our quality focus is validated by certifications such as ISO 9001:2015, HACCP certification, Star-Kosher and OK Kosher certification, GMP certification, Halal Certificate, FSSAI License, FSSC 22000 etc.



**Research & development:** The Company has invested in an R&D team focused on maximising the application usage of our products, quality standards and new product development at relatively lower cost

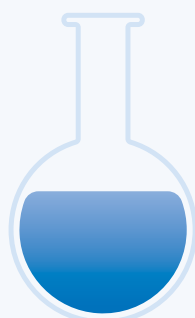
## WHAT WE HAVE ON OFFER

We are differentiated by **our product portfolio**.

OVER the years, we strategically invested in its capacities and undertook strategic acquisitions to metamorphose our self into a specialty company and focused on development, manufacturing and supply of Active Pharmaceutical Ingredients (APIs), Intermediates and Finished Dosage Formulations (FDFs) across the globe.

API	Intermediates	Finished Dosage Formulation (FDFs)
We focus on efficiently manufacturing high-quality and high value APIs in key therapeutic categories	We focus manufacturing intermediates which form a key input component for its API and FDF manufacturing, thereby ensuring a steady demand for our products	We focus on manufacturing tablets, capsules, and powders which find application in key therapeutic segments

Product category	Manufacturing capacity	New launches	Key products	Certifications
Active Pharmaceutical Ingredients (APIs) and intermediates	<b>726MT</b> Per month API manufacturing capacity  <b>94MT</b> Per month Intermediates manufacturing capacity	Methyldopa; Acyclovir; Vildagliptin; Deferasirox; Posaconazole; Hydroxychloroquine Sulphate	Ascorbic Acid, CH Base and its Derivatives, Citicoline Sodium, Carbamazepine, Theobromine, Ferrous Ascorbate, Doxofylline, Oxcarbazepine, Choline Bitartrate and its derivatives, Octenidine Hydrochloride, Vildagliptin, Ticagrelor, Diosmin, Hesperidin etc.	ISO 9001:2015; HACCP certification; Star-Kosher and OK Kosher certification; GMP certification; Certificate from CDSCO (Written confirmation for exporting products in European Union (EU) Countries); EU-GMP Certification; MFDS (KFDA) Certificate; Certificate of Suitability (CEP) Halal Certificate; FSSAI License; FSSC 22000 from TUV NORD CERT GmbH, Germany; WHO GMP
Finished Dosage Formulation (FDF)	<b>92</b> million pieces per month FDF manufacturing capacity	FAVIJAJ (Favipiravir); IVEJAJ (Ivermectin); POSAJAJ (Posaconazole); Hydroxychloroquine Sulphate	Cellin 500, Septran DS Tablet, Aspirin Gastro Resistant Tablets, Ecosprin Tablet, etc.	ISO 9001:2015; WHO – GMP certification; FSSAI from FDA



Mefenamic Acid	Arthemether	Lumefranrine	Aceclofenac	Albendazole	Nimesulide
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The Company ventured in the development of the above-mentioned API during the year, thanks to the strategic acquisitions undertaken in FY21

## OUR CORE PRIORITIES WHEN IT COMES TO BUILDING OUR PRODUCT PORTFOLIO



Focus on cost leadership, operational excellence and regulatory focus



Develop products that help us expand our geographic presence



Through dedicated R&D we always look for competitive advantage and differentiation in whatever we do



Work on capacity planning ahead of time and undertake strategic acquisitions to expand portfolio

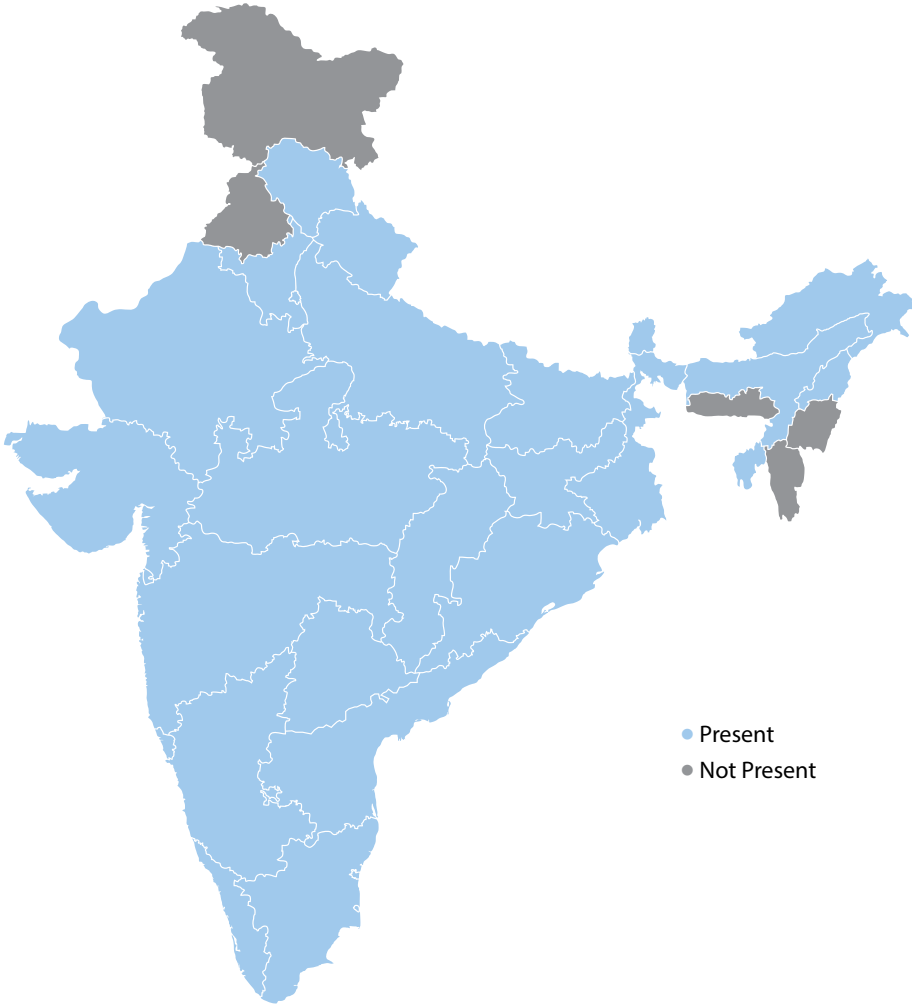


Focus on creating new niches in the existing markets to make our product portfolio relevant





# PAN INDIA PRESENCE



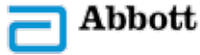
## OUR STRONG CLIENT-BASE



Sun Pharma Ltd.



Pfizer Ltd.



Abbott Healthcare P. Ltd.



Nestle Group



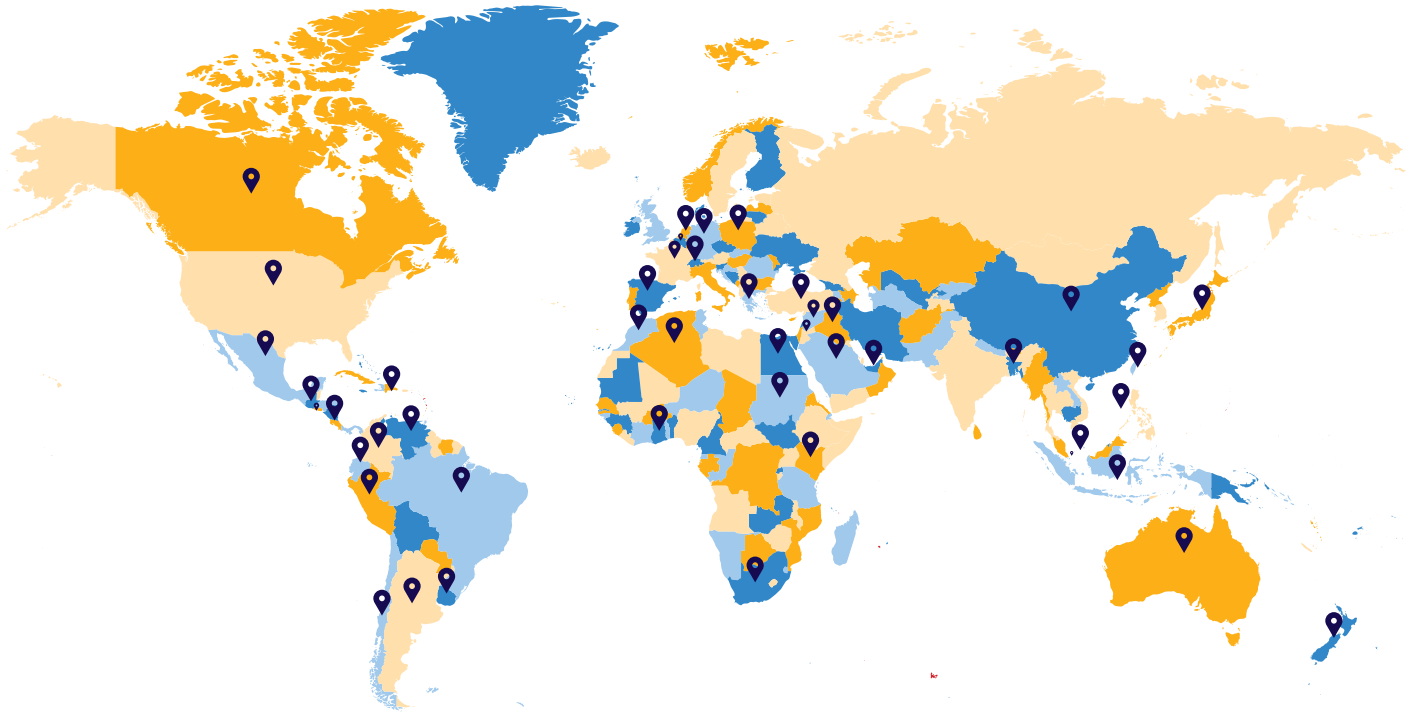
Hindustan Unilever Limited



Usv Pvt.Ltd.

# OUR GLOBAL FOOTPRINT

We have regularly focused to expand our customer reach across the world. Our focused approach is helping us to strengthen our foothold in specific regions while mobilising resources to grow our market presence and widen our market share.



### Countries of our presence

South Africa | United States | Germany | China | Mexico | Australia | New Zealand | Algeria | Costa Rica | Jordan | Spain | Canada | Turkey | Morocco | France | Japan | Colombia | Malaysia | United Arab Emirates | Egypt | Taiwan R.O.C | Argentina | Indonesia | Sudan | El Salvador | Saudi Arabia | Belgium | Ecuador | Dominican Republic | Brazil | Kenya | Netherlands | Guatemala | Chile | Ghana | Singapore | Peru | Bangladesh | Uruguay | Poland | Greece | Sudan | Switzerland



Evonik Industries AG



Koye Pharmaceuticals Limited

**BAJAJ MEDICAL**

Bajaj Medical LLC



Intas Pharmaceutical Ltd.

**INTERQUIM**

Interquim S.a.

**LONZA**

Lonza Group

# TRACKING OUR PROGRESS

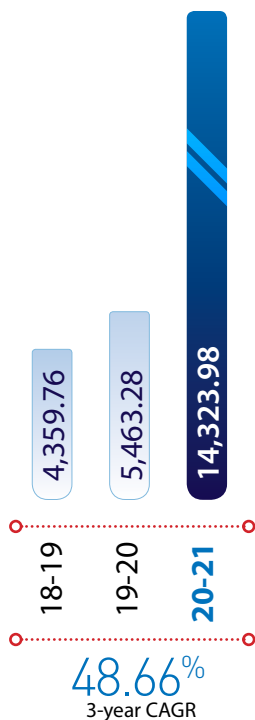
Numbers behind the story.

## P&L Metrics

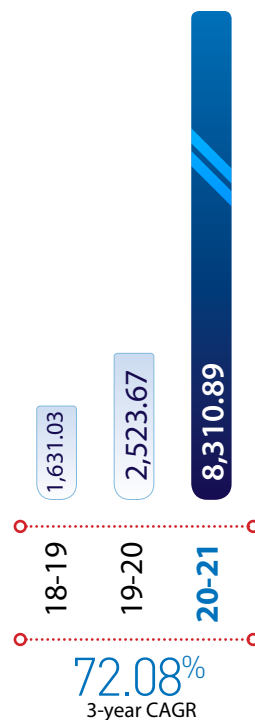
Revenue from operations (₹ in Lakhs)



EBIDTA (₹ in Lakhs)



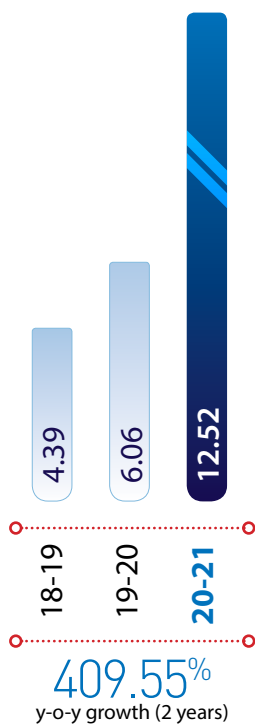
PAT (₹ in Lakhs)



EBIDTA Margin (%)

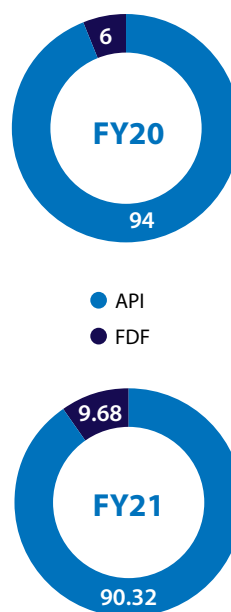


PAT Margin (%)



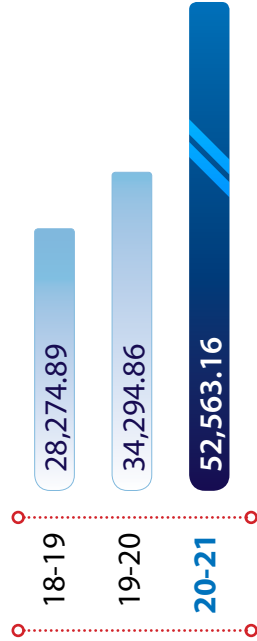
## Sales breakup

Product wise (%)

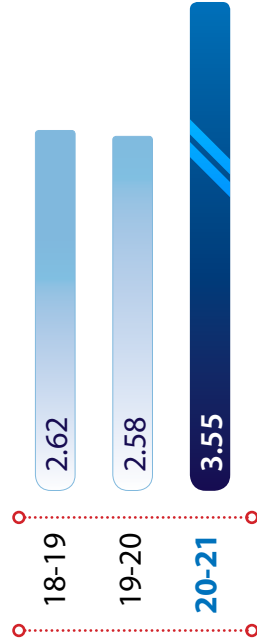


Balance Sheet Metrics

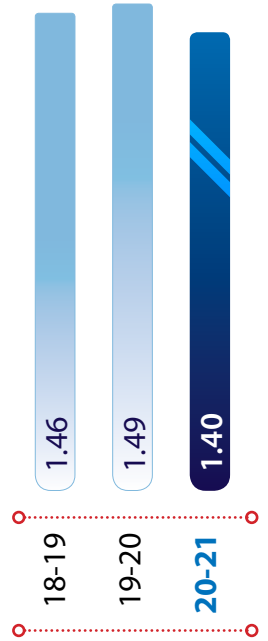
Total Assets  
(₹ in Lakhs)



Fixed Asset turnover ratio  
(in times)

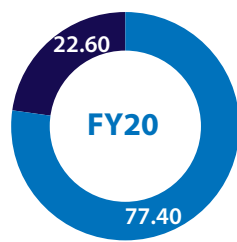


Debt-equity ratio  
(in times)

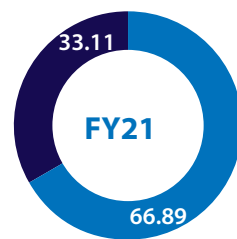


Sales breakup

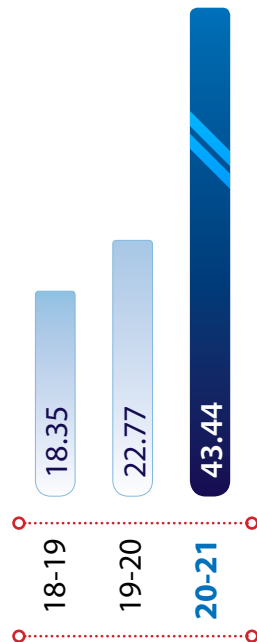
Revenue by Geography  
(%)



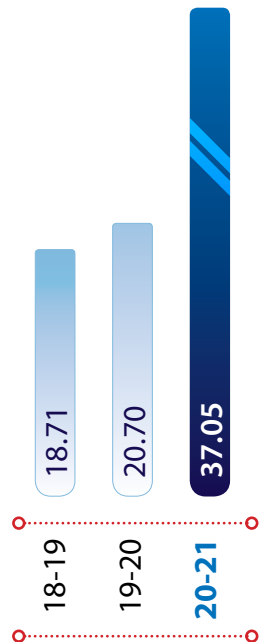
● Domestic  
● International



Return on Net Worth  
(RoNW) (%)



Return on Capital Employed  
(RoCE) (%)



INVESTMENT CASE

# WHAT MAKES BHL AN INTERESTING INVESTMENT PROPOSITION?

We have a track record of creating value for our stakeholders. By focusing on our strategic priorities and leveraging our core strengths of portfolio and economies-of-scale, we can build upon our success.

**Our investment proposition**

We seek to create sustainable value for our stakeholders, by delivering consistently strong growth and returns and a positive impact. We set ourselves challenging targets, and aspire to cross the ₹1,000 crore revenue mark by 2024, while maintaining a conservative capital structure, delivering high returns and emerging a debt free company.

**High growth and returns:**

We deliver high growth and return. Over the past five years, our revenue and profitability growth has averaged 172.98% and 377.44% respectively, growth in earnings per share has averaged 217.63%.

**Unique and diversified business model:**

Our business is uniquely positioned in the key segments our presence: API, Intermediates and FDFs. We have a broad and diversified product portfolio and a growing pipeline of new specific products in the high margin segments that are expected to drive revenue growth of the Company.

**Strong market position:**

We are the world’s largest manufacturer of Chlorhexidine base and India’s largest producer of Ascorbic Acids. Thanks to our quality focus and conservative pricing strategy, BHL is amongst the top five suppliers to the regulated markets for its product portfolio.

**Commitment to quality:**

We have built our reputation from a manufacturing company to a quality-focused and research driven Pharmaceuticals Company. Quality is embedded in our people, our relationships and our thinking. Our excellent track record of regulatory compliance has made us the partner of choice for our customers across some of the highly regulated market.

**Strong cash generation and leverage:**

Our business is strongly cash generative. Cash profit has grown at an average of 218.83% over the past five years. While we have consistently focused on inorganic growth through internal accruals and external borrowing. We have constantly repaid our borrowing thanks to our strong cash generation capacity.

**Agile portfolio management:**

We manage our product offerings in the three focused segment to ensure we can sustain strong growth and returns over the long term, aligned with our purpose. We foray into new product segments to accelerate penetration of more attractive market niches, we merge segments when market characteristics change, and we exit segments which offer less attractive long-term growth and returns through carefully devised strategies.

Values that drive us



Commit to Deliver	Commit to Excellence	Be Agile	Good Governance	Grow Together
We are all-in, fully committing to our business strategies, decisions, results and empowering our people, while acting with integrity and stepping up to challenges without waiting to be asked	We have the highest standards, value learning and are committed to be the best at what we do	We find a way to deliver on our commitments by moving quickly to address opportunities and are resilient to storms and setbacks	We are disciplined in sharing information and knowledge, raising issues early, and creating the space for respectful debate where everyone is heard	We operate as one diverse team, with an open mind and positive intent, to set each other up for success and achieve common goals across the matrix

Our strategy to grow our business



Grow our business	Sustain our financial health	Drive operational excellence	Enhance trust
<p>Committing to core business segments while investing in R&amp;D, growth opportunities, and ongoing customer relationships</p>	<p>Reducing and managing our debt, growing EBITDA, maximising product value, optimising processes and strategically growing our core assets via targeted acquisitions</p>	<p>Strengthening our research-focused culture and optimal resource use while enhancing efficiency and making smart technological investments</p>	<p>Improving our understanding of the client requirements and proactively partnering with clients and communities, driving sustainability solutions, and meeting the changing needs of our clients</p>



## FROM THE CHAIRMAN'S DESK



**MR. SAJANKUMAR R. BAJAJ**  
CHAIRMAN & MANAGING  
DIRECTOR

“FURTHER, OUR PERFORMANCE THIS YEAR IS EVIDENCE OF BHL'S RESILIENCE AND COMMITMENT TO DRIVING DISCIPLINED GROWTH. **DURING THE YEAR, WE NOT ONLY RECORDED STRONG GROWTH BUT ALSO ENSURED THAT WE TOOK THE NECESSARY STEPS THAT HELPS US SUSTAIN THE GROWTH MOMENTUM IN THE YEARS AHEAD.**”

DEAR SHAREHOLDERS,  
It's been a year like no other, as I sit down to write this year's message, the only thing that crosses my mind is that how challenging the year has been for most of us. During the year, we not only witnessed human resistance put to test, it also challenged businesses like never before, pushed them to the edge of their resilience and capabilities. At the outset, I trust you and your family are keeping well in these unprecedented times. FY21 will be remembered as one of the most challenging years in recent times, as COVID-19 continues to affect our lives and livelihoods.

Taking a long-term view, I found it quite inspiring to see the way we performed during the year in delivering on our key strategic objectives and recording strong growth numbers, amidst a challenging market environment. Thus, I find myself vindicated of the trust and confidence I had put in my colleagues over the years, but especially over the past year when we were put to yet another test of resilience as the raging pandemic continued to wreak havoc in people's lives and countries' economies. We entered FY21 in a strong position on the back of a strong balance sheet owing to the successful execution of our strategies.

### Macro and micro economic overview

A year of unprecedented challenges and uncertainties, FY21 proved to be a difficult year for most business entities across industries. The COVID-19 pandemic disrupted the way of life, businesses, and the overall economic scenario across the globe. It had put governments under pressure to act with agility and stem the spread of the virus. Every country had its set of problems and adopted strict containment measures, including nationwide lockdown. Output in the US contracted 3.4% and that in the Euro area by 7.2% in 2021. An already weak Indian economy saw GDP declining by 24.4%, multiple decades low, in the first quarter of the financial year under review.

The pharmaceutical industry also suffered due to COVID despite being at the center of attraction. Although the pharma industry attracted a lot of attraction and new investments, during this period, the majority of the focus across the pharmaceutical industry was



FY21 proved to be an eventful year for BHL, as we not only surpassed our last year's performance but recorded the highest growth numbers in the history of the Company.

channelized towards the COVID-19 related drug and vaccine discovery. Further, supply chain issues and limited availability of labour also added to the problems faced by the industry.

#### Our performance in FY21

FY21 proved to be an eventful year for BHL, as we not only surpassed our last year's performance but recorded the highest growth numbers in the history of the Company. Further, our performance this year is evidence of BHL's resilience and commitment to driving disciplined growth. During the year, we not only recorded strong growth but also ensured that we took the necessary steps that helps us sustain the growth momentum in the years ahead. The Company also undertook concerted efforts to overcome the challenges posed by the COVID-19 pandemic. It enabled us to improve turnover, obtain profits, secure new orders and reduce debt, despite an adverse business environment and pressure of rising prices of raw materials.

BHL delivered FY21 financial performance ahead of expectations, with a total revenue from operation of ₹65,698.38 lakhs, an increase of 60.24% versus the previous year, driven by a strong performance of our products across the board. We recorded a operating profit of ₹14,323.98 lakhs an increase of 162% and a PBT of ₹11,881.97 lakhs increase of 229.50%, reflecting a higher demand for our products and better realisations from the key products of our portfolio. Our net profit for the year stood at ₹8,310.89 lakhs compared to ₹2,523.67 lakhs in FY20, an absolute growth

of 3.3x. We also continued to maintain healthy margins with EBITDA margin at 21.58% and PAT margin at 12.52% during the year under review. Our heightened focus on strategically expanding our portfolio, growing our presence in the high value segment and optimising capital employed along with cash flow focused working capital management has helped us to reach a position of financial strength. We approach FY21 with a robust balance sheet, as our fixed assets grew by 28.28% to ₹20,812.77 lakhs as on 31st March 2021 with a RoCE and RoE of 37.05% and 32.08%. We strengthened our RoCE and RoE by 1635 bps and 1,800 bps respectively. We have maintained a healthy and well-diversified book of ₹52,563 lakhs at the end of 31st March 2021.

#### Strengthening our foundations

Our ability to report such strong numbers, and to take a long-term view of our business and strategy, is underpinned by our business model and financial strength.

Last year, we have been successful in fortifying our API and FDF business with the introduction of five new products. This helped us drive our ambitious strategic plan to sustain long-term top-line growth of the business, whilst driving attractive margin and returns. Undoubtedly, COVID-19 has brought in a level of uncertainty with respect to the near-term outlook, however the BHL's

# 229.50%

We recorded a 229.50% growth in PBT during the year.

plans remain unchanged, reflecting our confidence in the long-term opportunity. Further, the acquisition of 3 API Manufacturing Units, 1 Engineering unit and 9 Acres open plot at Dahej, GIDC at a capital outlay of ₹ 6,100 lakhs was a major highlight during the year. Yes, they are stressed companies, but the value-addition these two companies are expected to do to our portfolio is immense. Certainly, we are confident that over time, this inorganic growth strategy of ours which we had undertaken over the last few years will increase our capacity for innovation and new product development, support the creation of a more growth focused business model and portfolio, all of which are central to sustaining growth.

#### Progressing toward our strategic goals

We aim to deliver consistent, durable growth and performance in a responsible way. Despite the disruption of COVID-19, the fundamentals of our business remain strong and the medium-and long-term prospects of our markets attractive. As a result, we continue to invest across the business, from strategic acquisitions to strengthen our portfolio to invest in research to develop the off-patented products at a





competitive price, to allow us to capitalize on our platform and competitive strengths and seize more of the market opportunities for growth and expect the operational leverage to unwind as the value of our investments are realized post-COVID-19. We will continue to strengthen our position as the partner of choice for our customers and partners, sustaining our growth.

#### **Sustaining our focus on research and development**

Our growth strategy starts with our commitment to build our capabilities in research and development. We pursue this outcome by listening to our customers' needs and by continuously focusing on innovating and improving our processes to provide our clients with the desired outcome. Our client's success depends on rigorous product performance and reliability, and it's these factors that influence our research and development. We developed and introduced eight APIs and Formulations such as Favijaj (Favipiravir), Ivejaj (Ivermectin), Posajaj (Posaconazole), Hydroxychloroquine Sulphate, Methyldopa, Deferasirox, Acyclovir, and Vildagliptin. Favijaj (Favipiravir), Ivejaj (Ivermectin) and Posajaj (Posaconazole) have played a key role in the nation's fight against COVID-19.

This has been made possible by our sustained investment in R&D. As a company committed to R&D, we invested ₹456.74 lakhs in different R&D activities during FY21, an increase of 90% compared to FY20 and 5.50% of our net profit. We have a clear research strategy in place to maintain our core API and formulation position, deliver on the development complex APIs and FDFs at competitive price, and build out our growth-focused

portfolio.

### Expanding our presence

Our growth strategy is to successfully expand our offering to provide our customers with additional solutions and further grow within our addressable markets. Our focus is on broadening our proprietary API product offering into complementary intermediates and FDF segment; extend our presence in the high value segment; and offering our capabilities to be a leading formulations developer partner for big pharma clients. We achieved progress toward each of these objectives during the year.

Further, we successfully integrated the business of recently acquired Vet Pharma manufacturing facilities with ours during the year. Thus, when combined with our own API manufacturing strengths, has positioned us well to serve the growing need for API, intermediates and Formulation solutions for our clients. Further, we focused on building a domestic market for our proprietary APIs such as Citicoline Sodium, Ticagrelor, Theobromine and Ascorbic Acid. We also continued to develop and grow demand for our API solutions such as Vildagliptin, Sitagliptin, Deferasirox, Chlorhexidine Gluconate, Fosfomycin, Theobromine and Octenidine Hydrochloride in the international markets, thereby enhancing our global presence. Overall, these efforts meant that despite customer disruption due to COVID-19, we delivered ahead of our

commercial plan across these new product lines for the year.

### Building organisational scalability

Our strategy for sustained growth is to build scalability into our operational infrastructure to allow us to deliver on our growth plans, increase efficiency and sustain value creation. During the year, we deployed new machineries and adopted new technologies to increase our throughput and reduce development cycle time. Further, the acquisitions of new facilities during the year also helped to enhance our overall manufacturing capabilities. These strategic acquisitions are in line with the Company's business growth strategy to support increased customer demand whilst reducing costs and improving delivery speed. We have also identified and started addressing key bottleneck constraints, during the year, across our recently acquired assets, operations, and product workflows.

### Enhancing our people strength

We remain highly dependent on the talent, innovation and creativity of our employees. They have not compromised on quality, compliance and execution of our strategy despite many of them working from home since March 2020. At BHL, I am proud of the way our people have managed during the COVID-19 pandemic and I would like to thank each one of them for their hard work and continued commitment.

To build on our culture, be a great place to work, and embrace inclusivity throughout all levels of the organisation, we have updated key employee policies to

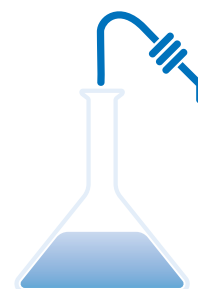
ensure they are consistent with BHL's values and support its long-term sustainability.

### Being a responsible business entity

A resolute business is crucial to both our operations and our strategic objective. We resolutely concentrated on laying the foundations of a purposeful business with shareholders, society and the environment as essential elements. Since the establishment of BHL, responsible behaviour has been core to everything we have done – from offering healthcare to the local community to most recently going out into the community in India to help deal with the health crisis. As responsible corporate citizens, we diligently focused on continuing to extend all forms of support to COVID-19 relief efforts. In a year of turmoil, we are proud and humbled to have been able to serve our communities.

### Road Ahead

Time and again, at BHL, we have demonstrated our resilience and stood tall against all odds. Despite uncertainties ahead, especially after the second wave of COVID-19 has caused considerable damage to human health, we remain confident about accomplishing our goals. As we continue to build our presence in India and abroad, relying on our inorganic growth strategies, we are



We resolutely concentrated on laying the foundations of a purposeful business with shareholders, society and the environment as essential elements.

optimistic about increasing our operational efficiency and sustain our top and bottom-line growth.

Before I conclude, I would like to express my heartfelt gratitude to our shareholders, business partners, customers, and other stakeholders for their continued trust and support in our abilities to drive the organization forward. I remain thankful to everyone in the organization for their innovative capabilities and tremendous enthusiasm to tide through difficult times.

# HOW WE RESPONDED TO THE CRISIS?

The COVID-19 pandemic has impacted millions of people and organisations around the globe including India, and many are still grappling with its mental, emotional, and financial toll.

For businesses, it has meant navigating through various operational difficulties such as managing supply chain to ensure timely delivery and increasing logistics cost. The onset of the COVID-19 pandemic prompted us to be proactive in taking steps to safeguard our workforce. The uncertainty and unpredictability of the pandemic left us to follow strict guidelines as defined by the Government of India and medical experts.

### How we responded to the pandemic?

#### Safeguarding health, safety and wellbeing

Our first priority throughout this crisis has been the health, safety and wellbeing of our people, their families, our customers and the communities in which we operate. From the outset we adopted an agile approach which balanced risk mitigation with business continuity based on the latest government recommendations and guidelines. We have continued to monitor the situation closely, responding to the crisis as it has evolved, providing our people with timely guidance and support

to maintain their wellbeing and ensuring that we take appropriate action as required.

The response of our people has been outstanding. They have risen to the challenge, adapting their behaviour and working practices in order to minimise the spread of the virus, whilst continuing to focus on the needs of our customers.

#### Maintaining operations and business continuity

As a company we recognise our essential contribution to the one of the key sectors of the economy across the globe we focused ensuring the continuity of our business. Our business continuity plans

were therefore enacted across our manufacturing units and, where necessary, we adapted our working practices and environments to minimise the risk of spreading the virus. This included the implementation of social distancing and home working, and, where this was not possible, the use of enhanced PPE to further minimise any potential risk. Further, we channelised our effort towards ensuring the continuity of our supply chain and manufacturing production in support of our customers.



### How we helped the society at large?

As a responsible pharmaceutical organisation, we played our role in the nation's fight against COVID. We did so by introducing three new products in the market in FY21, which aim to help people fight against COVID.

The below products have been launched in FY2022



#### **Favijaj (Favipiravir)**

An antiviral drug

#### **Product USP**

Used for treating patients suffering from influenza virus



#### **Ivejaj (Ivermectin)**

An antiparasitic drug

#### **Product USP**

- Used in controlling parasitic roundworm infections
- Curing parasitic infections
- Helped improve the health of COVID-19 impacted patients

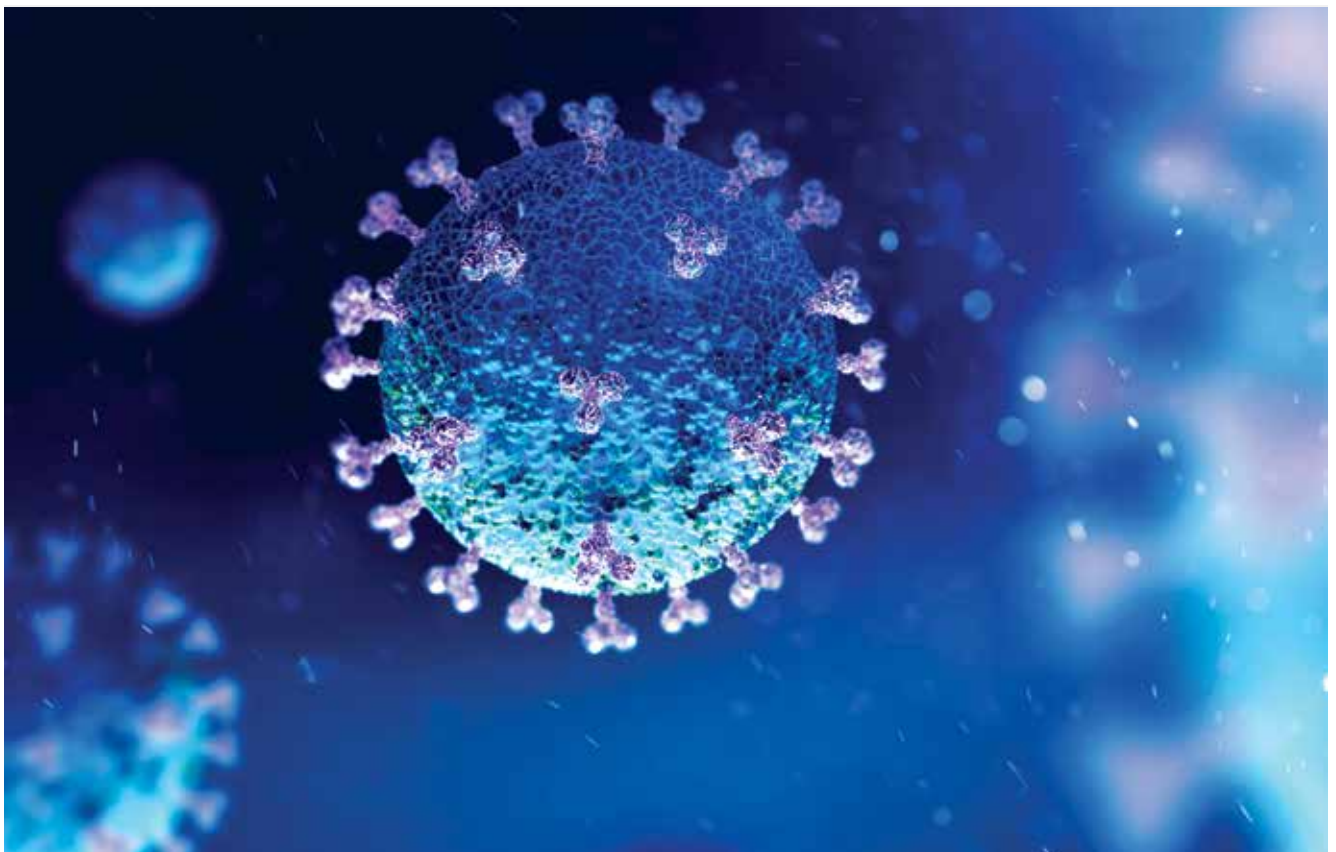


#### **Posajaj (Posaconazole)**

A triazole antifungal agent

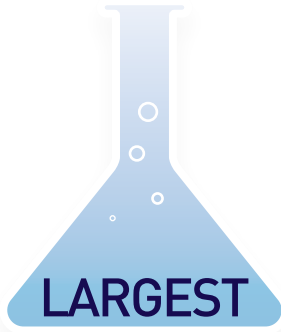
#### **Product USP**

Used for treating Mucormycosis patients popularly known as Black Fungus in post COVID complications

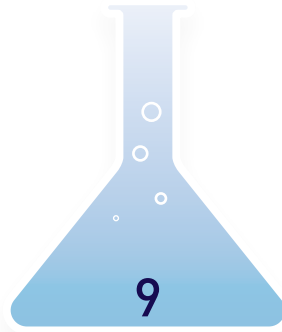


# HOW WE HAVE PROGRESSED OVER THE YEARS?

## Non-financial



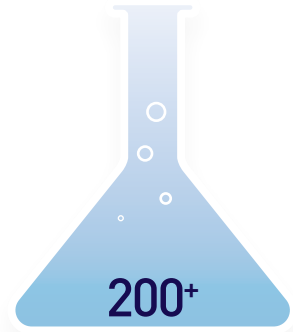
World's largest manufacturer of Chlorhexidine base



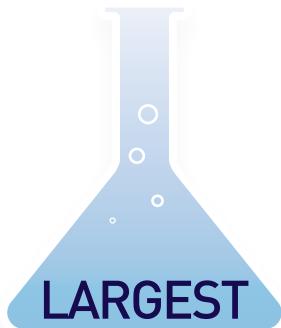
Manufacturing facilities excludes one engineering unit



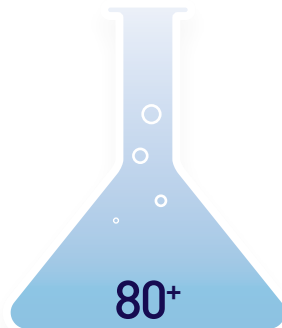
API & Intermediates manufacturing capacity\*



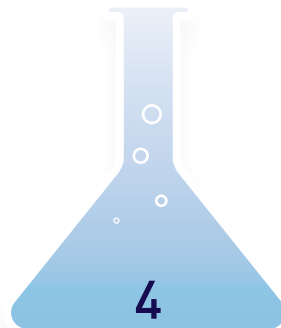
Finished dosage formulations manufacturing approval



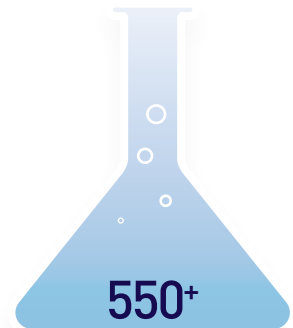
India's largest manufacturer of Ascorbic Acids



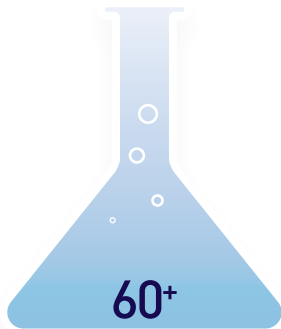
Products manufactured across the three product categories



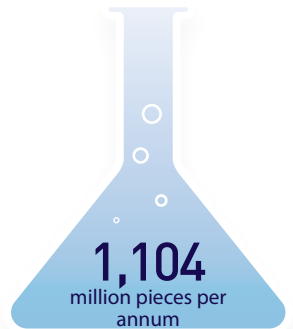
New products launched in FY21



Client portfolio



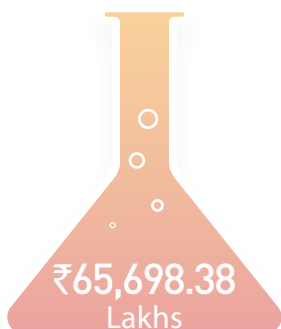
Countries of presence



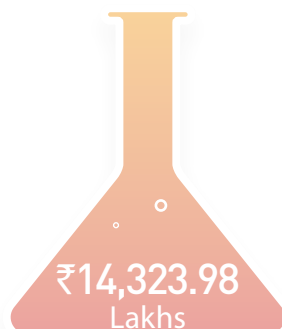
BHL's formulation manufacturing capacity

\*excludes properties acquired under SARFAESI Act, 2002.

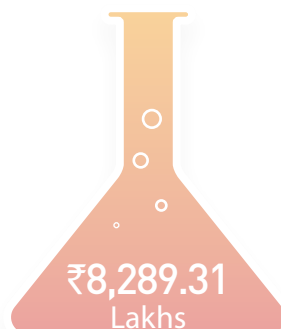
## Financial



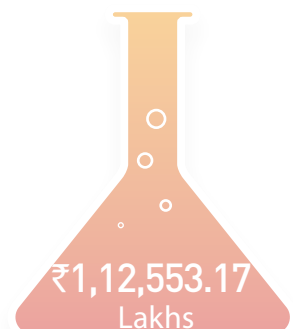
Revenue recorded in FY21



Operating profit recorded in FY21



Net profit recorded in FY21



Market capitalisation as on June 30, 2021

# HOW WE PLAN TO SUSTAIN OUR PROGRESS?



## Build momentum through distinguished reach

- Work towards securing market leadership in high potential and high margin product segments in the international markets
- Continue to focus on growing our international presence by focused market development for our products and through strategic international tie ups
- Focus on developing country-specific marketing strategy for our API and FDF products such as Vildagliptin, Sitagliptin, Deferasirox, Chlorhexidine Gluconate, Fosfomycin, Theobromine, Octenidine Hydrochloride, etc.
- Focus on widening our portfolio in accordance with the different international market needs there, thereby create a sustainable and profitable business growth strategy
- Emphasise on growing our API product registrations in the international market



## Diversify portfolio to enhance revenue

- Continue focus on broad-basing our portfolio from low-value high volume products to high-margin low volume products
- Enhance our presence in the key therapeutic areas such as pain management, anti-malaria and tapeworm infection among others in the API segment
- Build our presence in the FDF segment by regularly introducing new products and also grow our client count
- Add more products in Active Pharmaceutical Ingredient (APIs) & intermediates through reverse engineering



## Prepare for tomorrow by strengthening our R&D capabilities

- Support growth strategy by developing new products and processes, which enhance our portfolio
- Focus on strengthening our R&D capabilities to develop complex products which creates stringent high-entry behaviour
- Strive for constant process improvement and attain manufacturing cost competency, which enhances profitability
- Continue to implement stringent quality-control management system, ensuring high quality



## Sustain growth through strategic acquisitions

- Continue to undertake strategic acquisition of struggling companies, which helps widen the portfolio
- Invest in these companies to quickly market product
- Invest in latest technologies to bolster capacity while ensuring quality



# OUR RESILIENT BUSINESS MODEL

Our diversified business model allowed us to respond to the opportunities and risks we face, while delivering value for our stakeholders. At BHL, our business model focuses on creating sustainable future for our different stake holders and to grow together.

## Resource Capital



### Financial capital

Total capital employed: ₹34,305.83 lakhs

Long-term debt: ₹7,971.33 lakhs

Investment in sourcing, R&D, acquisitions, manufacturing facilities, and technological advancement, enables us to expand our product portfolio, technical capabilities and improve operational efficiency.



### Intellectual capital

R&D spending: ₹456.74 lakhs

R&D spend as a % of revenue: 0.69%

A strong R&D capability enables us develop new products at competitive cost.



### Human capital

Employee strength on payroll: 905 Employees

Employee expense: ₹3,454.87 lakhs

Having a highly skilled and effective workforce enables us to create a positive culture and helps the Company to capitalise on the opportunities.



### Social and relationship capital

CSR spending: ₹227.88 lakhs

Taking care of the communities where we operate ensures our sustainability.

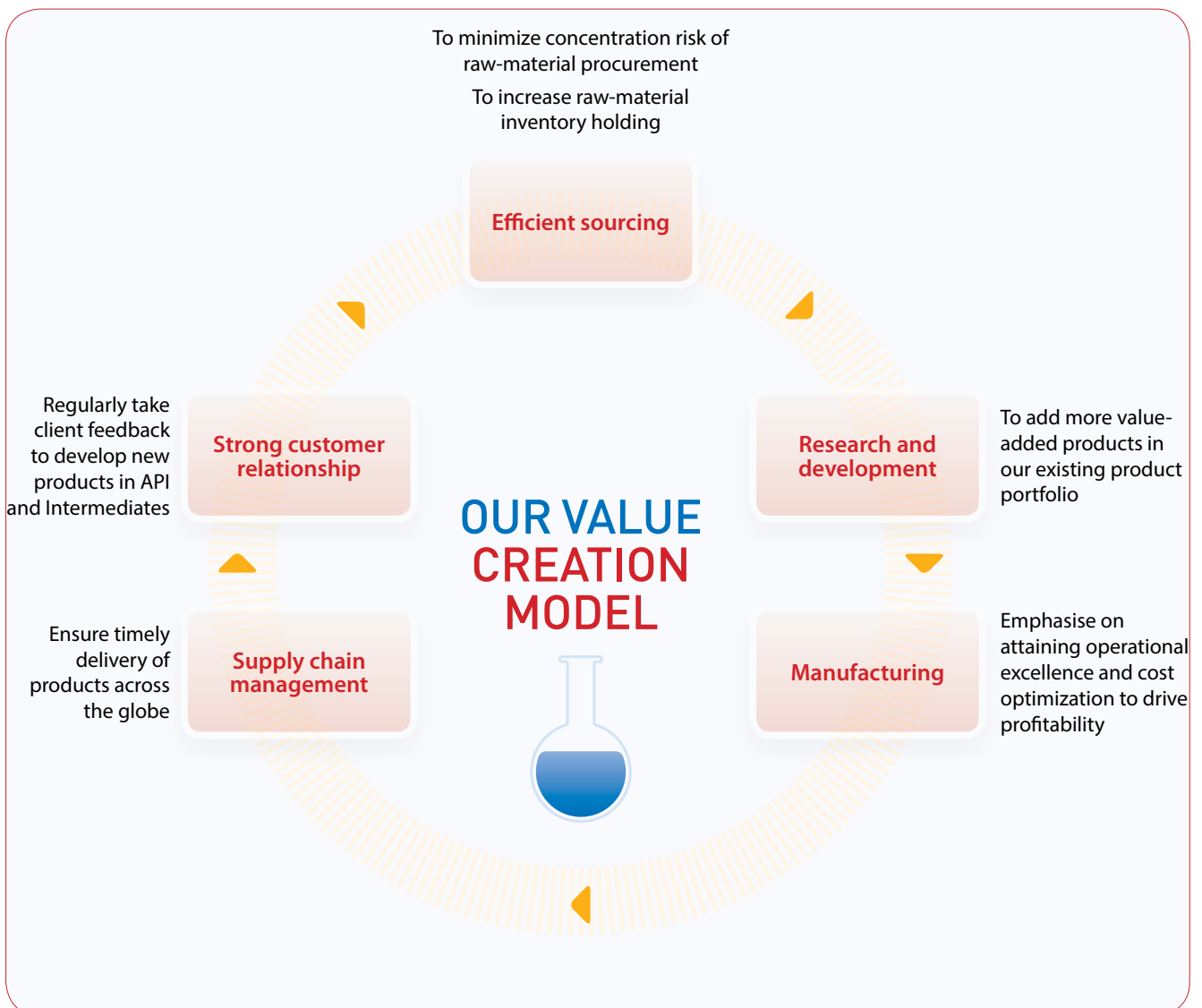
**Business activity**

Sources that enabled us to create value

- Strong manufacturing capabilities couple with quality and economies-of-scale across the three product lines
- Deep culture of innovation for technology and R&D focus to introduce new product lines and enhance efficiency
- Longstanding and nurtured relationships with clients to build a sustainable portfolio
- Technical know-how of people helped maintain quality of products

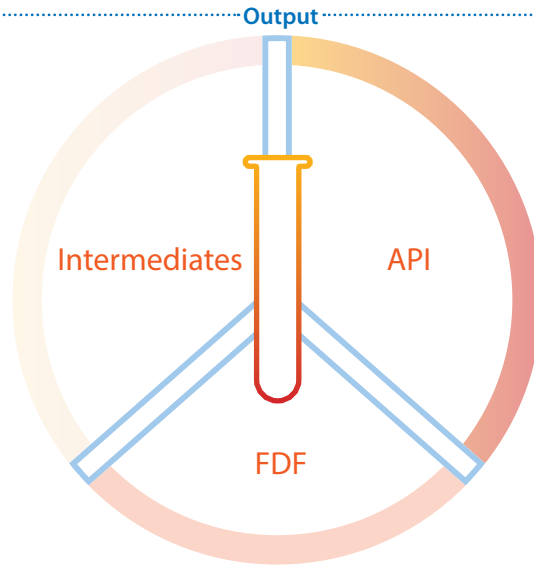
**WE** expertise in the manufacturing of a wide range of pharmaceutical products, across the three segments catering, key therapeutic areas such as pain management, viral infection, anti-malaria and tapeworm infection etc.

**WITH** a vertically integrated model, thanks to reverse engineering, we emphasised maintaining the right balance between volume and value driven products to sustain our growth momentum and drive demand for our products.





OUR RESILIENT BUSINESS MODEL



We manufacture more than 80 products across the three categories

THE VALUE WE CREATED

**Customer benefit**

We provide our customers across our markets with high-quality pharmaceutical products at competitive price

**80+**

Products sold under the umbrella of BHL

**Employee engagement**

By focusing on the engagement and development of our people, we provide long and rewarding careers for our talented and diverse workforce consisting of PhD scholars and Human Resource personnel

**Helping local communities**

We ensured our sustainability by doing business in the right way and by taking care of these communities during the difficult times, sharing what we do best and playing our part to build resilient and sustainable communities.

**Our areas of intervention in the local communities**

Promotion of Healthcare | Senior citizen care | Promoting education | Eradicating poverty

**80%**

Energy cost saved compared to the previous year

**Shareholder's return**

We have a long history of creating value for our shareholders through regular payment of dividend and appreciation of the Company's market value.

**₹65,698.38 lakhs**

Revenue generated in FY21  
60.24% growth from previous year

**₹14,323.98 lakhs**

EBIDTA in FY21  
162.19% growth from previous year

**₹8,310.89 lakhs**

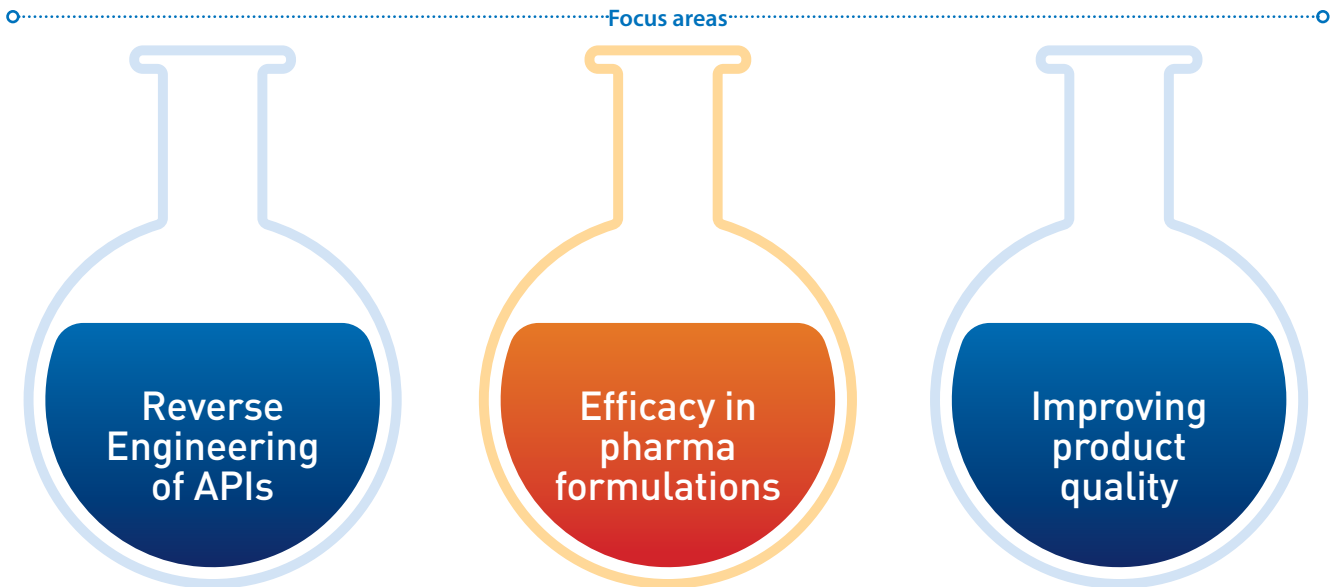
PAT in FY21  
229.32% growth from previous year

**37.05%**

RoCE in FY21  
1635 bps growth from previous year

## OUR R&D STRATEGY

In FY21, we delivered new molecules for a variety of illnesses and received key approvals for molecules. Our consistent investment in research and development has fuelled this progress. We have been constantly investing in R&D, where our team has been able to passionately translate science and technology into pharmaceutical products and manufacturing processes, meeting global regulatory standards.



### Result

- BHL successfully developed the API and the formulation for Ivermectin and favipiravir (Launched in FY 2022) through its own in-house R&D team and named it as Ivejaj and Favijaj. BHL was granted the permission by the Drug Controller of India to supply Ivejaj (Ivermectin) in the domestic as well as in overseas market.
- Thanks to the hard work of R&D team, we received FDA approval for manufacturing Hydroxychloroquine Sulphate Bulk Drug (API) and formulation for its tablets.
- BHL has successfully developed the active pharmaceutical ingredient (API) for Posaconazole (Launched in FY 2022) thanks to the dedicated effort of its own in-house R&D team.

**All these three drugs have played an effective role in helping the nation fight COVID-19.**



# OUR COMMITMENT TOWARDS THE SOCIETY



At Bajaj Healthcare, we have consistently focused on working on improving our operations and upgrading our facilities with a consideration on enhancing the wellbeing of our people, the communities we operate in and reduce our environmental impact.

The COVID-19 pandemic caused significant loss of lives and livelihood. At BHL, we stood up and contributed to the best of our abilities to help people fight and emerge out of the pandemic.

BHL has always been at the forefront of CSR activities as a responsible and responsive corporate citizen. BHL believes that sharing

success with the larger communities and societies is both a responsibility as well as an opportunity to make a difference to the lives of people.

In the communities where we operate, at BHL, we take pride in working with all sections of society, judiciously selected the areas in which we wanted to contribute and working meticulously in those areas to fulfil the needs of beneficiaries.

### Our focus areas

- Investment in CSR programmes | Focus on sustainability | Empowering communities by creating employment and self-employment opportunities | Upliftment of underprivileged sections of the society | Reducing the environment impact of our operations | Help creating a healthy community | Help the larger community fight against the pandemic COVID-19



# PROFILE OF OUR BOARD OF DIRECTORS

## **Mr. Sajankumar R. Bajaj**

*Chairman & Managing Director*

Mr. Sajankumar R. Bajaj with over 31+ years of experience is an innovative and self-driven man, his dedication and hard work is an inspiration to many new entrepreneurs and has instrumented his success in the field of Pharmaceutical business. He holds Bachelor's degree in Commerce. He started his business from a small unit and today the Company holds nine large integrated manufacturing facilities. He has an exponential experience in the field of Finance, Marketing and Material Procurement, which has led the Company to one of the fastest growing pharma company within a short span of time. As a CMD, he has set a vision to be a well-recognised Indian MNC in the pharmaceuticals and healthcare industry.

## **Mr. Anil C. Jain**

*Joint Managing Director*

Mr. Anil C. Jain Joint Managing Director of the Company. He holds Diploma degree in Pharmacy. He has been associated with the Company for more than 21+ years and has got a strong understanding about Production Planning, Marketing and Plant Management. Mr. Anil Jain with his balanced thought, has remained a guiding star for the company to penetrate into the international market. Mr. Anil Jain believes meticulous planning is the key to success. His relationship with his customer has been a keystone for Bajaj's rapid rise and the path for sustainable growth over the new few decades.

## **Mr. Dhananjay S. Hatle**

*Whole Time Director*

Mr. Dhananjay S. Hatle is a Whole Time Director of our Company. He holds the degree in Arts, from University of Mumbai. He has been associated with the Company for over two decades with an ideology of 'aiming high'. He mainly looks after sales and marketing for API Domestic Market. His leading-edge in marketing has proved to be an impetus for the success of our organization.

## **Ms. Namrata S. Bajaj**

*Whole Time Director*

Ms. Namrata Bajaj is a Whole Time Director of our Company. She holds the degree of "Bachelors in business administration" from "Indian Institution of Planning and management", Mumbai. She has been associated with the Company from more than 10 years and has got a hands-on experience in sales and marketing. She mainly looks after the sales and marketing of Formulation division. With her dedication and hard work, the formulation business of the Company has grown reasonably.

## **Mr. Rupesh H. Nikam**

*Whole Time Director*

Mr. Rupesh Nikam is a Whole Time Director and CFO of our Company. He is a Member of the Institute of Chartered Accountants of India (ICAI). He has been associated with the Company since 2007 and subsequently became the Director on November 01, 2014. He mainly looks into Accounts, Finance, Taxation & Costing of the Company.

## **Mr. Pakshal A. Jain**

*Whole Time Director*

Mr. Pakshal Jain is a Whole Time Director of our Company. He holds the degree of "Bachelors in Marketing & Entrepreneurship" from India School of Management Entrepreneurship, Mumbai (ISME). Recent addition to the Management Team taking keen interest in developing API & Contract Manufacturing.

# CORPORATE INFORMATION

## Board of Directors:

**Mr. Sajankumar R. Bajaj**  
Chairman & Managing Director

**Mr. Anil C. Jain**  
Managing Director

**Ms. Namrata S. Bajaj**  
Whole Time Director

**Mr. Dhananjay S. Hatle**  
Whole Time Director

**Mr. Rupesh H. Nikam**  
Whole Time Director & Chief Financial Officer

**Mr. Pakshal A. Jain**  
Whole Time Director

**Mr. Hemant R. Karnik**  
Independent Director

**Mr. Ram B. Banarse**  
Independent Director

**Mr. Avinash K. Dalal**  
Independent Director

**Mr. Loukik D. Tipnis**  
Independent Director

**Mr. Luke B. Fernandez**  
Independent Director

**Mrs. Kejal N. Shah**  
Independent Director

## Company Secretary

**Mr. Aakashkumar Keshari**

## Statutory Auditors

**Chaturvedi & Agrawal**  
Chartered Accountants  
724, Ecstasy, City of Joy, JSD Road,  
Near Station, Mulund (West),  
Mumbai- 400 080.

## Chief Financial Officer

**Mr. Rupesh H. Nikam**

## Registered Office:

602-606, Bhoomi Velocity Infotech Park,  
Plot No.B-39, B-39a, B-39 A/1,  
Road No.23 Wagle Industrial Estate,  
Thane (West), Thane - 400 604.  
CIN L99999MH1993PLC072892  
E-mail Id: investors@bajajhealth.com  
Website: www.bajajhealth.com

## Registrar & Transfer Agent

Link Intime India Private Limited  
C-101, 24\*7 Park, L B S Marg,  
Vikhroli West, Mumbai-400083.  
E-mail Id: rent.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

## Bankers



Saraswat Bank



Standard Chartered Bank



Citi Bank



SVC Bank

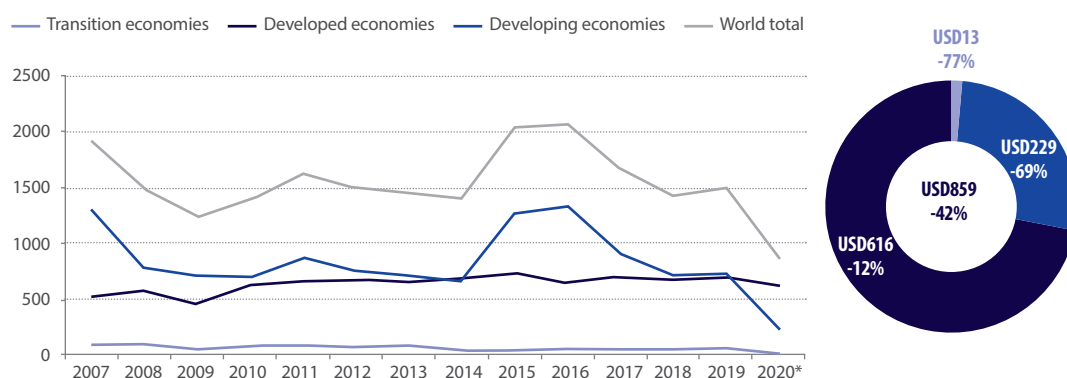
# MANAGEMENT DISCUSSION AND ANALYSIS

## Global economy overview

Plagued by the COVID-19 pandemic, the global economy reported degrowth of 3.5% in 2020 compared to 2.9% growth in 2019 – the sharpest contraction since World War II. The rapid spread of the novel coronavirus starting mid-March of 2020 and the consequent suspension of economic activities across the world resulted in the steep decline in economic activities. The pandemic has disrupted lives across all countries and communities and negatively affected global economic growth in 2020 beyond anything experienced in nearly a century.

Further, the stress on the global economy is depicted by the fact that the Global FDI reported a significant decline from USD 1.5 trillion in 2019 to USD 859 billion in 2020, a decline of almost 42%. Such a low level was last witnessed in the 1990s and is more than 30% below the investment trough that followed the 2008-09 global financial meltdown. The pandemic has also resulted in a substantial raising of the national debt, creating extra pressure on the economies. The national debt in advanced economies is expected to reach 125% of GDP by the end of 2021 and to rise to about 65% of GDP in emerging markets during the same period

## Global FDI flows in 2020



(Source: <https://unctad.org/news/global-foreign-direct-investment-fell-42-2020-outlook-remains-weak>)

**How did some of the major economies performed in 2020?**

**United States:** The country witnessed a GDP degrowth of 3.4% in 2020 compared to a growth of 2.3% in 2019.

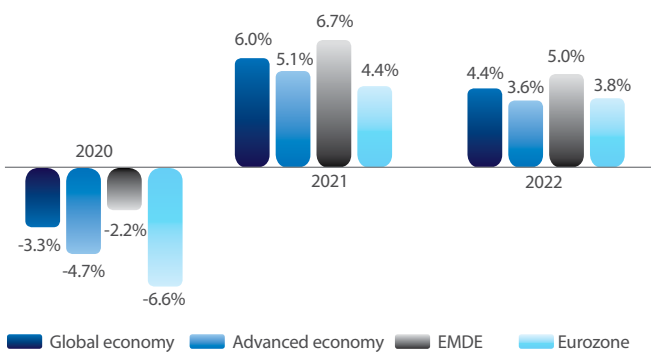
**China:** The country’s Gross Domestic Product grew 2.3% in 2020 compared to 6.1% in 2019 despite being the epicentre of the outbreak of the novel coronavirus.

**United Kingdom:** Britain’s GDP shrank 9.9% in 2020 compared to 1.4% growth in 2019, 2x the annual contraction recorded in the aftermath of the global meltdown in 2009.

**Japan:** Japan witnessed a contraction of 4.8% in 2020, the first instance of a contraction since 2009.

However, post the devastating health and economic crisis caused by COVID-19, the global economic growth prospects have improved substantially against the backdrop of rapid vaccination rollouts in some of the large and key global economies. In 2021, the global economy is now projected to expand by more than 5% in 2021. A stronger growth outlook for China and the USA, two of the largest global economies, underpins the upward revision. The United States, with rapid vaccinations, additional fiscal stimulus and the reopening of the economy, is projected to grow by 6.2% in 2021 — the fastest rate of growth since 1966. Buoyed by a strong recovery in exports and robust domestic demand, China is expected to grow by 8.2% in 2021.

**Global FDI flows in 2020**



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021>) [EMDE – emerging markets and developed economies]

**Outlook**

Recent progress on coronavirus vaccines has brightened the economic growth outlook. According to some economists, a potentially slow rollout of vaccines across developing and emerging economies and the ability of the economies to manage the upcoming COVID waves would be a key factor in determining the return of activity to pre-COVID levels.

According to IMF, after witnessing the worst year since World War II, the global economy is like to stage a commendable growth in 2021. The global economy is expected to expand 5.6% in 2021, the fastest post-recession pace in 80 years largely on account of strong rebounds. This is likely to happen on the back of the steady spread of the COVID-19 vaccines which is to power a stronger global economic recovery in 2021 and a strong economic rebound from a few major economies. Amongst the major economies, U.S. is expected to grow by 6.2% in 2021, reflecting large-scale fiscal support and the easing of pandemic restrictions. Among emerging markets and developing economies, China is anticipated to rebound to 8.2% this year, reflecting the release of pent-up demand. Growth in other advanced economies is also firming but to a lesser extent.

**Indian economy overview**

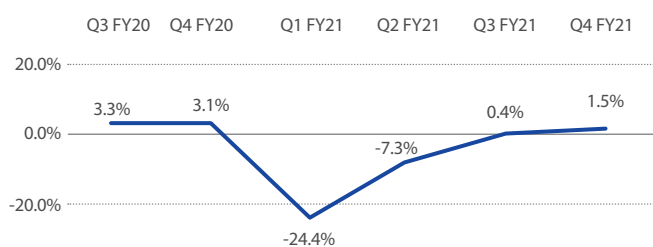
The Indian economy passed through one of its toughest phases in the recent history of the nation, as the government announced a complete lockdown in public movement and economic activity from the fourth week of March 2020. As economic activity came to a grinding halt, the lockdown had a devastating impact on an already-slowing economy as 1.38 billion Indians were required to stay indoors – one of the most stringent lockdowns enforced in the world. This resulted in the Indian economy contracting by 24.4% in the first quarter of FY21, the sharpest degrowth experienced by the country since the index was recorded.

As the nation continued its fight against the novel virus and wade through the pandemic-induced challenges, the economy and the constituent industries had their fair share of learnings along the way. The impact of the pandemic and lockdown was disproportionately felt across industries. While industries such as hospitality and manufacturing were impacted immediately, the impact on the financial sector was felt with a lag, as is evident from the quarterly GDP numbers.

After recording the deepest GDP contraction among G20 economies in the first quarter of FY21, the Indian economy showed great resilience by posting a V-shaped recovery starting the second quarter of FY21. Although the economy contracted by 7.3% in the second quarter of FY21 but grew positively in the last two-quarters of FY21, thereby the economy is expected to have degrown by just 7.3% in FY21 – a robust sequential growth of 24.4% in H2, FY21 over H1, FY21. This sharp Indian recovery – one of the most decisive among major economies – has validated India’s robust long-term consumption potential. India’s economy emerged as the second most resilient economy after Germany in 2021 exhibiting a strong “economic resurgence” to the global economic turmoil caused by the COVID-19 pandemic.

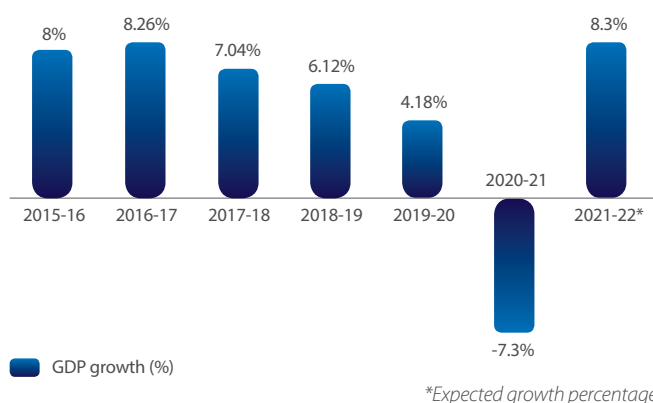
## India's GDP growth (at constant prices)

### Quarterly GDP growth of the Indian economy



(Source: <https://www.businesstoday.in/latest/economy-politics/story/india-gdp-grows-q4-fy21-fy21-amid-covid-19-concerns-297410-2021-05-31>)

### Yearly GDP growth of the Indian economy



(Source: <https://www.businesstoday.in/latest/economy-politics/story/india-gdp-grows-q4-fy21-fy21-amid-covid-19-concerns-297410-2021-05-31> and <https://timesofindia.indiatimes.com/business/india-business/indian-economy-will-grow-to-8-3-in-2021-says-world-bank/articleshow/83341057.cms>)

Although the economy contracted by 7.3% in the second quarter of FY21 but grew positively in the last two quarters of FY21, thereby the economy is expected to have degrown by just 7.3% in FY21 – a robust sequential growth of 24.4% in H2, FY21 over H1, FY21.

## Rising FDI investment in India

Despite the havoc created by the COVID-19 induced pandemic, the Indian economy recorded a total foreign direct investment (FDI) of USD 81.72 billion in FY21 – the highest ever and 10% more than what was received in the previous year. This showcased the confidence of foreign investors in the Indian economy and its ability to make a strong recovery. The boost in FDI inflow in the year ended on March 2021 comes in the backdrop of a series of policy steps taken to improve ease of doing business and to attract investments into domestic manufacturing capacity and an ambitious infrastructure project pipeline.

## Outlook

With the steady rollout of the COVID-19 vaccine, India may have turned toward the road to recovery but is still in need of an encompassing plan to return on the growth track as the nation continues to grapple with the pandemic. Lower infection and fatality rates and the possibility of widespread vaccine deployment are expected to improve consumer and business confidence. Further impetus to the economy is being provided by the pent-up demand for more elastic discretionary goods. This is likely to be driven by the top 10 income percentile of the population that could not spend because of mobility restrictions and may spur private investment that has been contracting for five consecutive quarters now.

According to the World Bank, the Indian economy is expected to stage a rebound in FY22 and is likely to grow at more than 8%, making it one of the fastest-growing economies. India's growth journey could be the result of a culmination of favorable tailwinds like consistent agricultural performances, flattening of the COVID-19 infection curve, increase in government spending and favorable policies and the quick-roll out of the vaccine, etc.

## Global pharma industry

One of the significant contributors to the global and national economies across the globe, the global pharmaceutical industry is one of the very few industries which despite the challenges thrown by the COVID-19 pandemic gained considerable traction. Further, the health issues indicted by the COVID-19 pandemic have showcased the growing importance of the pharmaceutical industry which led to a renewed focus on the industry from the governments and privates. In the pre-COVID era, the global pharma industry was seen grappling with a negative public image due to the rising drug prices, slow innovation rates, and limited availability of key drugs. But the recent COVID-19 induced crisis proved to be transformational for the industry, as it helped change the popular perceptions profoundly and showcase the importance of the industry while helping attract new investments.

According to the industry experts, 2020 and 2021 were expected to be an inflection point in the global pharmaceutical industry as the promise of cell and gene therapies were expected to be

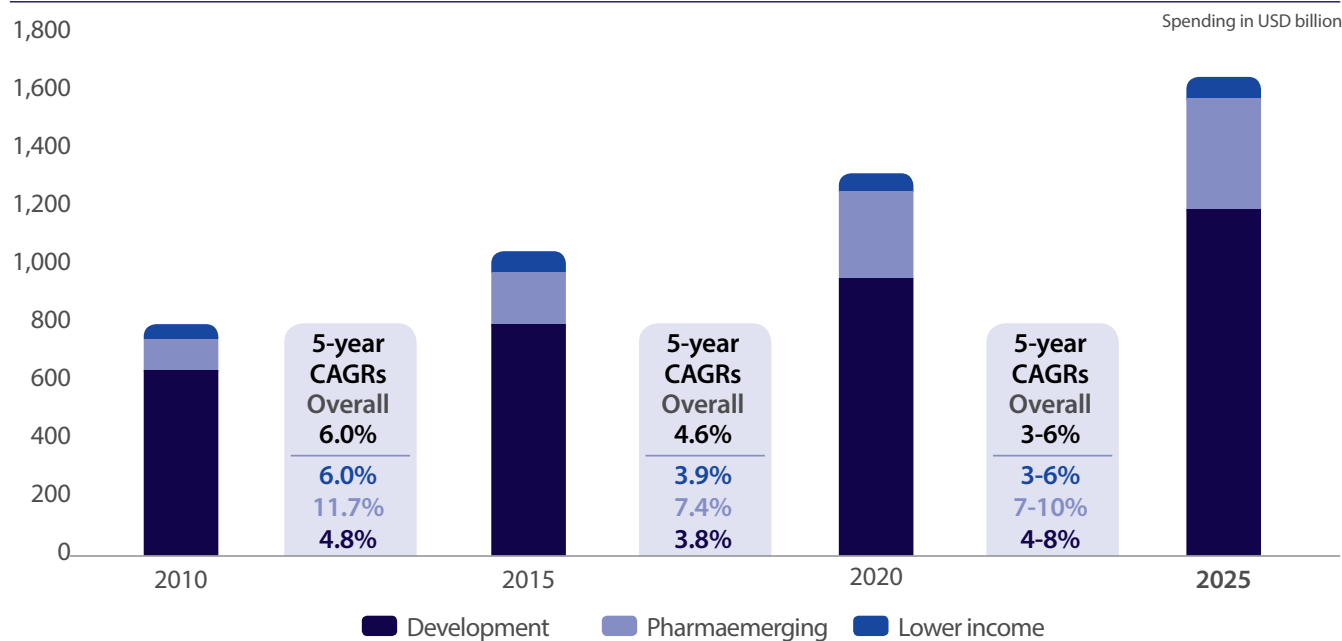


delivered to patient's better healthcare and remedy from some of the rare diseases. Artificial intelligence (AI) and machine-learning approaches had also raised expectations that therapy discovery and development are not only to be more innovative but also more time- and cost-effective.

But the rise and the rapid spread of the pandemic COVID-19 since the first quarter of 2020 has eclipsed every other development in the healthcare and pharmaceuticals sector across the globe. As a direct effect of the pandemic, the industry witnessed suspension trials for drugs other than those for COVID-19, delayed product launches, supply chain disruption, and overall delays in drug commercialization. Further the pandemic has given a wake-up call for pharma companies to rethink their operations and customer access, just like it has given to many other industries.

Amidst such a challenging 15 months, the global pharmaceutical industry witnessed a contraction in growth rate in 2020 just like many other industries despite all the eyes glued on the industry for the COVID-19 vaccine. With the revenues remaining below the USD 2 trillion mark, the global pharmaceutical industry is likely to grow at just 0.6% in 2020 compared to 5.3% in 2019. The global use of medicine also witnessed subdued growth in 2020 and 2021 except for COVID related drugs, and medical spending is expected to have grown at just 2% – 5% annually and is expected to cross the USD 1.1 trillion mark by 2024. Most of the developed markets and the pharmerging markets are likely to see a lag in the growth rates over the next five years compared to the last five, with rates between 1% – 4% and 5% – 8%, respectively.

**Global medicine market size and expected growth**



(Source: IQVIA Market Prognosis, September 2020; IQVIA Institute, March 2021)

**Changing consumer behaviour in the global pharma industry**

**Consumers showing greater involvement and engagement** - Consumers are increasingly willing to tell their doctors when they disagree with them, are using tools to get information on costs and health issues, are tracking their health conditions and using that data to make care-related decisions, and are accessing and using their medical record data.

**Consumers embracing digital transformation** – A rising number of consumers are using virtual visits more than ever before and plan to continue using them. Since the onset of the pandemic, consumers using virtual visits rose from 15% to 19% from 2019 to early 2020; this jumped to 28% in April 2020. Even before COVID-19, consumer adoption of virtual visits has been increasing since 2018. On average, 80% are likely to have another virtual visit, even post COVID-19.

**Greater use of technology for health monitoring** – Growing numbers of consumers are using technology to monitor their health, measure fitness and order prescription drug refills. More than three-quarters of those who track their health say it changes their behavior at least moderately. This is likely to drive growth for the global MedTech industry in the years ahead.

## Market dynamics that are likely to reshape the global pharmaceutical industry and drive growth

### Growing use of medicine



Driven by increased medicine usage owing to changing lifestyle practices, enhanced access to healthcare, rising affordability among others, the global medicine market is expected to grow at 3 – 6% CAGR through 2025, reaching about USD 1.6 trillion in total market size in 2025.

### Changing regulatory environment



Regulatory environment across the global pharmaceutical industry is getting more stringent with each passing day, to ensure the development of quality medicines that comply with stringent safety, efficacy, and quality standards.

### Evolving demography influencing global healthcare needs



With the global population growing and aging at a rapid pace coupled with higher life expectancy, there is a greater demand for improved healthcare products and services leading to the generation of several new opportunities – especially in the developed and emerging countries

### Evolving supply chain practices



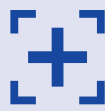
The pharmaceutical supply chain is an integrated global network, which has been put to test by the COVID-19 pandemic. In many ways, it has opened the eyes to the vulnerabilities that the pharma network is subject to, because of which on-shoring to strengthen domestic capabilities, is becoming an increasingly common theme as the players look to de-risk their supply chains.

### Higher usage of Artificial Intelligence



The use of artificial intelligence (AI) and machine learning (ML) is accelerating the drug discovery and drug development processes. Start-ups are exploring these technologies to address the challenges of the pharma industry. Patient identification is a crucial step in the drug discovery and development process, especially for conducting clinical trials. AI simplifies the identification of eligibility criteria and inclusion of patients and also makes the cohort identification process faster and cheaper.

### A focused shift towards precision medicine



Personalized medicine has been gaining popularity over the last few years. The purpose is to ensure the drug is tailored for optimal effectiveness and patient outcomes. The use of precision medication has demonstrated a higher level of effectiveness than other options. Greater use of AI, ML and data analysis are providing new insights into how each human body responds to drugs. This knowledge, along with advanced manufacturing methods such as additive manufacturing, is making personalized medicine a reality.

## Indian pharmaceutical industry

The Indian pharmaceutical industry emerged as the backbone of the Indian economy when most of the other industries were struggling with the constraints caused by the COVID-19 pandemic and the subsequent lockdown. Nourished by increasing spending, improving accessibility and growing exports, India's pharma and healthcare sector is poised to emerge as one of the few industries in India to record a positive growth in FY21 even as the headwinds created by the pandemic drove the economy to a technical recession and forced players to pause to catch a breath.

Often referred to as the "pharmacy to the world", today, the Indian pharmaceutical industry supplies more than 50% of the global demand for various vaccines, 40% of the generic demand for the USA and 25% of all medicines for the UK. The Indian pharmaceutical industry is one of the fastest-growing pharma industries across the globe and ranks 3rd worldwide in terms of total production volume and 10th by value. Indian pharma industry today is the largest provider of generic medicines; accounts for ~20% of global generic drug exports by volume.

**Numbers that portray the growing importance of the Indian pharmaceutical industry**

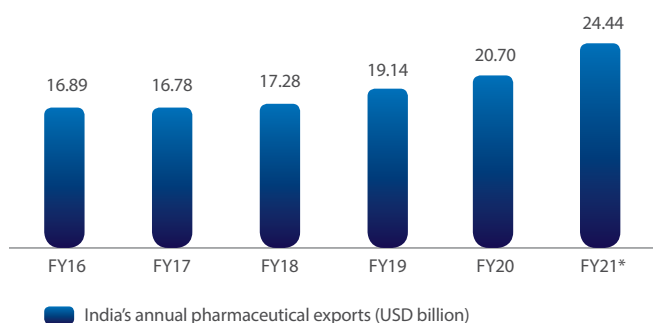
<p><b>2nd</b></p> <p>The Indian pharma industry is the second-largest pharmaceutical and biotech employer in the world</p>	<p><b>200+</b></p> <p>Number of countries to whom the Indian pharma industry exports drugs</p>	<p><b>262+</b></p> <p>The number of US Food and Drug Administration (US FDA) compliant pharmaceutical plants (including API manufacturing). The only and the largest country to have so many plants outside the US.</p>	<p><b>2,000+</b></p> <p>Number of WHO-GMP approved pharma plants</p>
<p><b>253</b></p> <p>European Directorate of Quality Medicines (EDQM) approved plants backed by a modern state of the art technology</p>	<p><b>3,000+</b></p> <p>Number of pharma companies operating out of India</p>	<p><b>10,500+</b></p> <p>Number of manufacturing facilities in India</p>	<p><b>60,000+</b></p> <p>Number of generic drugs manufactured by the Indian pharma industry</p>
<p><b>60+</b></p> <p>Number of therapeutic areas where the generic drugs manufactured by India finds application</p>	<p><b>500+</b></p> <p>Number of Active Pharmaceutical Ingredients (APIs) manufactured in India</p>	<p><b>3<sup>rd</sup></b></p> <p>Global rank of the Indian API industry</p>	<p><b>57%</b></p> <p>Indian API industry's contribution of APIs to prequalified list of the WHO</p>
<p><b>80%</b></p> <p>Percentage of anti-retroviral drugs supplied by Indian companies used globally to combat AIDS</p>	<p><b>3,000+</b></p> <p>Number of plants with Europe's Certificate of Suitability (CEPs) certification</p>	<p><b>950+</b></p> <p>Number of plants who match the therapeutic goods administration (TGA) guidelines</p>	<p><b>584</b></p> <p>Number of sites approved by the US FDA</p>

Backed by a strong manufacturing network, the Indian pharmaceutical industry is also known for its low-cost manufacturing capabilities. India's ability to manufacture high-quality, low-priced medicines, presents a huge business opportunity for the domestic industry. Furthermore, increasing exports to large and traditionally underpenetrated markets such as Japan, China, Africa, Indonesia, and Latin America, is expected to help the industry meet its aspiration of becoming the world's largest supplier by volume.

Currently valued at around USD 41 billion, the Indian pharmaceutical industry is expected to reach USD 65 billion by 2024 after growing at a healthy rate of 10% - 13%. In terms of export India accounts for

20% of global exports in generics, total exports from India in FY20 stood at USD 20.5 billion after growing at more than 10% and are expected to reach USD 25 billion by the end of FY21. For the first six months of FY21, India's total pharma exports stood at USD 11.38 billion - nearly 15% higher compared to the same period in FY20. For FY21 the total exports are expected to touch an all-time high of USD 23 billion, after growing by 14.85% on a y-o-y basis. According to the Pharmaceutical Export Council of India (Pharmexil), 55% of Indian exports in FY21 are to highly regulated markets. India's formulation surged 18% and the bulk drug exports rose 9% on a y-o-y basis in the first half of FY21.

### India's growing exports



(Source: IBEF, Pharmaceuticals Report, May 2021)

USA is one of the key export destinations for India and is valued at around USD 60 billion and accounts for 25% of India's total shipment. India's other important export destinations include the United Kingdom, South Africa, Russia, and Nigeria.

### Major industry trends of the Indian pharma industry

Branded generics occupy nearly 70% - 80% share of the Indian retail pharma market	Growing exports market due to strong presence in the generics space
Contract Research and Manufacturing Services (CRAMS) is one of the fastest-growing segments within the Indian pharma space backed by a strong talent pool and low-cost manufacturing facilities	A rising number of Indian pharmaceutical players are increasingly tapping opportunities in global generics markets, especially the US and Europe
The industry has been witnessing increased merger & acquisition (M&A) activities from domestic and international players which is likely to boost R&D expenditure to achieve economies of scale and to strengthen the marketing network	A great focus to move up the global pharmaceutical value chain by investing in R&D for drug development, drug repurposing, process improvements and digital manufacturing

### India's growing exports

Rising literacy levels is likely to enhance the acceptability of pharmaceuticals, which in turn is likely to boost demand

Growing per capita income and increasing awareness about the benefits of health insurance is expected to augment affordability

The government proposed 'Pharma Vision 2020' intending to make India a global leader in end-to-end drug manufacturing

Favourable government initiatives such as Pradhan Mantri Bhartiya Janaushdhi Kendra's (PMBJKs) – kendras aimed at providing medicines affordable rate, is likely to boost sales

The Government plans to provide free generic medicines to half the population at an estimated cost of USD 5.4 billion

120 drugs are expected to go off-patent over the next 10 years; which is likely to create a revenue opportunity for the Indian pharma players worth USD 80 to USD 250 billion

Changes in the lifestyle and growth in the instances of lifestyle diseases in India is likely to boost the sale of drugs

A rising number of patients are showing a greater propensity to self-medicate, this likely to boost the OTC market

A constant rise in population is expected to increase the patient pool by ~20% over the next decade

Higher acceptance of biologics and preventive medicines is likely to drive the industry

World's largest government-sponsored healthcare insurance programme, with 500 million beneficiaries covered up to ₹5 lakh/family and a total of 125+ million e-cards issued till date

Launch of National Digital Health Mission - to increase access to digital healthcare and ensure accountability via health ID card

Supportive FDI policy - 100% under automatic route for greenfield projects and under government route for brownfield investments and 74% under automatic route for brownfield investments

Government incentive - Production Linked Incentive (PLI) Scheme for promotion of domestic manufacturing of 53 identified critical KSMs/Drug Intermediates and APIs

## Opportunities that are like to take the Indian pharma industry to its next leg of growth



### Rising private investment in the Indian pharma sector

Private Equity (PE)/Venture Capital (VC) investments in the Indian pharmaceutical companies have grown by more than 3.5 times in 2020 and for the first time crossed USD 1 billion to touch USD 1.69 billion from January to September 2020. 2020 has showcased the importance of healthcare & life sciences and these investments can help the industry to grow to the next level.



### Rising health insurance coverage

Most of the medical expenses in India are still largely out of pocket. Health insurance is critical to the growth of the pharma industry. Things have finally started to change over the last few years and after the outbreak of the covid-19 pandemic, the demand for health insurance has gone up at a rapid pace. The non-life insurance market in India has grown at a CAGR of 16% over the last 5 years to stand at USD 27.09 billion at the end of FY20 and health insurance contributed nearly 27% to it.



### Availability of large talent pool

The supply of local medical talent in the industry is larger than in many other developed countries. With one of the youngest populations in the world and many of the youngsters picking up the medical profession, the country sees a huge influx of aspiring medical students joining the industry. This is an essential growth opportunity if the government can tap into this resource with a strong academic infrastructure. If medical education can be regulated better, with more professors and increased medical seats, this huge workforce can be tapped.



### Medical technology and digital healthcare are gaining momentum

Robust medical technology is one of the main pillars as it plays an important role in delivering healthcare services across the length and breadth of the country. The medical technology field is recognized as a sunrise sector in India and has huge potential for growth in the country. The Indian MedTech industry is presently valued at around USD 11 billion and is expected to grow at a 35.4% CAGR to reach USD 50 billion by 2025.



### Rising rural penetration

With 70% of India's population residing in rural areas, Indian pharma companies have realised the immense opportunities of this market and are focusing energy to tap this market. Demand for generic medicines in rural markets has seen sharp growth over the past few years. Various companies are constantly investing in their distribution network in rural areas and also to communicate to the rural population regarding the various benefits of medicines.



### Rise of medical tourism

Touted as one of Asia's fastest-growing medical tourism destinations, the Indian medical tourism industry now accounts for nearly 18% of the global medical tourism market. Specialized healthcare professionals, state-of-the-art facilities, high-quality medical training, cost competitiveness and the rise of holistic and alternate healing practices have given rise to India's position in the global medical tourism industry.

## Challenges faced by the Indian pharma industry



### Rising input costs

Rising material and labour costs and inflation may lead to a rise in the cost of medical services and equipment. Making healthcare accessible and affordable for the population is a big task. The government has already initiated efforts in that direction with the Ayushman Bharat initiative. However, considering that inflation is a dynamic metric, curbing medical costs is likely to remain an ongoing challenge.



### Increasing rivalry from China

India is still highly dependent on China for a major share of its requirements for intermediates and APIs. This possesses a big risk for the Indian players, with rising political tensions between India and China. Further, with China putting substantial effort to enhance its API and formulations export business can emerge as a big threat for the Indian players.



### Stricter foreign regulations

Several Indian pharmaceutical companies are heavily dependent on their export revenue. Stricter regulations across some of the key markets such as the US and UK may negatively impact exports. A rise in regulatory hurdles is expected to impact product approvals and launches, and even lead to a rise in remediation and compliance costs. These, in turn, will impact the earnings of most drug makers and may tarnish the company's image.



### Counterfeit products degrading people's trust

India has been battling the challenge of substandard drugs for a while. The US has blamed India for being a major source of counterfeit drugs globally, but for pharma companies in the country, substandard medicines pose a bigger problem.

## Outlook

The pharmaceutical industry in India is on the cusp of a remarkable transformation – technological, financial, demographic, and regulatory. At present, the Indian pharmaceutical industry players are betting on inorganic growth via mergers and acquisitions, collaborations, joint ventures, partnerships, and in-licensing to build high-value and high-margin asset pipelines. As global pharma organizations are looking to reshape their portfolios' divestments, Indian firms are looking to build their specialty medicines and complex generics pipeline to tap into these opportunities. Further necessary regulatory changes such as enacting the New Drug and Clinical Trial Rules are likely to bring an end to a long-drawn-out process to codify the rules applicable to clinical trials and boost the Indian pharma industry. Despite the recent concerns, India is fast emerging as the preferred R&D destination for many companies across the globe, outpacing cut-throat rival, China. Faced with increasing drug development costs and commercialization on one hand and drying pipeline on the other, global companies have now chalked out elaborate plans for India not just because of the low costs it has to offer but also due to faster and cheaper time-to-market opportunities, a larger and diverse patient pool, and the availability of a sizable number of skilled scientists. Backed by these favorable macros and microeconomic factors and the government's focus on strengthening nations' medical infrastructure, the Indian pharma industry is expected to reach a size of USD 130 billion by 2030.

## Company overview

Established in 1993, Bajaj Healthcare Limited (BHL) is an emerging player in the Indian pharmaceutical industry and one of the fastest-growing mid-cap pharmaceutical companies in India. Establishing itself as a bulk drug manufacturer, the Company has marked its presence in more than 60 countries across the globe thanks to its strong product portfolio spread across Active Pharmaceutical Ingredients (APIs), Intermediates, and Formulations.

Backed by 9 state-of-the-art manufacturing facilities and strong R&D capabilities, the Company is a major player in India with a keen focus on the development, manufacturing, and supply of amino acids, nutritional supplements, and active pharmaceutical ingredients (API). However, recently, the Company has undertaken a shift in its business strategy and from being a volume-based player to a value-driven player. The Company's manufacturing facilities are accredited with accreditations such as EU-GMP Certificate from Agency of Medicinal Products and Medical Devices, Croatia, Certificate of Suitability (CEP), KFDA Certificate, ISO 9001:2015 Certificate, WHO-GMP Certificate, GMP Certificate, FSSAI License, FSSC 22000, and HACCP Certificate among others. To further strengthen its position in API manufacturing, the Company acquired two new API manufacturing units to further augment its presence within the industry.

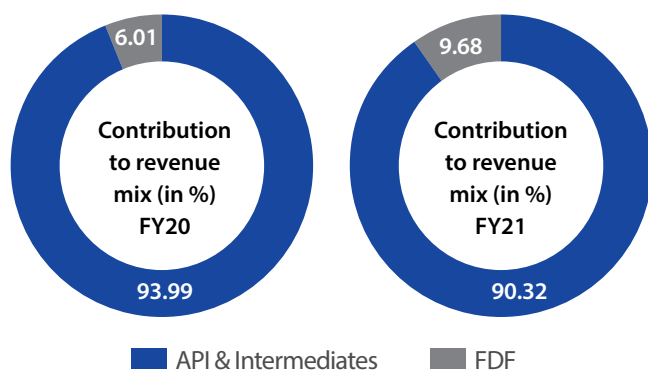
### Our manufacturing capabilities

Product	Facility location	Capacity
API & Intermediates	5	709 MT/ p.m
FDF	1	92 MN / pcs / p.m

Note: The above table does not include capacities of 3 manufacturing facilities purchased by BHL under SARFAESI Act, 2002.

### Business segment review

#### Revenue mix



#### Segment I

##### Active Pharmaceutical Ingredients (APIs)

Bajaj Healthcare Limited has emerged as one of the leading API manufacturers from India. The Company has six API manufacturing facilities spread across India and is accredited by international regulatory agencies. Contributing more than 90% to the overall revenue mix, API manufacturing forms the core business of the Company. Additionally, more of BHL's APIs are being used for captive consumption in the downstream processes. The API vertical will continue to be critical to the Company's success since it is the starting point for the Company's FDI vertical. Bajaj Healthcare Limited is one of the leading manufacturers of Neutraceuticals in the domestic market – Ascorbic Acid IP, Sodium Ascorbate, and Ferrous Ascorbate.

With a strong in-house product registration team for the export of APIs, the Company has a strong international presence in more than 50 countries with an aggregate API manufacturing capacity of 726 MT per month. Over the years the Company adopted several R&D enhancing measures, like setting up a new in-house R&D centre, undertake extensive training, and strategic acquisitions, to extend its product offerings in the API space.

#### Talking Points, FY21

- Introduced 4 new molecules during the year
- Acquired three new API manufacturing and one Engineering units during the year
- Played a key role in the nation's fight against covid by developing off-patented API "Posaconazole API" used in the treatment of Mucormycosis

- BHL's API business grew by 53.97% and continued to deliver high margins while maintaining a robust order book

#### Outlook for FY22

The management of BHL expects to grow its API business by 18 to 20% in FY 22, mainly driven by addition of new capacities through acquired assets and introduction of reverse engineering APIs launched in the last financial year.

#### Segment II

##### Finished Dosage Formulations (FDFs)

Backed by state-of-the-art formulation manufacturing facility complied with USFDA, TGA (Australia), MHRA (UK), the Company entered into the formulations business in 2008 and represents the highest end of the value chain. The Company entered this business in 2008. Today, FDF accounts for 9.68% of the Company's revenues. BHL's FDF facility in Vadodara, Gujarat, comprises automated processes, robust infrastructure and superior quality systems that efficiently produce FDFs. BHL offers multiple FDF forms comprising tablets, caplets, capsules and oral powders in bulk.

#### Talking Points, FY21

- Increased revenues by 158% from ₹2464.31 lakhs in FY 2020 to ₹6361.92 lakhs in FY21.
- Successfully developed two off-patented drugs - "Favijaj" (Favipiravir) and "Ivejaj" (Ivermectin), commercially introduced in the market in FY22

#### Outlook for FY22

The management of BHL expects to grow its FDF business by 50 to 55% in FY 22, mainly driven by addition of new formulations, business from existing clients and addition of few new clients.

#### Segment III

##### Intermediates

One of the few manufacturers of specialty intermediates like Calcium Phosphoryl Choline Chloride (CPCC) & Chlorhexidine (CH Base), BHL's intermediates manufacturing capacity today stands at 94 MT per annum. This has given the company a sustainable competitive edge in terms of economies of scale and cost advantages. Presently, the intermediates business supports its API manufacturing and is consumed in-house only.

#### Talking Points, FY21

Developed a number of new intermediates which helped our downstream operations, in terms development of FDFs.

#### Outlook for FY22

As majority of the intermediates are being used for captive consumption, we intend to enhance our efficiency to be more cost effective.

## Financial review

### Key Financial Ratios

Particular	Units	FY2020	FY2021	Variance	Reasons if Variance is More than 25%
Debtors' turnover ratio	Times	4.78	6.66	39.33	The change in debtors turnover ratio is due to increase in revenue from operation
Interest coverage ratio	Times	6.79	12.96	90.87	Interest Coverage ratio is higher for the year ended March 31, 2021, due to improvement of EBITDA
Inventory Turnover Ratio	Times	7.74	5.53	-28.55	Inventor turnover ratio is reduced for the year March, 2021 due to increase in turnover
Current ratio	Times	1.22	1.41	15.57	–
Debt equity ratio	Times	1.49	1.40	-6.04	–
Operating profit margin (%)	%	13.12	21.58	64.48	Return on Operating profit margin is higher for the year ended March 31, 2021, due to reduction of expenses and increase of turnover.
Net profit margin (%)	%	6.06	12.52	106.60	Return on Net profit margin is higher for the year ended March 31, 2021, due to increase in turnover.
Return on net worth (%)	%	22.77	43.44	90.78	Return on Net Worth is higher for the year ended March 31, 2021, due to higher net profit

### Key financial metrics

Parameters	FY20	FY21	Growth (%)
Revenue from operations (in ₹ lakhs)	65,698.38	41,000.84	60.24
EBITDA (in ₹ lakhs)	14,323.98	5,463.28	162.19
PBT (in ₹ lakhs)	11,881.97	3,606.02	229.50
PAT (in ₹ lakhs)	8,310.89	2,523.67	229.32
Earnings per share (in ₹)	60.23	18.29	229.32

### Analysis of the profit and loss statement

**Revenues:** Revenues from operations reported a 60.24 % growth from ₹41,000.844 lakhs in 2019-20 to reach ₹65,698.38 lakhs in 2020-21. Other income of the Company reported a 5.81% growth and accounted for only 1.04 % share of the Company's revenue pie, reflecting the Company's dependence on its core business operations.

**Expenses:** Total expenses of the Company increased by 43.26% from ₹38048.11 lakhs in 2019-20 to ₹54,507.67 lakhs in FY21 primarily due to rise in raw material cost, employee cost, finance cost, among others. Raw material costs (70.54% of the Company's revenue from operations) increased 44.70% from ₹32,027.10 lakhs

in 2019-20 to ₹46,342.49 lakhs in 2020-21. Employee expenses, accounting for 5.26 % share of revenues, increased by ₹637.04 lakhs (22.21%) from ₹2817.83 lakhs in 2019-20 to ₹3454.87 lakhs in 2020-21.

**Profitability:** Company's EBITDA increased to ₹14,323.98 lakhs in 2020-21 compared to ₹5,463.28 lakhs in 2019-20. Net profit for the year stood at ₹8,310.89 lakhs compared to ₹2,523.67 lakhs in the previous year. PAT grew by 229.31% during the year. Operating profit margin for the year stood at 22% compared to 13% in the previous year, whereas net profit margin stood at 12.52% in 2020-21 as against 6.11% in 2019-20.

### Analysis of the Balance Sheet

#### Sources of funds

- The net worth of the Company increased by 72.61% from ₹11,082.75 lakhs as on 31st March, 2020 to ₹19,130.75 lakhs as on 31st March, 2021 owing to increase in reserves and surpluses. The Company's equity share capital comprising 1,37,99,200 equity shares of ₹10/- each, remain unchanged during the year under review.
- The capital employed by the Company stood at ₹34,305.83 lakhs as of March 31, 2021 as compared to ₹20,533.40 lakhs as on March 31, 2020.



- Long-term debt of the Company increased by 238.08% to ₹7,971.33 lakhs as on March 31, 2021 owing to key strategic acquisitions during the year. The long-term debt-equity ratio of the Company stood at 0.42x in 2020-21 compared to 0.21x in 2019-20. Finance cost increased by 28.63% from ₹644.93 lakhs in 2019-20 to ₹829.60 lakhs in 2020-21 primarily on account of increasing long-term debt. Interest coverage ratio in 2020-21 stood at 12.96x compared to 6.79 in the previous year

#### Applications of funds

Fixed assets (gross) of the Company increased by 22.93% from ₹26,783.04 lakhs as on March 31, 2020 to ₹32,925.50 lakhs as on March 31, 2021 owing to the acquisitions. Depreciation and amortisation marginally increased by 33% from ₹1,212.33 lakhs in 2019-20 to ₹1,612.42 lakhs in 2020-21.

#### Working capital management

Current assets of the Company increased by 53.39 % from ₹16,841.59 lakhs as of 31st March 2020 to ₹25,833.31 lakhs as of 31st March 2021. The current and quick ratios of the Company stood at 1.41x and 1.15x, respectively in 2020-21 compared to 1.22x and 1.04x, respectively in 2019-20.

Trade receivables as of March 31, 2021 stood at ₹9,888.28 lakhs, representing 55 days of sales compared with 76 days as of 31st March 2020. The entire receivables are considered good and secure.

Cash and cash equivalents increased 242.46% from ₹415.85 lakhs as on 31st March, 2020 to ₹1,424.11 lakhs as on 31st March, 2021.

#### Margins

Better product mix, increased volume with less than a linear increase in expenses helped the Company report better margins during the year under review. The EBITDA margin for the FY21 stood at 21.58% as compared to 13.12% in FY2020.

#### Human resources

Our people have played a major role in shaping BHL into what it is today and would continue to do so. At BHL, we believe that people who feel truly associated with the organization are the ones who perform to their true potential. As a core part of our business strategy, it is committed to providing an environment where all its employees feel enabled with a strong sense of belonging. Our successful performance during the year can be largely attributed to our people whose persistent efforts helped us provide life-saving drugs to the COVID impacted people in one of the most challenging environments. We are totally committed to providing a safe, secure and healthy work environment to our employees. We continuously strive to exceed the industry as well as our internal benchmarks in workforce productivity and performance. The professional objectives for employees and teams across levels are directly linked with the organization's objectives and philosophy.

The Company's HR culture is rooted in its ability to subvert age-old norms in a bid to enhance competitiveness. The Company always takes proactive decisions which are in alignment with the professional and personal goals of employees, thereby achieving an ideal work-life balance and enhancing pride association. BHL's employee count stood at 1,502 as of March 31, 2021.

#### Quality and Compliance

BHL always believed in the quality of products and patient safety. This is being achieved through the implementation of best quality systems, creating the right quality culture and periodic training of employees. We always had a vision to be ahead of the curve in business and are investing significantly in the digitalization program of the key quality management systems to further strengthen our core. We continue to sustain a very high level of transparency with our customers, regulators, statutory bodies, and employees. As a proactive organization, we have started the implementation of our very aggressive plans for expanding our quality function including investments in laboratories and newer analytical capabilities and technologies to make BHL a future-ready organization.

#### Research and development

From being known as one of the leading suppliers of APIs in bulk, we gradually moved to grow our presence in the manufacture of finished dosage forms and intermediates. Over the years, we have been constantly investing in Research and Development, where our team has been able to passionately translate science and technology into pharmaceutical products and manufacturing processes matching the global regulatory standards. With experienced and qualified human resources, our R&D capabilities are the driving force of our current momentum and future growth of the organization. R&D is a crucial attribute in fostering our vision to become a global leader in the pharmaceutical manufacturing space. We are augmenting our research capabilities and expanding our product portfolio to address the prospective demand across global markets.

#### Risk management at Bajaj Healthcare Limited

**Industry risk:** A slowdown in the pharma industry may negatively impact the performance of the company.

#### Mitigation

- The Global pharma industry is expected to grow at over 6% over the next few years.
- Further, the recent pandemic has showcased the importance of the pharma industry which expected to further propel the growth of the industry
- Indian pharma industry is likely to continue to grow at steady double digit over the next couple of years and medicine spending is also likely to see double digit growth over the foreseeable future.

**Regulatory risk:** Any change in regulation might dent the growth of the Company as it can impact production

#### Mitigation

- Every product manufactured by the Company is passed through extensive R&D checks and stringent quality control tests as per international norms and standards.
- All manufacturing units of the company are in 100% conformance with the guidelines issued by the different regulatory bodies across the world.

- The Company regularly invests in plant automation which has helped meet the regulatory compliances.

**Geographical risk:** Presence in one market or over dependence on any one region could result in stagnant revenues.

#### Mitigation

- The Company has a business presence in more than 60 countries across the world including countries like the USA and UK.
- Two of the biggest pharma market in the world i.e. the USA and the UK account for major share of the Company's export revenue.

**Competition risks:** The Company operates in a competitive environment and, as such, may experience increased competition that could adversely affect BHL's sales, operating margins and market share.

#### Mitigation

The Company has a continued focus on its operating performance from manufacturing to R&D to distribution to ensure that it continues to service the needs of its clients efficiently and in a timely manner. Further, the Company periodically enhanced its offerings basket to stay ahead of the curve.

**Foreign currency risk:** The Company is exposed to foreign currency risk arising primarily owing to its business presence in a number of foreign countries.

#### Mitigation

- Foreign exchange rate exposures are managed by the Company by utilizing forward foreign exchange contracts.
- The Company enters into forward foreign exchange contracts to manage the risk associated with anticipated future business transactions denominated in foreign currencies.

#### Internal Control Systems and Adequacy

Commensurate with the size and nature of operations, the Company has adequate systems of internal control and procedures covering all financial and operating functions. It believes that a strong internal control framework is one of the most indispensable factors of Corporate Governance. Continuous efforts are being made to enhance the controlling system's response to unauthorized use or losses. The audit committee supervises all aspects of internal functioning and advises corrective action as and when required.

#### Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectations, and estimations which may be 'forward-looking statements within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. The actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on any subsequent developments.

# DIRECTORS' REPORT

To,  
The Members  
**Bajaj Healthcare Limited**

Your Directors have pleasure in presenting their 28th Board Report together with the Audited Financial Statements for the financial year ended 31st March, 2021.

## FINANCIAL PERFORMANCE OF THE COMPANY:

Particulars	(₹ in lakhs)	
	Year Ended 31st March, 2021	Year Ended 31st March, 2020
Gross Income	66,389.64	41,654.13
Profit before Interest, Depreciation & Tax	14,323.98	5,463.28
Finance Charges	829.60	644.93
Provision for Depreciation	1,612.41	1,212.33
Profit before Tax	11,881.97	3,606.02
Less: Current Tax /Deferred Tax	3,571.07	1,082.35
Net Profit after Tax	8,310.89	2,523.67
Surplus carried to Balance Sheet	8,310.89	2,523.67
Earnings Per Share	60.23	16.31

The Company's Gross Revenue for the year increased to ₹66,389.64 lakhs as compared to last year's ₹41,654.13 lakhs increased by 59.38% over the previous year, which includes the Domestic Turnover of ₹43,945.85 lakhs as compare to last year's Domestic Turnover of ₹31,733.62 lakhs, and the Export Turnover of ₹21,752.53 lakhs as compared to last year's export turnover of ₹9,267.22 lakhs.

The net profit after tax during the year amounted to ₹8,310.89 lakhs as compared to net Profit of ₹2,523.67 lakhs in the previous year increased by 229.32% over the previous year.

### DIVIDEND:

The Board of Directors at their meeting held on 9<sup>th</sup> June, 2021, has recommended payment of ₹0.50/- (Fifty paise only) (5%) as Final dividend and ₹0.50/- (Fifty paise only) (5%) as Special dividend per equity share of the face value of ₹10/- (Rupees Ten only) each, aggregating to dividend of ₹1.00/- (Rupee One Only) (10%) per equity share for the financial year ended 31<sup>st</sup> March, 2021. The payment of Final dividend and Special dividend are subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company.

During the year under review, the Board of Directors of the Company at their meeting held on 19<sup>th</sup> November, 2020, declared an Interim dividend of ₹1.25/- (Rupee One and Twenty Five Paise only) (12.50%) per equity share of the face value of ₹10/- (Rupees Ten only) each and Special Dividend of ₹0.50/- (Fifty paise only) (5%) per equity share of the face value of ₹10 (Rupees Ten only) each. The Interim dividend and Special dividend were paid to the shareholders on 11th December, 2020.

The Total dividend amount for the financial year 2020-21, including

the proposed Final dividend and Special dividend, amounts to ₹2.75/- (Rupees Two and Seventy five paise only) (27.50%) per equity share of the face value of ₹10/- (Rupees Ten only) each. Total dividend payout for the FY 2020-21 amounts to ₹3,79,47,800/- (Rupees Three Crores Seventy Nine lakhs Forty Seven Thousand Eight Hundred Only).

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final and special dividend after deduction of tax at source.

### DEPOSITS:

The Company has not accepted any deposit from public during the year under review and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

### CHANGE IN NATURE OF BUSINESS:

There are no changes in the nature of business of the Company.

### ANNUAL RETURN:

The extract of Annual Return in form MGT-9 is provided as Annexure – I to this Report and the Annual Return as required under sub-section (3) of Section 92 of the Companies Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at "<http://www.bajajhealth.com>".

### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

The Company has not transferred any amount to General Reserves for the financial year 2020-2021.

### **TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (“IEPF”)**

Pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the declared dividends, which remains unpaid or unclaimed for a period of 7 (seven) years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Details of unpaid dividend is a part of Report on Corporate Governance that forms part of this Annual Report.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:**

The Board of Directors at their meeting held on 5th July, 2021 has approved the listing of 1,37,99,200 (One Crore Thirty Seven Lakh Ninety Nine Thousand Two Hundred) equity shares of ₹10/- (Rupees Ten) each of the Company on National Stock Exchange of India Limited (NSE).

### **INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:**

The Company has no Subsidiary, Joint venture or Associate Company.

### **SHARE CAPITAL:**

There are no changes in Share Capital of the Company.

### **Buy Back of Securities/ Sweat Equity/ Employees Stock Option Plan**

During the year under review, the Company has not bought back any of its securities nor issued any Sweat Equity Shares nor provided any Stock Option Scheme to the employees during the year under review.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board has an optimum combination of Executive and Non-Executive Independent Directors and is headed by an Executive Chairman, Mr. Sajankumar R. Bajaj. The Board of the Company is diverse in terms of qualification, competence, skills and expertise which enables it to ensure long term value creation for all the stakeholders.

#### **Change in Composition**

##### **Director retires by rotation:**

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Rupesh Nikam (DIN 07007815), an Executive Director is retiring by rotation at the ensuing Annual General Meeting (AGM) and is eligible for re-appointment.

##### **Appointment/Re-appointment of Directors**

On the recommendation of the Nomination and Remuneration Committee, Shareholders of the Company at 27th Annual General

Meeting appointed Mr. Luke B. Fernandez (DIN: 08188583) and Mrs. Kejal N. Shah (DIN: 08608399) as Non-executive Independent Directors of the Company for a term of 5 (five) years w.e.f. 30th June, 2020 and appointed Mr. Pakshal A. Jain (DIN: 08776385) as an Executive Director of the Company for a term of 3 (three) years w.e.f. 30th June, 2020.

Further, on the recommendation of the Nomination and Remuneration Committee, Shareholders of the Company at 27th Annual General Meeting re-appointed Mr. Hemant R. Karnik and Mr. Ram B. Banarse for the second term of five years as Independent Director of the Company w.e.f. 08th January, 2021 and 14th January, 2021 respectively. Also re-appointed Mr. Sajankumar Bajaj as Chairman and Managing Director, Mr. Anil Jain as Managing Director and Mr. Dhananjay Hatle, Ms. Namrata Bajaj & Mr. Rupesh Nikam as whole time director for a term of 3 (three) years w.e.f. 1st April, 2020.

##### **Resignation of Director:**

Mr. Vidyut Shah (DIN 02578165), Non-Executive Independent Director of the Company has resigned with effect from 12th June, 2020 from the directorship of the Company.

##### **Key Managerial Personnel:**

As on 31st March, 2021, Mr. Sajankumar Bajaj, Chairman & Managing Director; Mr. Rupesh Nikam, Whole-time Director & Chief Financial Officer and Mr. Aakashkumar Kesari, Company Secretary & Compliance Officer, are the Key Managerial Personnel of the Company.

##### **Independent Director(s):**

The Company has received necessary declarations from all Independent Directors of the Company under the provisions of section 149(7) of the Act, that they meet the criteria of independence as laid down in section 149 (6) of the Act and applicable provisions of the Listing Regulations. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As per the Companies (Appointment and Qualifications of Directors) Fifth Amendment Rules, 2019, all the Independent Directors of the Company have registered with the Indian Institute of Corporate Affairs for inclusion of their names in the comprehensive repository maintained by the Ministry of Corporate Affairs.

In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under the Act and Listing Regulations and are independent of the management.

##### **Number of Meetings of the Board:**

During the year, 5 (five) Board Meetings were convened and held. The intervening gap between the meetings was within the period

prescribed under the Act. The details of meetings of the Board are provided in the Report on Corporate Governance that forms part of this Annual Report.

#### **Performance evaluation of the Board:**

The formal annual evaluation has been done by the Board of its own performance and that of its Committees and Individual Directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company.

The performance evaluation of the Chairman, non-independent Directors and Board as a whole was also carried out by the Independent Directors at their separate meeting held as on 29th January, 2021 inter alia to:

- i. To evaluate the performance of non-independent directors and the Board as a whole;
- ii. To evaluate performance of the Chairman and Managing Director of the Company; and
- iii. To evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

The suggestions made at the meeting of the Independent Directors were communicated to the Board Chairman and the Executive Director for taking appropriate steps. All Independent Directors were present at the meeting. The Directors expressed their satisfaction with the evaluation process.

#### **Committees of the Board**

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted a set of Committees in accordance with the requirements of the Act and Listing Regulations. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The statutorily mandated Committees constituted under the provisions of the Act and Listing Regulations are Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders' Relationship Committee. The Composition of Audit Committee of the Company are Mr. Luke Fernandez as Chairman and Mr. Hemant Karnik & Mr. Rupesh Nikam as member.

A detailed note on the composition of the Committees, terms of reference and other such details of the audit committee along with other Committees are provided in the Report of Corporate Governance forming part of this Annual Report. During the year under review, the Board has accepted all the recommendation of Audit Committee and also of all other Committees of the Board.

#### **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

All Independent Directors are familiarized with the operations and functioning of the Company. The details of the training and familiarization program are provided in the Corporate Governance Report.

#### **NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178 of the Act and Regulation

19 of Listing Regulations and on recommendation of the Nomination and Remuneration Committee, the Board of Directors has adopted a policy on Criteria for Selection and Appointment of Directors, Senior Management Personnel and their remuneration. Nomination and Remuneration policy is applicable to all Directors, Key Managerial Personnel (KMP), Senior Management team and other employees of the Company. The said policy has been annexed to this Report and marked as "Annexure-A" and is also available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

As per the provisions of Section 177(9) and (10) of the Act, the Company has adopted a Whistle Blower Policy for establishing vigil mechanism for the Employees and Directors to report to the Audit Committee Chairman, genuine concerns, unethical behavior and irregularities, if any noticed by them, in the Company which can adversely affects Company's operations. The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported by Employees/ Directors till date. The said policy is available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

#### **INSIDER TRADING CODE**

The Company has adopted an 'Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities' ("the Code") in accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations). This Code is displayed on the Company's website. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

#### **BUSINESS RESPONSIBILITY REPORTING**

The Business Responsibility Report of the Company for the year ended 31st March, 2021, forms part of the Annual Report and marked as Annexure B and is also made available on the website of the Company at [www.bajajhealth.com](http://www.bajajhealth.com).

#### **RISK MANAGEMENT:**

Risk management is integral to your Company's strategy and for the achievement of our long-term goals. Our success as an organization depends on our ability to identify and leverage the opportunities while managing the risks.

The COVID-19 pandemic this year has posed several unprecedented challenges in the form of uncertain lockdowns, unlock phases, health hazards and supply chain disruptions across the globe. These have added a new dimension to the term volatile, uncertain, complex and ambiguous.

These changes and challenges have brought a mix of opportunities and uncertainties impacting the Company's objectives. Risk

Management, which aims at managing the impact of these uncertainties, is an integral part of the Company's strategy setting process. The Company regularly identifies uncertainties and after assessing them, devises short-term and long-term actions to mitigate any risk which could materially impact your Company's long-term goals. This process of identifying and assessing the risks is a two-way process. Inputs are taken, both bottom up and top down while finalizing the risk treatment plans.

Our approach to risk management is designed to provide reasonable assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated and all information that may be required to be disclosed is reported to Company's Senior Management including, where appropriate, the Chairman & Managing Director, the Chief Financial Officer, the Audit Committee and the Board.

Mitigation plans to significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the Senior Managements.

#### **STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

Adequate internal control system commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal Control systems comprising of policies and procedure are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequate protected.

#### **AUDITORS AND AUDITORS' REPORT**

##### **Statutory Auditors:**

M/s. Chaturvedi & Agrawal, Chartered Accountants (Firm Registration No.101717W) were appointed as Statutory Auditors of the Company at the 27th AGM till conclusion of 32nd Annual General Meeting

M/s. Chaturvedi & Agrawal have confirmed their eligibility and qualification required under Section 139,141 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

The Auditor's report for the financial year ended 31st March, 2021, on financial statements of the Company forms a part of this Annual Report. The Auditor's Report for the financial year ended 31st March, 2021 does not contain any qualification, reservation or adverse remark.

##### **Cost Auditors:**

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its Drugs & Pharmaceuticals business is required to be audited by a Cost

Accountant in practice. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s V. J. Talati & Co. Cost Accountant, as the Cost Auditors of the Company for the year ending 31st March, 2022. M/s V. J. Talati & Co have vast experience in the field of cost audit.

The Company has received consent from M/s V. J. Talati & Co. Cost Accountant, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2021-22.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor, subject to ratification by the members of the Company at the ensuing 28th AGM, would not exceed ₹3.00 lakhs (Rupees Three lakhs only) excluding taxes and out of pocket expenses, if any.

##### **Internal Auditors:**

The Board of Directors of the Company have appointed M/s. Paresh Rakesh & Associates, Chartered Accountants (FRN 119728W) as Internal Auditors of the Company for the financial Year 2021-22.

The Internal Auditor submits their reports to the Audit Committee on periodic basis. Based on the report of Internal Audit, the management undertakes corrective action in their respective areas and thereby strengthens the controls.

##### **Secretarial Auditor:**

The Board of Directors of the Company have appointed Mr. Haresh Sanghvi, Practising Company Secretary (M No. 2259/CoP: 3675), as the Secretarial Auditor to conduct an audit of the secretarial records for the financial year 2021-22. The Company has received consent from Haresh Sanghvi to act as the secretarial auditor for conducting audit of the secretarial records for the financial year ending 31st March, 2022.

The Secretarial Audit Report for the financial year ended 31st March, 2021, issued by Mr. Haresh Sanghvi is enclosed with this report and marked as Annexure –II.

The Secretarial Compliance Report for the financial year ended 31st March, 2021, issued by Mr. Haresh Sanghvi, in relation to compliance of all applicable SEBI Regulations/circulars/guidelines issued thereunder, pursuant to requirement of Regulation 24A of the Listing Regulations, Sanghvi is enclosed with this report and marked as Annexure-III. The Secretarial Compliance Report has been voluntarily disclosed as part of Annual Report as good disclosure practice.

The Secretarial Audit Report and Secretarial Compliance Report does not contain any qualification, reservation or adverse remark.

##### **Reporting of fraud by Auditors**

There was no instance of fraud during the year under review, which required the Statutory Auditors, Internal Auditor, Cost Auditor or/and the Secretarial Auditor to report to the Audit Committee and/or the Board under Section 143(12) of Act and Rules framed thereunder.

## COMPLIANCE WITH SECRETARIAL STANDARDS

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

## GENERAL DISCLOSURES:

### Related Party Transactions:

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

### Particulars of Loans, Guarantee and Investments:

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2021, have been disclosed in the Financial Statements of the Company.

### Cash Flow Analysis:

The cash flow statement for the year ended 31st March, 2021 is annexed with the financial statements.

### Particulars of Employees:

Information required in accordance with Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of the Board's Report for the year ended 31st March, 2021 is annexed and marked as Annexure IV to Board's Report. Further, the information pertaining to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the names and other particulars of employees is available for inspection at the Registered office of the Company during business hours and pursuant to the second proviso to Section 136(1) of the Act, the Report and the accounts are being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary/ Compliance Officer either at the Registered Office address or by email to investors@bajajhealth.com.

### Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various practices and always endeavors to provide an environment that is free from discrimination. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Company has in place, policy on Prevention, Prohibition and Redressal of Sexual Harassment for women at workplace in accordance with the requirements of

Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been setup as per the statutory requirements, to redress complaints regarding sexual harassment.

During the year 2020-21, ICC did not receive complaints of sexual harassment from any employees.

### Significant and Material Orders passed by the Regulators or Courts or Tribunals:

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis for the year under review is provided as separate section forming part of this Annual Report.

## CORPORATE GOVERNANCE

Report on Corporate Governance and Certificate of the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the Listing Regulations, are provided in a separate section forming part of this Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Act, in the preparation of annual accounts for the year ended on 31st March, 2021 and confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiative under the “Corporate Social Responsibility” (CSR) drive, the Company has undertaken projects in the area of rural development and education. These projects are in accordance with Schedule V of the Act and the Company’s CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed and marked as Annexure –V which forms an integral part of this Report.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated. Under section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

### I. Conservation of Energy:

Steps taken on Energy Conservation –

Many steps towards energy conservation has taken & implemented successfully.

- Commissioned low pressure steam turbine. This works on back pressure of steam boiler & generates electrical power of 100 KW/HR.
- Installed Solar Panels of capacity of 700 KW in vacant land of factory premises.
- To prevent heat loss replaced old insulation of reactors and cold well of brine storage tank.
- Installed softener plant capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant. This prevents scaling & ensure better heat transfer & saves energy.
- Installed DM plant to improve boiler feed water quality and run efficient. This saves scaling in tubes & enhances life of boiler tubes.
- Replaced the condenser of Brine Plant 2 by higher capacity to run machine efficient.
- Replaced steam trap by float type. This controls live steam wastage & helps improving steam savings.

### II. Technology Absorption:

- Cooling tower blades replaced by new designed FRP Pumps.
- For distillation column, old structured packing replaced with new one.
- Mercury vapour lamps replaced by LED Lamps.

### III. Research & Development:

- R&D Laboratory of Bajaj Healthcare Limited is already approved by DSIR (Department of Scientific and Industrial Research), India.

- We added efficient fume-hoods, sophisticated equipment and facilities for carrying out synthetic research and scale-up activities to develop new process technology for APIs under safe conditions.
- R&D works on different generic molecules are under process. Some of products have been commercialised at plant scale using environment friendly routes.
- With the regular progression in the business, our company intends to emphasise on further expansion of R&D facilities for development of technologically advanced, asymmetric active pharmaceutical ingredients.
- To achieve highest level of challenges of R&D activities, Bajaj Healthcare Limited has developed a talented pool of scientists including organic/analytical chemists provide support to our R&D through documentation and validation of test results as per ICH guidelines and assist the regulatory affairs to prepare high quality technical packages and drug master files.
- The Company has obtained approval for In-house R & D Facility from the Department of Scientific and Industrial Research (DSIR) vide letter No. TU/IV-RD/4031/2019 dated 01st May, 2019 for the purpose of section 35(2AB) of the Income Tax Act, 1961 valid till 31st March 2022 subject to the condition underline therein.
- There under, the company has claimed a weighted deduction of 150% of the following expenditure incurred wholly and exclusively for the Research & Development Activity so approved.

(₹ In lakhs)

Nature of Expenditure	2020-21	2019-20
Revenue Expenditure:		
Salary Expenses of R&D Personnel	89.78	68.00
R & D Chemical Purchase	328.64	117.06
Stores & Spares & Consumables in R & D	-	6.01
Travelling & Other Exp.	0.98	1.04
Common Utilities Expenses	33.82	30.85
Capital Expenditure:		
Laboratory Equipment	3.53	18.03
<b>TOTAL</b>	<b>456.74</b>	<b>241.00</b>

### IV. Foreign Exchange Earning and Outgo:

#### Earnings:

Foreign Currency inflow amounting to ₹21,789.77 lakhs

#### Outgo:

Foreign Currency outgo amounting to ₹21,161.57 lakhs

### ENVIRONMENT AND POLLUTION CONTROL:

The Company is well aware of its responsibility towards a better and clean environment. Our efforts in environment management go well beyond mere compliance with statutory requirements.



The Company has always maintained harmony with nature by adopting eco-friendly technologies and upgrading the same from time to time incidental to its growth programs.

#### **STATUTORY COMPLIANCES**

The Company has complied with all the statutory requirements. A declaration regarding compliance of the provisions of the various statutes is also made by the Chief Financial Officer at each Board Meeting. The Company ensures compliance of the ROC, SEBI Regulations and various statutory authorities.

#### **ACKNOWLEDGEMENTS:**

Your Directors express their gratitude to various Central and State Government Departments, Organizations and Agencies for their continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks, and other business

associates for the excellent support received from them during the year. The Board also wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees more particularly ensuring business as usual in spite of COVID-2019 impact.

The Directors express their special thanks to Mr. Sajankumar Bajaj, Chairman & Managing Director for his untiring efforts for the progress of the Company.

For and on behalf of the Board of Directors  
of **Bajaj Healthcare Limited**

Sd/-

**Sajankumar Bajaj**

Chairman and Managing Director

DIN: 00225950

Date: 03/08/2021

Place: Thane

## Annexure-I

## FORM NO. MGT-9

## Extract of the Annual Return as on the financial year ended March 31st, 2021

(Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

## I. Registration and other Details

i.	CIN	:	L99999MH1993PLC072892
ii.	Registration Date	:	15th July, 1993
iii.	Name of the Company	:	BAJAJ HEALTHCARE LIMITED
iv.	Category	:	Company Limited by shares
	Sub-Category of the Company	:	Indian Non-Government Company
v.	Address of the Registered Office and contact details	:	602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane (West)-400 604 Tel: (91) 22 66177400. Email:investors@bajajhealth.com; Website: www.bajajhealth.com
vi.	Whether Listed Company	:	Yes, Listed -BSE Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent:	:	M/s. Link Intime India Private Limited. C-101, 24*7 Park, L B S Marg, Vikhroli West, Mumbai-400083., Website: www.linkintime.co.in,

## II. PRINCIPAL BUSINESS ACTIVITIES

All the business activities contributing 10 % or more of the total turnover of the Company

Sr. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1.	Manufacturing of Bulk Drugs & Pharmaceutical Products	210	98.96

## III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
Not applicable					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2020)				No. of shares held at the end of the year (As on 31.03.2021)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	9132000	-	9132000	66.178	9132000	-	9132000	66.178	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	150000	-	150000	1.087	150000	-	150000	1.087	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-	-	-
Directors Relatives	-	-	-	-	-	-	-	-	-
Person Acting in Concern	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>9282000</b>	<b>-</b>	<b>9282000</b>	<b>67.265</b>	<b>9282000</b>	<b>-</b>	<b>9282000</b>	<b>67.265</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other -Individuals	-	-	-	-	-	-	-	-	-

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2020)				No. of shares held at the end of the year (As on 31.03.2021)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>-</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>9282000</b>	<b>-</b>	<b>9282000</b>	<b>67.265</b>	<b>9282000</b>	<b>-</b>	<b>9282000</b>	<b>67.265</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>-</b>
<b>2. Non-Institutions:</b>									
a) Bodies Corp.									
i) Indian	3009520	435000	3444520	24.962	2607668	435000	3042668	22.050	-2.912
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	164839	0	164839	1.194	895830	0	895830	6.491	5.297
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	882659	0	882659	6.397	455780	0	455780	3.303	-3.094
c) Others (specify)									
Trusts	-	-	-	-	-	-	-	-	-
Clearing member	593	0	593	0.004	19981	0	19981	0.144	0.141
Market Maker	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Non Resident Indians (Repat)	3200	0	3200	0.023	16434	0	16434	0.120	0.096
Non Resident Indians (Non-Repat)	779	0	779	0.006	15604	0	15604	0.113	0.108
Foreign Companies	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Independent Directors	-	-	-	-	-	-	-	-	-
HUF	20610	0	20610	0.149	70903	0	70903	0.514	0.364
<b>Sub-total (B)(2):</b>	<b>4082200</b>	<b>435000</b>	<b>4517200</b>	<b>32.735</b>	<b>4082200</b>	<b>435000</b>	<b>4517200</b>	<b>32.735</b>	<b>0.000</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4082200</b>	<b>435000</b>	<b>4517200</b>	<b>32.735</b>	<b>4082200</b>	<b>435000</b>	<b>4517200</b>	<b>32.735</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>13364200</b>	<b>435000</b>	<b>13799200</b>	<b>100</b>	<b>13364200</b>	<b>435000</b>	<b>13799200</b>	<b>100</b>	<b>-</b>

## (ii) Shareholding of Promoters

Shareholders Name	No. of shares held at the beginning of the year (As on 01.04.2020)			No. of shares held at the end of the year (As on 31.03.2021)			% Change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Sajankumar Bajaj	4814000	34.88	N.A	4814000	34.88	N.A	-
Babita Bajaj	752000	5.45	N.A	752000	5.45	N.A	-
Namrata Bajaj	808000	5.86	N.A	808000	5.86	N.A	-
Nihita Bajaj	808000	5.86	N.A	808000	5.86	N.A	-
Anil Jain	718000	5.20	N.A	718000	5.20	N.A	-
Padma Jain	152000	1.10	N.A	152000	1.10	N.A	-
S K R Bajaj HUF	1080000	7.83	N.A	1080000	7.83	N.A	-
Bajaj Health & Nutrition Private Limited	120000	0.87	N.A	120000	0.87	N.A	-
Bansal Pharma Limited	30000	0.22	N.A	30000	0.22	N.A	-
<b>TOTAL</b>	<b>9282000</b>	<b>67.27</b>	<b>N.A</b>	<b>9282000</b>	<b>67.27</b>	<b>N.A</b>	<b>-</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Sajankumar R. Bajaj</b>				
<b>At the beginning of the year</b>	4814000	34.88		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			4814000	34.88
<b>Babita S. Bajaj</b>				
<b>At the beginning of the year</b>	752000	5.45		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			752000	5.45
<b>Namrata S. Bajaj</b>				
<b>At the beginning of the year</b>	808000	5.86		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			808000	5.86
<b>Nihita S. Bajaj</b>				
<b>At the beginning of the year</b>	808000	5.86		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			808000	5.86
<b>Anil C. Jain</b>				
<b>At the beginning of the year</b>	718000	5.20		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			718000	5.20
<b>Padma Jain</b>				
<b>At the beginning of the year</b>	152000	1.10		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			152000	1.10
<b>S K R Bajaj HUF</b>				
<b>At the beginning of the year</b>	1080000	7.83		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			1080000	7.83
<b>Bajaj Health &amp; Nutrition Private Limited</b>				
<b>At the beginning of the year</b>	120000	0.87		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			120000	0.87

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Bansal Pharma Limited</b>				
<b>At the beginning of the year</b>	30000	0.22		
Changes during the year	No Changes During the year			
<b>At the End of the year</b>			30000	0.22

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1. Progyan Construction and Engineers Pvt Ltd</b>				
<b>At the beginning of the year</b>	1057800	7.67		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(8800)	21/08/2020	1049000	7.60
Buy	17600	28/08/2020	1066600	7.73
Sell	(33000)	09/10/2020	1033600	7.49
Sell	(65000)	30/10/2020	968600	7.02
Sell	(1021)	08/01/2021	967579	7.01
Sell	(29879)	15/01/2021	937700	6.80
Buy	5200	26/03/2021	942900	6.83
<b>At the End of the year</b>			942900	6.83
<b>2. Maa Sharada Distributors Private Limited</b>				
<b>At the beginning of the year</b>	870000	6.30		
Changes during the year	No changes during the year			
<b>At the End of the year</b>			870000	6.30
<b>3. Escorp Asset Management Limited</b>				
<b>At the beginning of the year</b>	473700	3.43		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(500)	19/06/2020	473200	3.43
Sell	(700)	03/07/2020	472500	3.42
<b>At the End of the year</b>			472500	3.42
<b>4. Shri Ravindra Media Ventures</b>				
<b>At the beginning of the year</b>	540600	3.92		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(60000)	18/09/2020	480600	3.48
Sell	(25500)	09/10/2020	455100	3.30
Sell	(100270)	30/10/2020	354830	2.57
Sell	(14530)	06/11/2020	340300	2.47
<b>At the End of the year</b>			340300	2.47
<b>5. Tia Enterprises Private Limited</b>				
<b>At the beginning of the year</b>	237600	1.72		
Changes during the year:				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Buy	14400	07/08/2020	252000	1.83
Sell	(39500)	09/10/2020	212500	1.54
Sell	(8900)	05/02/2021	203600	1.48
<b>At the End of the year</b>			203600	1.48

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>6. Vinod Harilal Jhaveri</b>				
<b>At the beginning of the year</b>	290400	2.10		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(5200)	03/07/2020	285200	2.07
Sell	(15000)	24/07/2020	270200	1.96
Sell	(10000)	31/07/2020	260200	1.89
Sell	(15000)	14/08/2020	245200	1.78
Sell	(25000)	21/08/2020	220200	1.60
Sell	(10000)	28/08/2020	210200	1.52
Sell	(5000)	04/09/2020	205200	1.49
Sell	(5000)	11/09/2020	200200	1.45
Sell	(55000)	18/09/2020	145200	1.05
Sell	(20200)	30/10/2020	125000	0.91
Sell	(4000)	19/03/2021	121000	0.88
Sell	(11000)	26/03/2021	110000	0.80
<b>At the End of the year</b>			110000	0.80
<b>7. MUKESH MANUBHAI SHAH</b>				
<b>At the beginning of the year</b>	70400	0.51		
Changes during the year			No changes during the year	
<b>At the End of the year</b>			70400	0.51
<b>8. MBM Bearings (Rajasthan) Private Limited</b>				
<b>At the beginning of the year</b>	98400	0.71		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(23000)	24/04/2020	75400	0.55
Sell	(7400)	01/05/2020	68000	0.49
<b>At the End of the year</b>			68000	0.49
<b>9. Bipin Chabildas Shah</b>				
<b>At the beginning of the year</b>	103200	0.75		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(19850)	13/11/2020	83350	0.60
Sell	(3200)	20/11/2020	80150	0.58
Sell	(25837)	08/01/2021	54313	0.39
Sell	(1113)	15/01/2021	53200	0.39
<b>At the End of the year</b>			53200	0.39
<b>10. Rupesh Manubhai Shah</b>				
<b>At the beginning of the year</b>	51200	0.37		
Changes during the year			No changes during the year	
<b>At the End of the year</b>			51200	0.37
<b>11. Shashank Pravinchandra Doshi</b>				
<b>At the beginning of the year</b>	123300	0.89		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(20000)	24/07/2020	103300	0.75
Sell	(13450)	31/07/2020	89850	0.65
Sell	(20000)	14/08/2020	69850	0.51
Sell	(25000)	21/08/2020	44850	0.33
Sell	(5000)	28/08/2020	39850	0.29
Sell	(7500)	04/09/2020	32350	0.23
Sell	(32350)	11/09/2020	0.00	0.00
<b>At the End of the year</b>			0.00	0.00

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>12. Hetal Shashank Doshi</b>				
<b>At the beginning of the year</b>	110150	0.80		
Changes during the year				
<b>Particulars</b>	<b>Shares</b>	<b>Date</b>		
Sell	(5000)	21/08/2020	105150	0.76
Sell	(10000)	28/08/2020	95150	0.69
Sell	(7950)	11/09/2020	87200	0.63
Sell	(17200)	30/09/2020	70000	0.51
Sell	(5000)	02/10/2020	65000	0.47
Sell	(65000)	09/10/2020	0.00	0.00
<b>At the End of the year</b>			<b>0.00</b>	<b>0.00</b>

**(v) Shareholding of Directors and Key Managerial Personnel:**

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Mr. Sajankumar Bajaj</b>				
<b>At the beginning of the year</b>	4814000	34.88		
Changes during the year:			No Change	During the year
<b>At the End of the year</b>			4814000	34.88
<b>Ms. Namrata Bajaj</b>				
<b>At the beginning of the year</b>	808000	5.86		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			808000	5.86
<b>Mr Anil Jain</b>				
<b>At the beginning of the year</b>	718000	5.2		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			718000	5.2
<b>Mr. Dhananjay Hatle</b>				
<b>At the beginning of the year</b>	12000	0.09		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			12000	0.09
<b>Mr. Rupesh Nikam, Director &amp; CFO</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Vidyut Shah (Independent Director) <sup>(4)</sup></b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Hemant Karnik (Independent Director)</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Ram Banarase (Independent Director)</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Pakshal Jain, Director<sup>(1)</sup></b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year			No Change	During the year
<b>At the End of the year</b>			NIL	NIL

	No. of shares held at the beginning of the year (As on 01.04.2020)		Cumulative at the end of the year (31.03.2021)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Mr. Avinash Dalal (Independent Director)</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year	No Change During the year			
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Loukik Tipnis (Independent Director)</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year	No Change During the year			
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Luke Fernandez (Independent Director) <sup>(2)</sup></b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year	No Change During the year			
<b>At the End of the year</b>			NIL	NIL
<b>Mrs. Kejal Shah (Independent Director) <sup>(3)</sup></b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year	No Change During the year			
<b>At the End of the year</b>			NIL	NIL
<b>Mr. Aakash Keshari (Company Secretary)</b>				
<b>At the beginning of the year</b>	NIL	NIL		
Changes during the year	No Change During the year			
<b>At the End of the year</b>			NIL	NIL

<sup>(1)</sup> Mr. Pakshal Jain has been appointed as director w.e.f. June 30, 2020.

<sup>(2)</sup> Mr. Luke Fernandez has been appointed as director w.e.f. June 30, 2020.

<sup>(3)</sup> Mrs. Kejal Shah has been appointed as director w.e.f. June 30, 2020.

<sup>(4)</sup> Mr. Vidyut Shah has resigned w.e.f. 12th June, 2020.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in lakhs)

	Secured Loans excluding deposits & LC	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year:</b>				
i) Principal Amount	89,92,28,980	1,00,29,400	NIL	90,93,21,380
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>89,92,28,980</b>	<b>1,00,29,400</b>	<b>NIL</b>	<b>90,93,21,380</b>
<b>Change in Indebtedness during the financial year</b>				
Addition/(Reduction)	909627590	(1,00,29,400)	NIL	89,95,98,190
<b>Net Change</b>	<b>12,59,41,308</b>	<b>(1,00,29,400)</b>	<b>NIL</b>	<b>89,95,98,190</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,80,88,56,570	NIL	NIL	1,80,88,56,570
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,80,88,56,570</b>	<b>NIL</b>	<b>NIL</b>	<b>1,80,88,56,570</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(₹ in lakhs)

Particulars of Remuneration	Mr. Sajankumar R. Bajaj (Chairman and Managing Director)	Mr. Anil C. Jain (Managing Director)	Mr. Dhananjay S. Hatle (Whole Time Director)	Ms. Namrata S. Bajaj (Whole Time Director)	Mr. Rupesh H. Nikam (Whole Time Director & CFO)	Mr. Pakshal A. Jain (Whole Time Director)	Total Amount
<b>Gross salary</b>							
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.00	48.00	19.52	10.15	18.18	04.73	148.58
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-	-
Stock Option	-	-	-	-	-	-	-
Sweat Equity	-	-	-	-	-	-	-
Commission							
- as % of profit	-	-	-	-	-	-	-
- others	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>48.00</b>	<b>48.00</b>	<b>19.52</b>	<b>10.15</b>	<b>18.18</b>	<b>04.73</b>	<b>148.58</b>
Ceiling as per the Act	Within the limits as approved by the Shareholders.						

### B. REMUNERATION TO OTHER DIRECTORS:

(₹ in lakhs)

Particulars of Remuneration	Total Amount						Total Amount
	Mr. Hemant Karnik	Mr. Ram Banarse	Mr. Loukik Tipnis	Mr. Avinash Dalal	Mr. Luke Fernandez	Mrs. Kejal Shah	
<b>Independent Directors</b>							
• Fee for attending board / committee meetings	1.27	0.77	0.67	0.67	0.92	0.42	4.72
• Commission	-	-	-	-	-	-	-
• Others	-	-	-	-	-	-	-
<b>Total (1)</b>	<b>1.27</b>	<b>0.77</b>	<b>0.67</b>	<b>0.67</b>	<b>0.92</b>	<b>0.42</b>	<b>4.72</b>
<b>Other Non-Executive Directors</b>							
• Fee for attending board / committee meetings	-	-	-	-	-	-	-
• Commission	-	-	-	-	-	-	-
• Others	-	-	-	-	-	-	-
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (B)=(1+2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Managerial Remuneration</b>	153.3						
Overall Ceiling as per the Act	NA						

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in lakhs)

Particulars of Remuneration	Mr. Sajankumar Bajaj	Mr. Rupesh Nikam (CFO)	Mr. Aakashkumar Keshari (Company Secretary)	Total Amount
<b>Gross salary</b>				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.00	18.18	8.56	74.74
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission				
- as % of profit	-	-	-	-
- others	-	-	-	-
Others	-	-	-	-
<b>Total (A)</b>	<b>48.00</b>	<b>18.18</b>	<b>8.56</b>	<b>74.74</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

## Annexure-II

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

The Members,

**BAJAJ HEALTHCARE LIMITED**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West 400604

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BAJAJ HEALTHCARE LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2021. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021, generally 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:
  - (i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (ii) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (v) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (vi) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
3. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings were not attracted during the year under review;
4. Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in my opinion adequate system and process exists in the Company to monitor and ensure compliances with the provisions of general and other industry and sector specific Laws and Regulations applicable to the Company, as identified and confirmed by the management of the company and listed in **Annexure -A** to this report.

5. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
  - (ii) Listing Agreements entered into by the Company with BSE Limited.

During the audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to my knowledge.

**I further report that** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review. 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.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were

generally sent 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.

3. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**I further report that** during the audit period under report, no event/action occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**HARESH SANGHVI**

Practicing Company Secretary  
FCS 2259/COP No. 3675  
UDIN: F002259C000715026

Date: 30th July, 2021  
Place: Mumbai

**Note:** This report is to be read with my letter of even date which is annexed as **ANNEXURE-B** and forms an integral part of this report.

## ANNEXURE- A

### List of applicable laws to the Company

- a)** The following laws and regulations, as amended from time to time, are applicable specifically to the Company given its business:
- i. The Drugs & Cosmetics Act, 1940;
  - ii. The Drugs (Control), Act, 1950;
  - iii. The Narcotics Drugs and Psychotropic Substances Act, 1985;
  - iv. The Pharmacy Act, 1948;
  - v. The Drugs and Magic remedies (Objectionable Advertisements) Act, 1954;
  - vi. The Poisons Act, 1919;
  - vii. The Petroleum Act, 1934;
  - viii. The Legal Metrology Act, 2009;
  - ix. The Indian Boiler Act, 1923;
- b)** All General Laws related to Direct and Indirect Taxation, Labour Laws and other incidental laws as applicable.

**HARESH SANGHVI**

Practicing Company Secretary  
FCS 2259/COP No. 3675  
UDIN: F002259C000715026

Date: 30th July, 2021  
Place: Mumbai

**ANNEXURE- B**

The Members,

**BAJAJ HEALTHCARE LIMITED**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West 400604

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period. Due to ongoing COVID19 pandemic and consequent lock-down imposed, I could not verify the compliance documents physically for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**HARESH SANGHVI**

Practicing Company Secretary  
FCS 2259/COP No. 3675  
UDIN: F002259C000715026

Date: 30th July, 2021

Place: Mumbai

## Annexure-III

## Secretarial Compliance Report of BAJAJ HEALTHCARE LIMITED

(CIN: L99999MH1993PLC072892)

**for the year ended 31st March, 2021**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **Haresh Sanghvi** have examined:

- (a) the documents and records made available to me and explanation provided by **Bajaj Healthcare Limited** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to BSE Ltd.,
- (c) website of the listed entity, and
- (d) other books, papers, minute books and other records maintained by the Company and produced before me for verification which has been relied upon to make this certification,

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations, 2015"); and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31st March, 2021 ("Period") under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

and based on the above examination and verification of the documents and records produced before me and according to the information and explanations given to me by the Company, I hereby report that, during the Period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. The Company did receive notice from BSE Ltd for alleged non-compliance under Regulation 23(9) of SEBI (LODR) Regulation, 2015 for half-year ended on 30th September 2020, for which the Company submitted clarifications. Thereafter, no further correspondence was received from BSE in this regard.

**HARESH SANGHVI**

Practicing Company Secretary  
FCS 2259/COP No. 3675  
UDIN: F002259C000506686  
PRC No. 1104/2021

Date: 24th June, 2021  
Place: Mumbai

**Note:** While adhering to the established social distancing norms in ongoing COVID19 pandemic situation, no compliance documents were verified physically at the Company's premises for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.

**Annexure-IV**

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- i) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-21, ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.**

<b>Sr. No.</b>	<b>Name of the Director/KMP and Designation</b>	<b>% increase in Remuneration in the financial year 2020-21</b>	<b>Ratio of the remuneration of each director to the median remuneration of the employees.</b>
1	Mr. Sajankumar R. Bajaj (Chairman & Managing Director)	Nil	19.63:1
2	Mr. Anil C. Jain (Managing Director)	4.35	19.63:1
3	Mr. Dhananjay S. Hatle Whole Time Director (WTD)	43.64	07.98:1
4	Ms. Namrata S. Bajaj Whole Time Director (WTD)	Nil	04.15:1
5	Mr. Rupesh H. Nikam Whole Time Director (WTD) & Chief Financial Officer (CFO)	12.57	07.43:1
6	Mr. Pakshal A. Jain Whole Time Director (WTD)	NA	01.93:1
7.	Mr. Aakash kumar T. Keshari	14.89	03.50:1

- ii) **The percentage increase in the median remuneration of employees in the financial year;**

The % increase in median remuneration of employee is 10.40%.

- iii) **The number of permanent employees on the rolls of company**

There are 905 employee on pay rolls of the Company as on 31st March, 2021.

- 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 percentile increase in the salaries of employees other than the managerial personnel is 23.87% during the year under review, the same is due to increase in number of employees after acquisition of new plants under the SARFAESI Act, 2002 from Saraswat Bank.

- v) **Affirmation that the remuneration is as per the remuneration policy of the company**

Remuneration paid during the year ended March 31, 2021 is as per Remuneration policy of the Company.

## Annexure-V

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. **A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes':**

**The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013.**

CSR Policy is aimed at demonstrating care for the community through its focus on education & skill development, health & wellness and environment sustainability including biodiversity, energy & water conservation. Also embedded in this objective is support to the marginalized cross section of the society by providing opportunity to improve their quality of life.

The projects undertaken by the Company are within the broad framework of schedule VII of the Companies Act, 2013.

The Terms of Reference of the Committee are as follows:-

- To frame the CSR Policy and its review from time- to-time.
- To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

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

Sr. No.	Name of Directors	Designation in the CSR Committee	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Sajankumar R Bajaj	Chairman	Chairman & Managing Director	1	1
2	Ram Banarse	Member	Non-Executive Independent Director	1	1
3	Rupesh Nikam	Member	Whole Time Director	1	1

3. **Web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:**

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

Details	Web- Links
Composition of CSR committee	<a href="http://www.bajajhealth.com/board-committee/">http://www.bajajhealth.com/board-committee/</a>
CSR Policy	<a href="http://www.bajajhealth.com/policies/">http://www.bajajhealth.com/policies/</a>
CSR projects	<a href="http://www.bajajhealth.com/csr-policy/">http://www.bajajhealth.com/csr-policy/</a>

4. **Details of impact assessment of csr projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if Applicable.** Not Applicable
5. **Details of the amount available for set off in pursuance of Sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** Not Applicable
6. **Average net Profits for last three years: ₹2,643.52 lakhs**
- 7.

(a)	Two percent of average net profit of the company as per section 135(5).	₹52.87 lakhs
(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year	Nil
(c)	Amount required to be set off for the financial year, if any	Nil
(d)	Total CSR obligation for the financial year (7a+7b-7c).	₹52.87 lakhs



**8. (a) CSR amount spent or unspent for the financial year**

Total Amount Spent for the Financial Year	Amount unspent				
	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.	Transfer Date	Name of the Fund	Amount.	Date of transfer
₹227.88 lakhs	--	--	--	--	--

**(b) Details of CSR amount spent against ongoing projects for the financial year: Nil**
**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sr. No.	Name of Project	Item from the list of activities in schedule VII to the Act.	Local Area (yes/ no)	Location of the project		Amount spent on the projects (₹in lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementation agency	
				State	District			Name	Registration No.
1.	Initiatives on Prevention of Covid-19 in Communities	Disaster relief	No	PAN India	-	213.46	Yes	-	-
2.	Support towards education for backward class peoples	Education	Yes	Palghar, Thane, Mumbai	Maharashtra	7.85	Yes	-	-
3.	Support towards Health	Healthcare	Yes	Thane	Maharashtra	6.58	Yes	-	-

**(d) Amount spent in Administrative Overheads - NIL**
**(e) Amount spent on Impact Assessment, if applicable - Not Applicable**
**(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹227.88 lakhs**
**(g) Excess amount for set off, if any**

Sr. No.	Particulars	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	52.87
(ii)	Total amount spent for the Financial Year	227.88
(iii)	Excess amount spent for the financial year [(ii)-(i)]	175.01
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	175.01

**9 (a) Details of Unspent CSR amount for the preceding three financial years: Nil**
**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil**
**10. In case of creation or acquisition of capital asset, furnish the details relating to the Asset so created or acquired through CSR spent in the financial year: Not applicable**
**11. Reason(s), if the company has failed to spend two per cent of the average net profit as Per Section 135(5): Not Applicable**

For and on behalf of the Board of Directors  
of **Bajaj Healthcare Limited**

Sd/-

**Sajankumar Bajaj**

Chairman and Managing Director

DIN: 00225950

Date: 03/08/2021

Place: Thane

## Annexure-A

**REMUNERATION POLICY  
OF  
BAJAJ HEALTHCARE LIMITED  
FOR THE MEMBERS OF BOARD AND EXECUTIVE MANAGEMENT**

**1. Preamble:**

- 1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- 1.2 The policy would be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

**2. Aims & Objectives**

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
  - 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and Executive level.
  - 2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
  - 2.1.3 The remuneration policy will ensure that the interests of Board members & Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
  - 2.1.4 The remuneration policy will ensure that remuneration to Directors and Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**3. Principles of remuneration**

- 3.1 **Support for Strategic Objectives:** Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 **Transparency:** The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 **Internal equity:** The Company shall remunerate the board members and the Executives in terms of their roles within the organization. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 **External equity:** The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people and the influence of external remuneration pressures.
- 3.5 **Flexibility:** Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 3.6 **Performance-Driven Remuneration:** The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 3.7 **Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.

**4. Nomination and Remuneration Committee**

- 4.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.
- 4.2 The Committee shall be responsible for
  - 4.2.1 Formulating framework and/or policy for remuneration, terms of employment including

service contracts, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;

4.2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Director.

4.2.3 Identifying persons who are qualified to become directors and who may be appointed as Executives in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out their evaluation.

4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

4.3 The Committee shall:

4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;

4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;

4.3.3 obtain reliable, up-to-date information about remuneration in other companies;

4.3.4 ensure that no director or Executive is involved in any decisions as to their own remuneration.

4.4 Without prejudice to the generality of the terms of reference to the Nomination and Remuneration Committee set out above, the Committee shall:

4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors and Director should possess the highest personal and professional ethics, integrity and

4.4.3 review the terms of executive Directors' service contracts from time to time.

## 5 Procedure for selection and appointment of the Board Members

5.1 Board membership criteria: The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations. In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust. The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board.

## 6. Procedure for selection and appointment of Executives other than Board Members

6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel, and produce a written document thereon;

6.2 The Committee may conduct a wide-ranging search for candidates for the positions of Employees within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, if any, and on the human resources market;

6.3 The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;

6.4 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of the Employees;

6.5 Before the selection of Employee, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;

6.6 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board

of Directors. One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member. The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director is appointed by the Board.

## 7 Compensation Structure:

### 7.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors and Audit Committee of Board of Directors will be as per industrial norms and mutually agreed from time to time. Beside the sitting fees they are also entitled to reimbursement of expenses. The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified or implemented from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

### 7.2 Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/ WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors in due compliance of the provisions of Companies Act, 2013. The

remuneration for the KMP and the SMP at the time of the appointment has to be approved by the Board but any subsequent increments shall be approved by the Managing Director of the Company as per the HR policy of the Company and ratified by the Board. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

## 8 Role of Independent Directors:

- 8.1 The Committee shall, in consultation with the Independent Directors of the Company, prepare and submit this policy to the Board for its approval
- 8.2 The Independent Directors shall have power and authority to determine appropriate levels of remuneration of executive directors and Employees and have a prime role in appointing and where necessary recommend removal of executive directors and Employees.
- 8.3 The Independent Directors shall submit its recommendations/ proposals/ decisions to the Committee which the Committee shall consult and take to the Board of Directors.

## 9 Approval and publication:

- 9.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.
- 9.2 This policy shall be hosted on the Company's website.
- 9.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013.

## 10 Supplementary provisions:

- 10.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.
- 10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 10.3 The right to interpret this Policy vests in the Board of Directors of the Company.

**Annexure-B**

# BUSINESS RESPONSIBILITY REPORT

The Company believes that contributing back to the society is not only a RESPONSIBILITY but a COMMITMENT. The little value addition to the betterment of society is a part of the Company's mission, in line with its commitment to human health. Pursuant to regulation 34(2) (f) of SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015, the Company has prepared Business Responsibility Report as under:

**Section A: General Information about the Company:**

1. Corporate Identity Number (CIN) of the Company	L99999MH1993PLC072892
2. Name of the Company	Bajaj Healthcare Limited
3. Registered address	602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No.23, Wagle Ind. Estate Thane West Thane MH 400604.
4. Website	www.bajajhealth.com
5. E-mail id	investors@bajajhealth.com
6. Financial Year reported	2020-21
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Industrial Activity Code - 220 Manufacturing of Pharmaceuticals
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	Ascorbic Acid, CH Base and Its Derivatives, Citicoline Sodium
9. Total number of locations where business activity is undertaken by the Company	
(a) Number of International Locations (Provide details of major 5):	NIL
(b) Number of National Locations	In Maharashtra- 2 Locations & In Gujarat-3 Location
10. Markets served by the Company Local/State/National/ International	In addition to serving the Indian Market, the Company export to around 62 countries worldwide

**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1. Paid up Capital	₹1,379.92 lakhs
2. Total Turnover	₹66,389.64 lakhs
3. Total profit after taxes	₹8,310.89 lakhs
4. Total spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax	2.74%
5. List of activities in which expenditure in 4 above has been Incurred	(a) Promoting education including special education and environment. (b) Eradicating poverty and malnutrition. (c) Promoting healthcare including preventiveHealthcare

**SECTION C: OTHER DETAILS**

1. Does the Company have any Subsidiary Company/ Companies?	NO
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	NO
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company?	NO

**SECTION D: BR INFORMATION**
**1. Details of Director/Directors responsible for BR:**
**(a) Details of the Director/Director responsible for implementation of the BR policy/policies:**

1. DIN Number	00225950
2. Name	Mr. Sajankumar R. Bajaj
3. Designation	Chairman & Managing Director

**(b) Details of the BR head:**

SR. NO.	PARTICULARS	DETAILS
1.	DIN Number	00225950
2.	Name	Mr. Sajankumar R. Bajaj
3.	Designation	Chairman & Managing Director
4.	Telephone No.	022-6617 7400
5.	E-mail ID	bajajhealth@bajajhealth.com

**2. Principle-wise (as per NVGs) BR Policy/policies:**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	All the policies have been formulated in consultation with the Management of the Company and is approved by the Board								
3	Does the policy conform to any national / international standards?	The policies are broadly based on the National Voluntary Guidelines on Social, Environment and economical responsibility of business issued by the Ministry of Corporate Affairs, Government of India								
4	Has the policy being approved by the Board?	All the policies have been approved by the Board and have been signed by the Managing Director								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Board has appointed Mr. Rupesh Nikam, Whole-time Director – Bajaj Healthcare Limited, to oversee the policy implementation.								
6	Indicate the link for the policy to be viewed online?	Copies will be made available on receipt of written request from shareholders.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been formally communicated to internal stakeholders. The external stakeholders will be communicated in due course.								
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	It will be done in due course.								

**3. Governance related to BR****(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company.**

-Annually

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company does not publish BR/Sustainability Report. However, details are provided in the Management Discussion and Analysis Report forming part of Annual Report every year.

Our vision and values form the base of our policies and practices. Each role at every level of the employees, from the top to the bottom, is transparently defined and held accountable for its responsibilities. While we strive to add value to every stakeholder, including the planet and the people, there is no compromise on ethics and integrity.

The key principles of our corporate governance philosophy are:

- High levels of transparency
- Accountability
- Consistent value systems
- Delegation of responsibility across all facets of operations

The key enablers to ensure the consistent implementation of these principles are:

**Leadership**

The leadership at Sun Pharma including the board, apply their wealth of international exposure and global best practices, to make policies that drive responsible growth consistent with our values of integrity, humility, quality and accountability.

**SECTION E: PRINCIPLE-WISE PERFORMANCE****Principal 1: Ethics, Transparency and Accountability****1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?**

A successful business is built on the foundation of good principles. At Bajaj Healthcare, we have institutionalised a robust governance structure.

### Board Committees

Dedicated board committees are in place to define and execute processes and policies that govern the core areas. The top management forms the part of these committees, which are:

- Audit Committee
- Nomination & Remuneration Committee.
- Stakeholders Relationship Committee

### 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?

The Company did not receive any complaint from stakeholders.

### PRINCIPAL 2:

#### 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

We produce a comprehensive, diverse and highly complementary portfolio of generic and specialty medicines, targeting a wide spectrum of chronic and acute treatments. Our product portfolio includes generics, branded formulations, Active Pharmaceutical Ingredients (APIs) and intermediates, which are manufactured at various manufacturing sites and whereby ascertaining minimum consumption of energy, water and raw material, etc. on per unit of product made.

The Company has used fibre drums for packaging of finished goods. Fibre drums are lightweight and sturdy and it is also good for the planet since they are made out of materials that are renewable and can be recycled.

The waste generated in the Company's operations is either recycled or disposed of safely and scientifically as per applicable Rules / Laws. Every manufacturing facility has its own Effluent Treatment Plant, which ensures discharge of waste meets the norms prescribed by respective pollution control boards/government agencies.

Important raw materials and solvents are recovered and recycled. It is a part of operational management. Full-fledged Solvent Recovery Plant at our API manufacturing sites recovers solvents generated during the process of manufacturing and reuses solvents in the manufacturing process.

#### 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The Company manufactures as well as distributes a varied range of generics and branded Formulations and active pharmaceutical ingredients at its state of

art manufacturing facilities. Since consumption per unit depends on the product mix, there are no specific standards to ascertain reduction achieved at product level.

- (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company's products do not have any broad-based impact on energy and water consumption by consumers.

#### 3. Does the company have procedures in place for sustainable sourcing (including transportation)?

- (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes, the company has standard operating procedures in place for approving vendor and to evaluate sustainability of suppliers which are reviewed periodically. Material are procured from approved vendors both local as also international. The company quality assurance team conducts periodic audits of vendors, especially those who supply key materials.

The raw material and packaging purchased is tightly specified due to critical nature of our products and no compromise is permissible on specifications.

The Company has long standing business relations with regular vendors and enters annual freight contracts with leading transporters for movements of materials.

#### 4. Has the company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

- (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, the company procures goods and avails services from local and small vendors, particularly those located around its manufacturing locations. As a result of procurements of goods from local vendors, the company saves on transportation as also inventory carrying cost.

The Company sources packing materials and has awarded contracts like security, canteen, employee transport, housekeeping and other repairs and maintenance through local sources.

As the Company deals in hazardous and non-hazardous substances, the purchases are mostly from organized sector. However, it does buy some engineering items from small producers and help them improve their product quality by improving their engineering skills.

The Company also hire contractors from the areas neighbouring its plant and improve their capability by imparting training in various fields like safety, hazard handling, compliances etc.

5. **Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

A mechanism for recycling and reuse of products is in place in the Company and it actively and continually promotes the concept of recovery, reuse and recycling.

About 65% of the waste water generated in plants, is recovered, recycled and reused thereby reducing usage of fresh water. Besides, steam condensate is recovered and reused which has resulted in reduction in use of fresh water. Treated waste water is also used for gardening inside the Company premises in place of fresh water.

### PRINCIPAL 3: Businesses should promote the wellbeing of all employees

- Please indicate the Total number of employees.**  
Total number of employees on pay roll of Company are 905 and on temporary/contractual/casual basis are 597.
- Please indicate the Total number of employees hired on temporary/contractual/casual basis.**  
Total number of employees on temporary/contractual/casual basis 597.
- Please indicate the Number of permanent women employees.**  
Total number of women employees are 80.
- Please indicate the Number of permanent employees with disabilities: NIL**
- Do you have an employee association that is recognized by management? NO**
- What percentage of your permanent employees is members of this recognized employee association? NIL**
- Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

No.	Category	No of complaints filed during the year	No of complaints pending as on end of the financial year
1	Child labour/ forced labour/involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

- Permanent Employees – 100%
- Permanent Women Employees – 100%
- Casual/Temporary/Contractual Employees- 100%
- Employees with Disabilities – N.A.

### Principle 4

1. **Has the company mapped its internal and external stakeholders? Yes/No**

Yes, the Company has mapped its stakeholders.

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.**

The Company has identified the disadvantaged, vulnerable and marginalized stakeholders

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders.**

The Company has distributed Mask, Sanitizer and food for poor during Covid-19 pandemic at Tarapur, Maharashtra for around 1200 person on daily basis. And Company has also donated isolation ward at Rajasthan during Covid-19 Pandemic.

### Principle 5

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

In line with the Company's commitment to respect and protect human rights, the Company neither hires child labour, forced labour or involuntary labour nor discriminates between its employees. The Company's code of conduct and the human resource practices cover most of these aspects.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

The Company did not receive any complaint during the financial year in respect of violation of human rights.

### Principle 6

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

The policy covers the Company and all contractors working within the Company premises.

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

The Company always focusses and gives importance to conservation and optimum utilization of natural resources.



The Environment, Health, Safety and Sustainability policy of the Company, emphasizes on operating in environmentally responsible and sustainable manner by initiating energy-efficient measures in order to reduce/ eliminate waste. Water is a precious resource and the Company has in place a mechanism to recover and recycle waste-water in order to reduce consumption of fresh-water.

The Company is aware of the emerging situation and investing in measures that mitigate this situation. Be it conservation measures or reducing its dependence on limited resources, it is not only reducing the burden on the environment, but also on its operational costs. The Company is in process of framing The Environment, Health, Safety and Sustainability policy.

**3. Does the company identify and assess potential environmental risks? Y/N**

Yes, internal and external mechanisms are in place, whereby all new facilities and products are risk assessed including environmental impact assessment and development of environmental management plans. The said environmental management plans are reviewed during internal meetings.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

The company does not have any project related to Clean Development Mechanism.

**5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Some of the energy-efficient and clean technology initiatives taken up by the Company at different locations were as under: -

- Commissioned low pressure steam turbine. This works on back pressure of steam boiler & generates electrical power of 100 KW/HR.
- Installed Solar Panels of capacity of 700 KW in vacant land of factory premises.
- To prevent heat loss replaced old insulation of reactors and cold well of brine storage tank.
- Installed softener plant capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant. This prevents scaling & ensure better heat transfer & saves energy.
- Installed DM plant to improve boiler feed water quality and run efficient. This saves scaling in tubes & enhances life of boiler tubes.
- Replaced the condenser of Brine Plant 2 by higher capacity to run machine efficient.
- Replaced steam trap by float type. This controls live steam

wastage & helps improving steam savings

- Reduction in pumping power by utilization of chilled water system return pressure and elimination of hot-well cold well tanks.
- Installation of auto tube cleaning system in chiller line for reducing the salt scaling formation and maintaining heating efficiency continuously with constant value.
- Replacement of pumps and motor with high efficiency pumps & motors.
- Replacement of ordinary/CFL light fittings by LED light fittings.
- Installation of variable frequency drives.
- Provision of booster pump to avoid higher head of utility pump.
- Reduction in generation and distribution losses after converting into centralized operation of chilled water and sub-zero brine to save power.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, Emissions/Waste generated by the company are within the permissible limits.

**7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

There are no unresolved show cause / legal notice pending from CPCB/SPCB.

**Principle 7:**

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The Company is a member of various trade bodies, task forces and forums, chambers and associations inte-alia:-

- (a) Federation of Indian Chambers of Commerce and Industry (FICCI);
- (b) Confederation of Indian Industry (CII);
- (c) The Associated Chambers of Commerce and Industry (ASSOCHAM);
- (d) Indian Pharmaceutical Alliance (IPA);
- (e) Indian Drugs Manufacturers Association (IDMA);
- (f) Bulk Drugs Manufacturers Association (BDMA);
- (g) Pharmaceutical Export Promotion Council of India (PHARMEXCIL);
- (h) Bombay Chamber of Commerce and Industry; and
- (i) Federation of Indian Export Organisation (FIEO).

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good?**

The Company has advocated at various forums about measures to be taken to address basic issues pertaining to improvement of public health and promote balanced as well as sustainable economic development. The Company supports the government in its efforts to harness the country's innovation capabilities and suggest measures to offer facilities and incentives viz. encourage investments in R&D.

**Principle 8**

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company has adopted CSR Policy for specified project in:

- (a) Promoting education including special education and environment.
- (b) Eradicating poverty and malnutrition.
- (c) Promoting healthcare including preventive Healthcare

**2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

Exhaustive and appropriate systems are in place to effectively execute CSR programmes. The Company has also tie-up with some trust to carry CSR activities like Promoting girls education for backward class. Programmes are undertaken through in-house team, own foundation and any other foundation/trust.

**3. Have you done any impact assessment of your initiative?**

Company regularly conduct impact assessment by internal sources of programmes undertaken under Corporate Social Responsibility Policy.

**4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

During FY 2020-21, an amount of ₹227.88 lakhs was spent on COVID-19 relief activities and various CSR Activity for Promoting education including special education and environment, Eradicating poverty and malnutrition and Promoting healthcare including preventive Healthcare.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Most of the CSR initiatives undertaken by the Company are not imposed from the top but are designed with people's participation right from the village level. Consequently, only those activities are taken up which are beneficial to the community.

**Principle 9**

**1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

There are no customer complaints / Consumer cases are pending.

**2. Does the company display product information on the product label, over and above what is mandated as per local laws?**

Yes, the Company display product information on the product label, over and above what is mandated as per local laws.

**3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.**

There are no cases filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.

**4. Did your company carry out any consumer survey/consumer satisfaction trends?**

The Company regularly carries out consumer surveys through feedback forms.

# REPORT ON CORPORATE GOVERNANCE

## 1. COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Companies Act, 2013 ('the Act') and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') have strengthened the framework of Corporate Governance for India Inc.

The Company's Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. The Company is committed to achieve highest standards of corporate governance. The Company has a well-defined structure for ensuring that business conduct is fair and ethical and has put in place mechanism for reporting illegal and unethical behavior.

## 2. BOARD OF DIRECTORS:

### 2.1 Composition and categories of Directors:

The Company has broad based Board constituted in compliance with the Act and Listing Regulations and in accordance with highest standards of Corporate Governance in its management, which ensures judicious mix of Directors that includes the Executive, Non-Executive and Independent Directors.

Details of the Composition of the Board of Directors as on 31st March, 2021 is stated below:

Sr. No	Name of Directors	Designation
1	Mr. Sajankumar R. Bajaj	Chairman & Managing Director
2	Ms. Namrata S. Bajaj	Whole Time Director
3	Mr. Anil C. Jain	Jt. Managing Director
4	Mr. Dhananjay S. Hatle	Whole Time Director
5	Mr. Rupesh H. Nikam	Whole Time Director
6	Mr. Pakshal A. Jain <sup>(1)</sup>	Whole Time Director
7	Mr. Hemant R. Karnik	Non-Executive Independent Director
8	Mr. Ram B. Banarse	Non-Executive Independent Director
9	Mr. Avinash K. Dalal	Non-Executive Independent Director
10	Mr. Loukik D. Tipnis	Non-Executive Independent Director
11	Mr. Luke B. Fernandez <sup>(2)</sup>	Non-Executive Independent Director
12	Mrs. Kejal N. Shah <sup>(3)</sup>	Non-Executive Independent Director

<sup>(1)</sup> Mr. Pakshal Jain has been appointed as director w.e.f. June 30, 2020.

<sup>(2)</sup> Mr. Luke Fernandez has been appointed as director w.e.f. June 30, 2020.

<sup>(3)</sup> Mrs. Kejal Shah has been appointed as director w.e.f. June 30, 2020.

### Independent Director(s)

Mr. Vidyut Shah has resigned from the Directorship of the Company w.e.f. June 12, 2020 due to his other professional commitments and has confirmed that there was no material reason other than mentioned above for his resignation.

The Board of Directors confirms that, in the opinion of the Board, newly appointed Independent Director as well as existing Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management.

### 2.2 Board Meetings, Attendance and other details:

During the financial year under review, 5 (Five) Board Meetings were held on 30th June, 2020; 14th September, 2020; 29th October, 2020; 19th November, 2020 and 29th January, 2021. The maximum time gap between any two consecutive Board Meetings was in conformity with the maximum gap allowed as per the Act and the Listing Regulations read with Circulars issued by Ministry of Corporate Affairs (MCA) and SEBI from time to time..

In compliance with Section 165(1) of the Act, and Regulation 25(1) of Listing Regulations, none of the Director of the Company is a Director on the Board of more than 20 Companies (including Public Limited Companies) or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director is a member of more than 10 Committees or act as Chairman of more than 5 Committees across all Companies in which they are Directors.

The details on the attendance at the Board meetings held during the Financial Year under review and at the last Annual General Meeting, number of directorship, Memberships/Chairmanships of the Committees of public companies and their shareholding in the Company are as follows: -

Name of Directors	DIN	No. of Board Meetings attended /held in F.Y.2020-2021	Attendance at the last A.G.M.	No. of Directorship in Listed Entity	Committee position**		No. of Equity Shares
					Chairman	Member	
Mr. Sajankumar R. Bajaj	00225950	5/5	Y	1	Nil	Nil	48,14,000
Ms. Namrata S. Bajaj	05327071	5/5	Y	1	Nil	Nil	8,08,000
Mr. Anil C. Jain	00226137	5/5	Y	1	Nil	1	7,18,000
Mr. Dhananjay S. Hatle	00226390	5/5	Y	1	Nil	Nil	12,000
Mr. Rupesh H. Nikam	07007815	5/5	Y	1	Nil	1	Nil
Mr. Pakshal A. Jain <sup>(1)</sup>	08776385	4/4	Y	1	Nil	Nil	Nil
Mr. Hemant R. Karnik	07377151	5/5	Y	1	1	1	Nil
Mr. Ram B. Banarse	07405486	5/5	Y	1	Nil	1	Nil
Mr. Avinash K. Dalal	03574325	5/5	Y	1	Nil	Nil	Nil
Mr. Loukik D. Tipnis	08188583	5/5	Y	2	1	1	Nil
Mr. Luke B. Fernandez <sup>(2)</sup>	01110174	4/4	Y	1	1	Nil	Nil
Mrs. Kejal N. Shah <sup>(3)</sup>	08608399	4/4	Y	2	Nil	Nil	Nil

<sup>(1)</sup> Mr. Pakshal Jain has been appointed as director w.e.f. June 30, 2020.

<sup>(2)</sup> Mr. Luke Fernandez has been appointed as director w.e.f. June 30, 2020.

<sup>(3)</sup> Mrs. Kejal N Shah has been appointed as director w.e.f. June 30, 2020.

#### Notes:

- Excludes directorships in, Private Limited Companies, Foreign Companies and Section 8 Companies.
- In accordance with Regulation 26(1)(b) of SEBI (Listing Regulation), Membership/ Chairpersonship of only the Audit Committee and Stakeholders Relationship Committee in all Indian Public Limited Companies have been considered.
- Mr. Sajankumar Bajaj and Ms. Namrata Bajaj are related to each other. Mr. Anil Jain & Mr. Pakshal Jain are related to each other. No other directors are related inter-se.
- The Company has not issued any convertible instruments.

#### 2.3 Names of the Indian listed entities where the Directors of the Company hold Directorship and the category of directorship as on March 31, 2021:

Name of Director(s)	Other Indian Listed entities in which they hold Directorship	Category of Directorship
Mr. Loukik D. Tipnis	Sky Gold Limited	Non-Executive Independent Director
Mrs. Kejal Shah	Sky Gold Limited	Non-Executive Independent Director

#### 2.4. Meeting of Independent Directors and performance evaluation of Non-Independent Board

As stipulated by the Code of Independent Directors pursuant to Companies Act, 2013 and the SEBI (Listing Regulations), a separate meeting of the Independent Directors of the Company was held on 29th January, 2021 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

#### 2.4. Director's Familiarization programme:

The Company undertakes and makes necessary provisions for an appropriate induction programme for new Directors and ongoing training for existing Directors. The details of familiarization programme of the independent Directors are available on the website of the Company: [www.bajajhealth.com](http://www.bajajhealth.com). The new directors are introduced to the Company's culture, through appropriate training programmes. Such kind of training programmes helps to develop relationship of the Directors with the Company and familiarise them with the Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:-

- build an understanding of the Company processes and;
- fully equip the Directors to perform their role on the Board effectively;

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

**2.5 The following is the list of core skills/expertise/competencies identified by the Board of Directors, based on recommendations of the Nomination & Remuneration Committee, as required in the context of the Company's aforesaid business(es) for it to function effectively along with the names of Directors who have such skills/ expertise/ competence:**

Sr. No.	Name of Director(s)	Sales & Marketing: Experience in sales and marketing management based on understanding of the consumer & consumer goods industry	International Business experience: Experience in leading businesses in different geographies/ markets around the world	General management/ Governance: Strategic thinking, decision making and protect interest of all stakeholders	Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc	Technical, professional skills and knowledge including legal and regulatory aspects
1.	Mr. Sajankumar Bajaj	Y	Y	Y	Y	Y
2.	Mr. Anil Jain	Y	Y	Y	Y	Y
3	Mr. Dhananjay Hatle	Y	Y	Y	Y	Y
4	Ms. Namrata Bajaj	Y	Y	Y	Y	Y
5	Mr. Rupesh Nikam	Y	Y	Y	Y	Y
6	Mr. Pakshal Jain(1)	Y	N	N	N	N
7	Mr. Hemant Karnik	N	Y	Y	Y	Y
8	Mr. Ram Banarse	Y	Y	Y	Y	Y
9	Mr. Avinash Dalal	Y	Y	Y	Y	Y
10	Mr. Vidyut Shah#	Y	Y	Y	Y	Y
11	Mr. Loukik Tipnis	N	N	Y	Y	Y
12	Mr. Luke Fernandez (2)	Y	N	Y	Y	Y
13	Mrs. Kejal Shah (3)	N	N	N	N	Y

(1) Mr. Pakshal Jain has been appointed as director w.e.f. June 30, 2020.

(2) Mr. Luke Fernandez has been appointed as director w.e.f. June 30, 2020.

(3) Mrs. Kejal N Shah has been appointed as director w.e.f. June 30, 2020.

### 3. COMMITTEES OF THE BOARD:

The Committees of the Board are constituted as per the Act and Listing Regulations

#### 3.1 Audit Committee:

The Audit Committee of the Company is constituted in line with provisions of Regulation 18 of Listing Regulations read with Section 177 of the Act and rules framed thereunder. All the members possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The previous AGM of the Company was held on 30th October, 2020 and was attended by the Chairman of the Audit Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

##### 3.1.1 Brief Terms of Reference

The terms of reference of Audit Committee broadly includes-

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board.
- Review of compliance with provision of SEBI Insider Trading Regulations, 2015.

- e) Review Compliance with Stock Exchange and legal requirements concerning financial statements.
- f) Approval of related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- g) Reviewing with the management, External and Internal auditors the adequacy of Internal Control System.
- h) Reviewing the findings of any internal investigations in the matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- i) Discussion with external auditors before the audit commences nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- j) Reviewing the Company's financial and risk management policies.
- k) To look into the reasons for substantial defaults in the payment to the depositors, debentures holders, shareholders (in case of no nonpayment of declared dividends) and creditors.
- l) To approve the appointment of the Internal auditor after assessing the qualifications, experience, background, etc. of the candidate.
- m) Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation, 2015 (including any amendment(s) or modification(s) from time to time) at least once in a financial year and verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively.

### 3.1.2 Composition and Attendance at the Meeting

The Audit Committee met 4 (Four) times during the year on 30th June, 2020; 14th September, 2020; 29th October, 2020; and 29th January, 2021.

The details on composition, names of the Members, Chairperson, category of Directors and no. of the meetings attended by the members during the FY 20-21 are as follows: -

Sr. No.	Names of Members as on 31st March, 2021	Category of Directors	Designation in the Committee	No. of Meeting Attended
1	Mr. Luke Fernandez	Independent Director	Chairman	4/4
2	Mr. Hemant Karnik	Independent Director	Member	4/4
3	Mr. Rupesh Nikam	Executive Director	Member	4/4

### 3.2 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in time with the provisions of Regulation 19 of Listing Regulations read with Section 178 of the Act. The previous AGM of the Company was held on 30th October, 2020 and was attended by the Chairman of the Nomination and Remuneration Committee, Mr. Ram Banarse. The Company Secretary of the Company acts as the Secretary to the Committee.

#### 3.2.1 Brief Terms of reference

The terms of reference of Nomination and Remuneration Committee broadly includes:

- A. To help in determining the appropriate size, diversity and composition of the Board;
- B. To recommend to the Board appointment/reappointment and removal of Directors;
- C. To frame criteria for determining qualifications, positive attributes and independence of Directors;
- D. To create an evaluation framework for Independent Directors and the Board;
- E. To delegate its powers to any member of the Committee or the Compliance Officer.
- F. Reviewing and recommending to the Board, the remuneration, payable to Directors of the Company

### 3.2.3 Composition and Attendance at the Meeting

The Nomination and remuneration Committee met once during the year on 30th June, 2020.

The details on the composition, names of the members, chairperson, category of Directors and no. of the meeting attended by the members is as follows: -

Sr. No.	Names of Members as on 31st March, 2021	Category of Directors	Designation in the Committee	No. of Meeting Attended
1	Mr. Ram Banarase	Independent Director	Chairman	1/1
2	Mr. Hemant Karnik	Independent Director	Member	1/1
3	Mr. Loukik Tipnis#	Independent Director	Member	0/0

# Mr. Vidyut Shah resigned as the Member of the Committee w.e.f. June 12, 2020 and Mr. Loukik Tipnis has been appointed as the Member of the Committee w.e.f. June 30, 2020.

### 3.2.4 Remuneration Policy

The Remuneration Policy formulated in accordance with the Companies Act, 2013 and SEBI Listing Regulations and as recommended by Nomination and Remuneration Committee has been accepted by the Board of Directors and the same has been annexed to the report of the Directors and is also available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

### 3.2.5 Performance evaluation criteria for independent directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Committee has laid down the manner in which formal annual evaluation of the performance of the Directors including Independent Directors and its Committees has to be made. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

### 3.2.6 Details of Remuneration paid to the Directors

Details of Remuneration paid to the Directors for the year ended 31st March, 2021 are as follows:

(₹ in lakhs)

Name	Relationship with the other Directors	Remuneration (₹)	Commission (₹)	Sitting Fees (₹)	Total (₹)
Mr. Sajankumar Bajaj	Immediate relative to Ms. Namrata Bajaj	48.00	Nil	Nil	48.00
Mr. Anil Jain	Immediate relative to Mr. Pakshal Jain	48.00	Nil	Nil	48.00
Mr. Dhananjay Hatle	None	19.52	Nil	Nil	19.52
Ms. Namrata Bajaj	Immediate relative to Mr. Sajankumar Bajaj	10.15	Nil	Nil	10.15
Mr. Rupesh Nikam	None	18.18	Nil	Nil	18.18
Mr. Vidyut Shah(6)	None	Nil	Nil	Nil	Nil
Mr. Hemant Karnik	None	Nil	Nil	1.27	1.27
Mr. Ram Banarse	None	Nil	Nil	0.77	0.77
Mr. Avinash Dalal (1)	None	Nil	Nil	0.67	0.67
Mr. Loukik Tipnis (2)	None	Nil	Nil	0.67	0.67
Mr. Pakshal Jain(3)	Immediate relative to Mr. Anil Jain	Nil	Nil	04.73	04.73
Mr. Kejal Majethia (4)	None	Nil	Nil	0.42	0.42
Mr. Luke Fernandez(5)	None	Nil	Nil	0.92	0.92

(1) Mr. Avinash Dalal has been appointed as director w.e.f. April 22, 2019.

(2) Mr. Loukik Tipnis has been appointed as director w.e.f. April 22, 2019.

(3) Mr. Pakshal Jain has been appointed as director w.e.f. June 30, 2020.

(4) Mrs. Kejal Shah has been appointed as director w.e.f. June 30, 2020.

(5) Mr. Luke Fernandez has been appointed as director w.e.f. June 30, 2020.

(6) Mr. Vidyut Shah resigned from the Directorship of the Company w.e.f. June 12, 2020.

**Notes:**

- a. Sitting fees include payment of fees for attending Board/Committee Meetings.
- b. The remuneration payments in the Company are made with an aim of rewarding performance, based on review of achievements. The remuneration levels are in consonance with the existing industry practices.
- c. No provision of performance-linked variable pay for the FY 2020-21 is available to Managing Director, the Executive Director and the Whole-time Director. There are no provisions for notice period, payment of severance fees and bonus during the year under review.
- d. Payments to Non-Executive Directors are decided, based on multiple criteria of seniority/experience, number of years on the Board, Board/Committee meetings attended, Director's position on the Company's Board/Committees, other relevant factors and performance of the Company. There are no pecuniary relationship or transactions between your Company and its Non-Executive/Independent Directors for the financial year under review.
- e. The Company has not granted any stock option to any of its Directors.

**SUCCESSION PLANNING:**

The Company believes that sound succession plans for the Board members and senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee plays a pivotal role in identifying successors to the members of the Senior Management.

During the year under review, the Nomination and Remuneration Committee spent substantial time with the Managing Director on succession planning exercise. The succession plan was closely aligned with the strategy and long term needs of the Company

**3.3 Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulations 20 of Listing Regulations read with Section 178 of the Act. The previous AGM of the Company was held on 30th October, 2020 and was attended by the Chairman of the Stakeholders' Relationship Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

**3.3.1 Brief Terms of reference**

The terms of reference of Stakeholders' Relationship Committee broadly includes:

- I. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- II. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- III. Reference to statutory and regulatory authorities regarding investor grievances;
- IV. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances

The Company's Registrar & Share Transfer Agents, M/s Link Intime India Private Limited are fully equipped to carry out the transfers of shares and redress Investor complaints received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

**3.3.2 Composition of the Committee**

During the year under review, the Committee met on 29th January, 2021. The composition, names of the members, chairperson, category of Directors, and no. of the meetings attended by the members during the FY 20-21 are as follows:

Sr. No.	Names of Members as on 31st March, 2021	Category of Directors	Designation in the Committee	No. of Meeting Attended
1.	Mr. Hemant. R. Karnik	Non-Executive, Independent	Chairman	1/1
2.	Mr. Anil C. Jain	Executive, Non-Independent	Member	1/1
3.	Mr. Ram B. Banarase	Non-Executive, Independent	Member	1/1



### 3.3.3 Details in respect of Compliance Officer:

Mr. Aakashkumar Kesari, Company Secretary, acts as the Compliance Officer of the Company.

### 3.3.4 Details of Investors Complaints received during F.Y. 2020-21 are as follows:

Sr. No.	Nature of Complaints	Whether Received	No. of Complaints Redressed	Pending Complaints
1.	Non-Receipt of Shares lodged for transfer/transmission	Nil	Nil	Nil
2.	Non- Receipt of Dividend	Nil	Nil	Nil
3.	Non- Receipt of Annual Report	Nil	Nil	Nil

### 3.4 Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Sajankumar R Bajaj, as Chairman and Mr. Ram Banarse and Mr. Rupesh Nikam as Members of the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 135 of the Companies Act, 2013 and are mentioned in "Annexure V "Annual Report on CSR Activities" of the Directors' Report forming part of this Annual Report.

## 4) GENERAL BODY MEETINGS:

### 4.1 Annual General Meeting

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years along with the location and time of the AGMs are as follows:

The details of Annual General Meetings held during the last three years and special resolutions passed thereat are as follows:

AGM	FINANCIAL YEAR	DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
25th AGM	March 31, 2018	Friday, 28th September, 2018 at 04.00 pm	602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1 Road No.23, Wagle Industrial Estate, Thane (West), Thane 400 604	No
26th AGM	March 31, 2019	Monday, 30th September, 2019 at 04.00 pm	602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1 Road No.23, Wagle Industrial Estate, Thane (West), Thane 400 604	<ul style="list-style-type: none"> <li>Regularize Shri Avinash Dalal (DIN: 03574325) as an Independent Director.</li> <li>Regularize Shri Loukik Tipnis (DIN: 08188583) as an Independent Director.</li> </ul>
27th AGM	March 31, 2020	Friday, 30th October, 2020 at 01.00 pm	Through Video Conferencing	<ul style="list-style-type: none"> <li>Regularize of Mr. Luke Fernandez (DIN: 08188583) as an Independent Director of the Company.</li> <li>Regularize of Mrs. Kejal Shah (DIN: 08608399) as an Independent Director of the Company.</li> <li>Regularize of Mr. Pakshal Jain (DIN: 08776385) as Whole Time Director of the Company.</li> <li>Re-appointment of Mr. Hemant Karnik (DIN: 07377151) as an Independent Director of the Company.</li> <li>Re-appointment of Mr. Ram Banarse (DIN: 07405486) as an Independent Director of the Company.</li> <li>Continue directorship of Mr. Avinash Dalal (DIN 03574325) as an Independent Director of the Company after age of 75 years.</li> <li>Increase in borrowing power under section 180 (1) (c) of the Companies Act, 2013.</li> <li>Authorization for creation of charge under Section 180 (1) (a) of the Companies Act, 2013.</li> <li>Re-appointment of Mr. Sajankumar Bajaj (DIN 00225950) as Chairman &amp; Managing Director.</li> <li>Re-appointment of Mr. Anil Jain (DIN 00226137) as Managing Director.</li> </ul>

AGM	FINANCIAL YEAR	DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
27th AGM	March 31, 2020	Friday, 30th October, 2020 at 01.00 pm	Through Video Conferencing	<ul style="list-style-type: none"> <li>Re-appointment of Mr. Dhananjay Hatle (DIN.00226390) as Whole BAJAJ Time Director.</li> <li>Re-appointment of Ms. Namrata Bajaj (DIN 05327071) as Whole Time Director.</li> <li>Re-appointment of Mr. Rupesh Nikam (DIN 07007815) as Whole Time Director.</li> </ul>

#### 4.2 Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial years 2018-19, 2019-20 and 2020-21.

#### 4.3 Postal Ballot

During the year, no resolutions have been passed through postal ballot.

#### 4.4. Whether any special resolution is proposed to be conducted through postal ballot:

Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

### 5) MEANS OF COMMUNICATION:

The Annual, half yearly and Quarterly results were submitted to the Stock Exchange and published in Newspapers in accordance with the Listing Regulations.

These results are simultaneously displayed on the website of the Company and uploaded on the website of BSE Ltd. "The company normally published its result in Business Standard and Mumbai Lakshadeep Newspaper"

The Company also issues press releases from time to time. Press releases and presentations made to the institutional investors/ analysts after the declaration of the results are submitted to BSE Ltd. as well as uploaded on the Company's website.

### 6) GENERAL SHAREHOLDER INFORMATION

#### 6.1

Sr. No.	Salient items of interest Company Registration Details	Particulars								
i.	AGM Date, time and venue	Thursday, September 30, 2021, 1:00 PM Through Video Conferencing								
ii.	Financial year	The Financial Year of the Company is from April 1, 2020 to March 31, 2021.								
	Tentative Schedule for declaration of results during the financial year 2020-2021	<table border="1"> <tbody> <tr> <td>First quarter:</td> <td>June 30, 2021- on or before September 15, 2021</td> </tr> <tr> <td>Second quarter/Half Yearly</td> <td>September 30, 2021 - on or before November 14, 2021</td> </tr> <tr> <td>Third quarter/Nine months</td> <td>December 31, 2021 - on or before February 14, 2021</td> </tr> <tr> <td>Fourth quarter/Annual</td> <td>on or before May 30, 2022</td> </tr> </tbody> </table>	First quarter:	June 30, 2021- on or before September 15, 2021	Second quarter/Half Yearly	September 30, 2021 - on or before November 14, 2021	Third quarter/Nine months	December 31, 2021 - on or before February 14, 2021	Fourth quarter/Annual	on or before May 30, 2022
First quarter:	June 30, 2021- on or before September 15, 2021									
Second quarter/Half Yearly	September 30, 2021 - on or before November 14, 2021									
Third quarter/Nine months	December 31, 2021 - on or before February 14, 2021									
Fourth quarter/Annual	on or before May 30, 2022									
iii.	Date of Book closure	N.A.								
iv.	Dividend Payment Date	Within 30 days from the date of 28th AGM								
vii.	Registrar & Share Transfer Agent	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083. Tel: +91 – 22 –4918 6270; Fax: +91 – 22 – 4918 6060 Email: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in Contact Person: Mr. K. C. Ajitkumar SEBI Registration No.: INR000004058								
viii.	Share Transfer System	In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved								
ix.	Dematerialization of shares and liquidity	The Company's shares are currently traded only in dematerialized form over BSE Limited. To facilitate trading in dematerialized form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on March 31, 2020, 93.70% (1,29,29,200 Equity Shares) of the Company's equity shares were held in dematerialized form and as on 30th June, 2021 100.00% (1,37,99,200 Equity Shares) of the Company's equity shares were held in dematerialized form. The equity shares held by the promoter & promoter group in the Company have been fully dematerialized.								
x.	Address for correspondence	602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39A/1, Road No.23, Wagale Industrial Estate, Thane – 400 604; Tel No.: +91 – 22 – 6617 7400.								

## 6.2 Unclaimed Dividend

During the financial year under review, the Company was not required to credit any amount to Investor Education and Protection Fund towards Unclaimed Dividend.

Pursuant to the provisions of Section 124 of the Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Shareholders of the Company who have not received or encashed their dividend for the financial years, as mentioned below, are requested to claim the unpaid / unclaimed dividend from the Company before its transfer to the abovementioned Fund.

Sr. No	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount (In ₹)	Due Date for transfer to IEPF Account
1	2017-18	29/09/2018	1600	28-09-2025

## 6.3 Listing on Stock Exchanges

Equity Shares

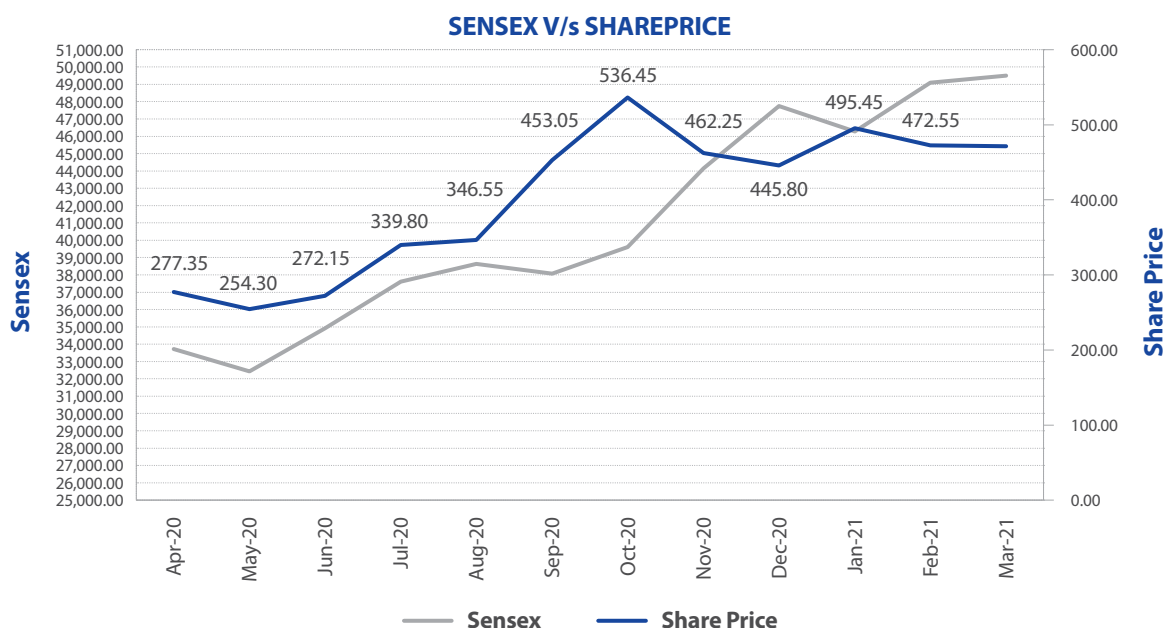
Name of the Stock Exchange	Security code/ Symbol	ISIN	Payment of Annual Listing fees for the FY 20-21 (Y/N)
BSE Limited	539872	INE411U010109	Y

## 6.4 Market Price Data:

High/Low during each month of 2020-21 on BSE limited

Market Price Data Month	Share prices of the Company for the Period April 2020 to March, 2021	
	HIGH	LOW
Apr-2020	331.25	200.00
May-2020	274.00	238.05
Jun-2020	285.00	250.00
Jul-2020	370.00	275.25
Aug-2020	405.00	331.20
Sep-2020	498.35	342.00
Oct-2020	590.00	381.00
Nov-2020	574.90	422.95
Dec-2020	500.00	416.00
Jan-2021	545.00	437.55
Feb-2021	600.00	441.00
Mar-2021	505.50	451.20

## 6.5 Share Price performance in comparison to BSE Sensex



## 6.6 Categories of Shareholding as on 31st March, 2021:

Categories	Number of Shares	%
<b>(A) Shareholding of Promoter and Promoter Group</b>		
Promoters	92,82,000	67.265
<b>Total Shareholding of Promoter &amp; Promoter Group (A)</b>	<b>92,82,000</b>	<b>67.265</b>
<b>(B) Public Shareholding</b>		
<b>(i) Institutions</b>		
Banks / FI	Nil	Nil
Central Govt.	Nil	Nil
<b>Total Public Institutions (B) (i)</b>	<b>Nil</b>	<b>Nil</b>
<b>(ii) Non Institutions</b>		
Individuals	10,68,108	7.740
NRI	3979	0.029
Bodies Corporate	3,44,4520	24.962
Overseas Corporate Bodies	Nil	Nil
Clearing Members	593	0.004
<b>Total Public Non Institution (B) (ii)</b>	<b>45,17,200</b>	<b>32.74</b>
<b>Total Public Shareholding (B)=(B)(i)+(B)(ii)</b>	<b>45,17,200</b>	<b>32.74</b>
<b>Total Shareholding (A) + (B)</b>	<b>1,37,99,200</b>	<b>100</b>

## 6.7 Top Ten equity shareholders of the Company as on March 31, 2021 (other than Promoters)

Sr. No.	Name of Shareholders	No of equity Shares held	Percentage of holding
1	PROGYAN CONSTRUCTION AND ENGINEERS PRIVATE LIMITED	942900	6.8330
2	'MAA SHARDA DISTRIBUTORS PVT LTD	870000	6.31
3	ESCORP ASSET MANAGEMENT LIMITED	472500	3.4241
4	SHRI RAVINDRA MEDIA VENTURES PRIVATE LIMITED	340300	2.4661
5	TIA ENTERPRISES PRIVATE LIMITED	203600	1.4754
6	VINOD HARILAL JHAVERI	110000	0.7971
7	MUKESH MANUBHAI SHAH	70400	0.5102
8	MBM BEARINGS (RAJASTHAN) PRIVATE LIMITED	68000	0.4928
9	BIPIN CHABILDAS SHAH	53200	0.3855
10	RUPESH MANUBHAI SHAH	51200	0.3710

## 6.8 Distribution of Shareholding as on 31st March, 2021:

No. of equity Shares held	Shareholders		Total Shares	
	Number	% of Total	Shares	% of Total
Upto 100	5849	80.832	153207	01.11
101 to 200	517	07.145	84851	00.616
201 to 500	430	05.943	150855	01.093
501-1000	216	02.985	171073	01.24
1001-5000	173	02.391	365456	02.648
5001-10000	16	00.221	127959	00.927
10001-100000	21	00.29	554499	04.018
100001- above	14	00.193	12191300	88.348
<b>Total</b>	<b>7236</b>	<b>100.00</b>	<b>13799200</b>	<b>100.000</b>

## 6.9 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL. No discrepancies were noticed during these audits.

**6.10 Outstanding GDR/ ADR / Warrants or any convertible instruments, conversion date and impact on equity:**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2021, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**6.11 Plant Location**

1. Plot No. N – 216, 217 & 128, MIDC, Tarapur, Boisar - 401 506, District Thane, Maharashtra.
2. Plot No. 588, Savli – Karadhiya Road, Village Gothada, Savli, Vadodara – 391 776, Gujarat.
3. R. S. No. – 1818, Manjusar – Savli Road, At & Post. – Manjusar, Savli, Vadodara – 391 775, Gujarat.
4. Plot No. 1717 & 1718, GIDC, Panoli, Ankleshwar, Bharuch – 394 116, Gujarat.
5. Plot No. N –178, MIDC, Tarapur, Boisar - 401 506, District Thane, Maharashtra.
6. Plot No. E-62 & E 63, MIDC, Tarapur, Boisar - 401 505, District Thane, Maharashtra.
7. Plot No. N-92, Tarapur Industrial Area, MIDC, Palghar-401506.
8. Plot No. T-30, Tarapur Industrial Area, MIDC, Palghar-401506.
9. Plot No. L-9/3, Tarapur Industrial Area, MIDC, Palghar-401506.
10. Plot No. L-11, Tarapur Industrial Area, MIDC, Palghar-401506 (Engineering Unit).

**6.12 Commodity price risk or foreign exchange risk and hedging activities:**

The Company hedges its foreign currency exposure in respect of its imports, borrowings and export receivables as per its laid policies.

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

The Company does not have any debt instruments and CRISIL Limited rated bank facilities of Bajaj Healthcare Limited as under:

Facilities	Rating for the year 2019-20	Rating for the year 2020-21
Loan term Bank Facilities	CRISIL BBB/Stable	CRISIL BBB/Positive
Short term Bank Facilities	CRISIL A3+	CRISIL A3+

**7) DISCLOSURES:**

**7.1 Related Party Transactions:**

All transactions entered into with Related Parties as defined under the Act, and Regulation 23 of the SEBI (Listing Regulations) during the financial year were in the ordinary course of business and on an arm’s length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The details of the transactions with related parties, if any, are placed before the Audit Committee from time to time.

The Board of Directors has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The same is also displayed on the Company’s website [www.bajajhealth.com](http://www.bajajhealth.com).

**7.2 Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matters related to capital markets during the last three years.

**7.3 Vigil Mechanism / Whistle Blower Policy:**

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013, and in terms of Regulation 22 of SEBI (Listing Regulation) read with Regulation 4(2)(d)(iv) of Securities and Exchange Board of India, the Company has in place a vigil mechanism for Directors and Employees and has adopted a Whistle Blower policy, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of company’s policies or rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or likely to be affected and formally reported by whistle blowers.

The Policy provides that all Protected Disclosures can be addressed to the Chairman of the Audit Committee in all the cases and to Whole-time Director / Chairman in exceptional cases. All protected disclosures under this policy will be recorded and thoroughly investigated. If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. The details of the vigil mechanism are also available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

#### **7.4. Status of compliance with mandatory requirements and Non-Mandatory Requirements:**

The Company has complied with all mandatory requirements of Corporate Governance norms as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Regulation), 2015, to the extent applicable to the company. Also the board updates the investors about the business regularly through press release.

#### **7.5 Code for prevention of Insider-Trading Practices:**

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading.

The Company has instituted a comprehensive code of conduct for its directors, management and officers and the other connected persons with the Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, guidelines and procedures to be made while dealing with shares of the Company including the consequences of violations if any. The code clearly specifies, among other matters, that the Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, etc. as per the Policy. Disclosure of shareholding is taken from all the directors and Designated Employees and other connected persons of the Company.

#### **7.6 Compliance with Mandatory and Non-Mandatory Requirements**

The Company has adopted following non-mandatory requirements of Listing Regulations:

##### **Auditors Qualification:**

The Company is in regime of unqualified/unmodified financial statements.

##### **Reporting of Internal Auditor:**

The Internal Auditor reports directly to the Audit Committee periodically to ensure independence of the Internal Audit function.

#### **7.7 Details of utilization of funds**

During the year under review, there were no Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the Listing Regulations

#### **7.8. Disclosures with respect to demat suspense account/ unclaimed suspense account**

During the year under review, the Company was not required to transfer any shares to demat suspense account/unclaimed suspense account.

#### **7.9 Certification by Practicing Company Secretary**

As per the amended Listing Regulations, the Company has obtained a certificate from the Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified, from being appointed or continuing as Directors, by Securities and Exchange Board of India/Ministry or Corporate Affairs or any such authority and the same is annexed to this Report.

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

- |    |  |       |
|----|--|-------|
| a. | number of complaints filed during the financial year         | : Nil |
| b. | number of complaints disposed of during the financial year   | : Nil |
| c. | number of complaints pending as on end of the financial year | : Nil |

#### **7.11 Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with reasons**

During the year under review, the Board has accepted all the recommendation of all the Committees of the Board.

7.12 Total fees for all services paid by the listed entity on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part was ₹5 lakhs (Rupees Five Lakhs Only), for the year under review.

**8) COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

Certificate from the statutory auditors confirming compliance with the conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, is attached and forms part of the Annual Report

**9) REVIEW OF DIRECTORS RESPONSIBILITY STATEMENT**

The Board in its Report has confirmed that annual accounts for the year ended 31st March 2021 have been prepared as per Indian Accounting Standard (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

**10) CEO / CFO Certificate:**

As required under Regulation 17 (8) of SEBI (LODR) Regulations, 2015, the Certificate for the FY 2020-21 signed by Mr. Sajankumar Bajaj, Chairman & Managing Director and Mr. Rupesh Nikam, Chief Financial Officer forms part of the Annual Report.

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. The Company has in respect of the year ended March 31, 2021, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board of Directors  
of **Bajaj Healthcare Limited**

Date: 03rd August, 2021  
Place: Thane

Sd/-  
**Sajankumar Bajaj**  
Chairman and Managing Director  
DIN: 00225950

## INDEPENDENT AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

To the Members of Bajaj Healthcare Limited

We have examined all the relevant records of Bajaj Healthcare Limited, for the purpose of certifying compliance of the conditions of the Corporate Governance under para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For **Chaturvedi & Agrawal**,  
Chartered Accountants  
Firm Registration Number: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M No: 039524

Date: 03rd August, 2021

Place: Mumbai



## Compliance Certificate

(Pursuant to Regulation 17 (8) of SEBI (LODR) Regulations, 2015)

We, Sajankumar Bajaj, Chairman & Managing Director and Rupesh Nikam, chief Financial Officer of Bajaj Healthcare Limited, hereby certify that:

We have reviewed the Audited financial statements and the cash flow statement for the Financial Year ended on 31st March, 2021 and that to the best of my knowledge and belief;

- i. these statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading;
- ii. these statements together present a true and fair view of the company's affairs and are in compliance with the applicable laws and regulations.

There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's Code of Conduct;

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies; and

We have indicated to the auditors and the Audit committee, significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Date: 03rd August, 2021

Place: Thane

Sd/-

**Mr. Rupesh Nikam**

Chief Financial Officer

Sd/-

**Mr. Sajankumar Bajaj**

Chairman & Managing Director

## Certificate of Non-Disqualification of Directors

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

To,  
The Members of  
**BAJAJ HEALTHCARE LIMITED,**  
CIN: L99999MH1993PLC072892  
602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1,  
Rd No.23, Wagle Ind. Estate  
Thane West 400604

I have examined following documents for the purpose of issuing this Certificate-

- i) Declaration of non-disqualification as required under section 164 of the Companies Act, 2013 ("Act"); and
- ii) Disclosure of concern and/or interests as required under section 184 of the Act

(hereinafter referred as "the relevant documents") of **Bajaj Healthcare Limited**, bearing Corporate Identification Number (CIN) - L99999MH1993PLC072892, having its registered office at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No.23, Wagle Ind. Estate Thane West 400604 (hereinafter referred as "**the Company**") to the Board of Directors of the Company ('the Board') for the Financial Year 2020-21 and relevant registers, records, forms and returns maintained by the Company and as made available for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. I have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act and ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification.

Based on the verification and examination of aforesaid documents including Directors Identification Number (DIN) status at the Ministry of Corporate Affairs (MCA) portal [www.mca.gov.in](http://www.mca.gov.in) and the List of disqualified Directors published by the MCA, in my opinion and to the best of my information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, I hereby certify that during the Financial Year ended 31st March 2021, none of the Directors on the Board of the Company, as listed hereunder have been debarred or disqualified from being appointed or continuing to act as Directors of Companies by Securities and Exchange Board of India/ MCA or any such statutory authority:

Sr. No.	Name of the Directors	DIN	Date of appointment*
1	Sajankumar Rameshwarlal Bajaj	00225950	01/04/2002
2	Anil Champalal Jain	00226137	15/01/2004
3	Dhananjay Sabaji Hatle	00226390	01/04/2005
4	Namrata Sajankumar Bajaj	05327071	11/01/2013
5	Rupesh Hanumant Nikam	07007815	01/11/2014
6	Pakshal Anil Jain	08776385	30/06/2020
7	Avinash Krishnalal Dalal	03574325	22/04/2019
8	Hemant Rajaram Karnik	07377151	08/01/2016
9	Ram Baliramji Banarse	07405486	14/01/2016
10	Loukik Deepak Tipnis	08188583	22/04/2019
11	Luke Benedict Fernandez	01110174	30/06/2020
12	Kejal Niken Shah	08608399	30/06/2020

\*the date of appointment is as per the MCA Portal

I further state that such compliance 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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2021.

Place: Mumbai  
Date: 03rd August, 2021

**Haresh Sanghvi**  
Practicing Company Secretary  
FCS No.: 2259/CoP No.: 3675



# FINANCIAL STATEMENTS

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# INDEPENDENT AUDITOR'S REPORT

To the Members of **Bajaj Healthcare Limited**  
Report on the Financial Statements

## Opinion

We have audited the accompanying financial statements of Bajaj Healthcare Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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<sup>st</sup> March 2021, its Profit including Other Comprehensive Income and its Cash flows, and the Statement of Changes in Equity for the year ended on that date.

## Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

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

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

The Company's Board of Directors is responsible for the other information in Annual Report which comprises the information

included in Management Discussion and Analysis, Board's Report including annexures but does not include the financial statements and our auditor's report thereon. The said Reports is expected to be made available to us after the date of this Auditor's Report.

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

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

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and

whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2021 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would have material impact on its financial position.
  - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Chaturvedi & Agrawal**  
Chartered Accountants  
FRN: 101717W

**Rasik Chaturvedi**  
Partner  
M. No: 039524  
UDIN: 21039524AAAABC1760

Date: 9<sup>th</sup> June, 2021  
Place: Thane

**“ANNEXURE A” TO INDEPENDENT AUDITORS’ REPORT REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE.**

1. In respect of its Fixed Assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) According to explanation provided to us the company has carried out physical verification of fixed assets, which in our opinion appears to be reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) According to the information, explanations and records given to us, Immovable properties owned by the Company, are held in the name of the Company as at the balance sheet date.
2. In respect of its Inventories:
  - a) According to the information’s and explanation given to us, Physical verification of inventory has been conducted, at reasonable intervals by the management. Stock in possession of the Company are certified by the Company to be correct.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The Company has maintained proper records of inventories. As per records provided to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records, having regards to the size of the operations of the company.
3. Since, the Company has not granted any Loans to parties covered in in the register maintained under Section 189 of the Companies Act, 2013, the clause (iii) of paragraph 3 of the Order is not applicable to the Company.
4. In respect of Investment made by the Company, the Company has complied with the provisions of section 185 and section 186 of the Act.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
6. The Company has maintained the Accounts and Records pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act. However, we have not carried out a detailed examination of the same.
7. a) According to the records examined by us, the Company has regularly deposited, undisputed statutory dues including Direct Taxes, Indirect Taxes and any other statutory dues with appropriate authorities and there were no outstanding dues as at 31<sup>st</sup> March 2021 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 according to the books and records as produced and examined by us following disputed amount of tax demands have not been deposited with concern authorities as on 31<sup>st</sup> March, 2021.

7. b)

Sr. No	Nature of Liability	Name of Statute	Amount (in ₹)	Period which the amount relates	Forum where the dispute pending
1	Excise Duty	Central Excise Act, 1944	1,89,973/-	2007-08	CESTAT, Mumbai
2	Excise Duty	Central Excise Act, 1944	67,61,197/-	2007-08	CESTAT, Mumbai
3	Central Sales Tax	Central Sales Tax (Gujarat) Rules, 1970 and Central Sales Tax Act, 1956	23,07,325/-	2014-15	Deputy Commissioner of Commercial Tax (Appeals), Baroda
4	Central Sales Tax	Central Sales Tax (Gujarat) Rules, 1970 and Central Sales Tax Act, 1956	9,47,540/-	2016-17	Assistant and Joint Commissioner of Commercial Tax (ADM), Division-5, Vadodara Baroda
5	Central Sales Tax	Central Sales Tax (Gujarat) Rules, 1970 and Central Sales Tax Act, 1956	8,58,835/-	2017-18	Assistant and Joint Commissioner of Commercial Tax (ADM), Division-5, Vadodara Baroda
6	Income Tax	Income Tax Act, 1961	17,82,140/-	2017-18	Commissioner of Income Tax (Appeals)
<b>Total</b>			<b>1,28,47,010/-</b>		

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of outstanding dues to any financial institutions or banks or any government during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The company has not raised money by way of initial public offer or further public offer (including debt instruments). Money raised by term Loan were applied for the purpose for which it was obtained.
10. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
12. In our opinion company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.
13. In our opinion and according to the information and explanations given to us, in respect of transactions with related parties:
  - a) All transactions with related parties are in compliance with sections 177 of the Act.
  - b) Company is in compliance with the section 188 of the Act and details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
14. In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of Shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the company.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Agrawal**  
Chartered Accountants  
FRN: 101717W

**Rasik Chaturvedi**  
Partner

M. No: 039524

UDIN: 21039524AAAABC1760

Date: 9<sup>th</sup> June, 2021

Place: Thane



## **“ANNEXURE B” TO INDEPENDENT AUDITORS’ REPORT REFERRED TO IN PARAGRAPH 2(F) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Control over financial reporting of Bajaj Healthcare Limited (“the company”) as of 31<sup>st</sup> March 2021, in conjunction with our audit of the financial statements of the Company for the year then ended.

#### **Management Responsibility for the Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, considering nature of business, size of operations and organizational structure of the entity, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2021 based on the Internal Control over Financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the ICAI.

For **Chaturvedi & Agrawal**  
Chartered Accountants  
FRN: 101717W

**Rasik Chaturvedi**  
Partner  
M. No: 039524  
UDIN: 21039524AAAABC1760

Date: 9<sup>th</sup> June, 2021  
Place: Thane

# BALANCE SHEET

 AS AT 31<sup>ST</sup> MARCH, 2021

Amount (₹ in Lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 1 <sup>st</sup> April, 2019
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	3	20,812.77	16,224.27	15,601.48
Capital Work in Progress	3	5,704.74	544.60	117.81
<b>Financial Assets</b>				
i) Investments	4	0.31	500.31	0.31
ii) Other Financial Assets	5	212.04	184.10	179.71
		<b>26,729.85</b>	<b>17,453.28</b>	<b>15,899.31</b>
<b>Current Assets</b>				
Inventories	6	9,711.03	3,927.51	3,004.79
<b>Financial Assets</b>				
i) Trade Receivables	7	9,888.28	9,847.77	7,311.84
ii) Cash and Cash Equivalents	8	1,424.11	415.85	786.15
iii) Other Financial Assets	9	66.33	189.44	215.78
Other Current Assets	10	4,743.56	2,461.01	1,057.02
		<b>25,833.31</b>	<b>16,841.59</b>	<b>12,375.58</b>
<b>Total Assets</b>		<b>52,563.16</b>	<b>34,294.86</b>	<b>28,274.89</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	11	1,379.92	1,379.92	689.96
Other Equity	12	24,461.13	16,413.31	14,597.68
		<b>25,841.05</b>	<b>17,793.23</b>	<b>15,287.64</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
i) Borrowings	13	7,971.33	2,357.82	1,739.27
Provisions	14	278.06	208.02	142.42
Deferred tax liability [Net]	15	215.40	174.34	32.85
		<b>8,464.78</b>	<b>2,740.17</b>	<b>1,914.55</b>
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
i) Borrowings	16	8,846.55	5,843.25	5,488.64
ii) Trade Payables	17			
To micro enterprises and small enterprises		-	-	-
To Others		6,895.37	5,748.45	3,927.29
iii) Other Financial Liabilities	18	2,348.33	2,015.97	1,388.81
Other Current Liabilities	19	149.29	101.96	244.30
Provisions	20	17.79	7.82	9.47
Current Tax Liabilities [Net]	21	-	44.00	14.19
		<b>18,257.33</b>	<b>13,761.47</b>	<b>11,072.70</b>
<b>Total Equity and Liabilities</b>		<b>52,563.16</b>	<b>34,294.86</b>	<b>28,274.89</b>

Significant Accounting Policies

1

Notes to the Financial Statements

2 to 48

Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements

As per our report of even date attached

 For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No.: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No.: 039524

Place: Thane

 Date: 09<sup>th</sup> June, 2021

For and on behalf of the Board

 For **Bajaj Healthcare Limited**

Sd/-

**S. K. R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Sd/-

**Rupesh Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN: 00226137

Sd/-

**Aakash Keshari**

Company Secretary

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Particulars	Note No.	For the year ended on 31 <sup>st</sup> March, 2021	For the year ended on 31 <sup>st</sup> March, 2020
<b>REVENUE</b>			
Revenue from Operations	22	65,698.38	41,000.84
Other Income	23	691.26	653.29
<b>Total Revenue (A)</b>		<b>66,389.64</b>	<b>41,654.13</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed and Other Direct Expenses	24	46,342.49	32,027.10
Changes in Inventory of Finished Goods	25	70.18	(508.76)
Employee Benefits Expense	26	3,454.87	2,817.83
Finance Costs	27	829.60	644.93
Depreciation and Amortization Expenses	28	1,612.42	1,212.33
Other Expenses	29	2,198.12	1,854.66
<b>Total Expenses (B)</b>		<b>54,507.67</b>	<b>38,048.11</b>
<b>Profit Before Tax [C = (A-B)]</b>		<b>11,881.97</b>	<b>3,606.02</b>
Less: Tax Expense:			
Current Tax		3,497.41	910.00
Short/(Excess) provision for earlier years		23.73	23.44
Deferred Tax		49.93	148.91
<b>Total (D)</b>		<b>3,571.07</b>	<b>1,082.35</b>
<b>Profit After Tax (C-D)</b>		<b>8,310.89</b>	<b>2,523.67</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
A 1. Items not to be reclassified to profit or loss in subsequent periods		(30.46)	(25.51)
2. Income tax relating to items that will not be reclassified to profit or loss		8.87	7.43
B. 1. Items to be reclassified to profit or loss in subsequent periods		-	-
2. Income tax relating to items that will not be reclassified to profit or loss			
<b>Other Comprehensive Income for The Year</b>		<b>(21.59)</b>	<b>(18.08)</b>
<b>Total Comprehensive Income for The Year</b>		<b>8,289.31</b>	<b>2,505.59</b>
<b>Basic Earnings per Share of Face Value of ₹10 each (₹)</b>		60.23	18.29
<b>Diluted Earnings per Share of Face Value of ₹10 each (₹)</b>		60.23	18.29

Significant Accounting Policies

1

Notes to Accounts

2 to 48

Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements

As per our report of even date attached

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No.: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No.: 039524

Place: Thane

Date: 09<sup>th</sup> June, 2021

For and on behalf of the Board

For **Bajaj Healthcare Limited**

Sd/-

**S. K. R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Sd/-

**Rupesh Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN: 00226137

Sd/-

**Aakash Keshari**

Company Secretary

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Sr No	Particulars	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax	11,881.97	3,606.02
	Adjustments for:		
	Depreciation	1,612.42	1,212.33
	(Profit)/loss on sale of Assets	(1.16)	(2.71)
	Interest & Finance Charges	829.60	644.93
	Interest on FD	(16.69)	(30.88)
	Provision for Employee Benefits & Leave Enchashment	99.64	66.19
	ECL Provision	(75.63)	(335.38)
	Dividend Income	-	(0.04)
		2,448.18	1,554.42
	<b>Operating Profit before Working Capital Changes</b>	<b>14,330.15</b>	<b>5,160.44</b>
	<b>Adjustments for:</b>		
	(Increase)/Decrease in Other current assets	(2,187.37)	(1,373.49)
	(Increase)Decrease In Sundry Debtors	35.12	(2,200.55)
	(Increase)/Decrease In Inventories	(5,783.52)	(922.72)
	Increase /(Decrease) in non current and current liabilities	1,526.59	2,306.00
		(6,409.18)	(2,190.77)
	<b>Cash generated from operations</b>	<b>7,920.97</b>	<b>2,969.67</b>
	Income Tax Paid	(3,565.14)	(912.19)
	<b>Net Cash flow from Operating activities</b>	<b>4,355.83</b>	<b>2,057.49</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	(6,218.72)	(1,842.15)
	Increase/(Decrease) in Capital Wip	(5,160.15)	(426.79)
	Sale Of Fixed Assets	18.96	9.74
	Interest on FD	16.69	30.88
	Payment to Gratuity Fund	(50.08)	(27.75)
	Investment in Preference Shares	500.00	(500)
	Dividend Income	-	0.04
	<b>Net Cash used in Investing activities</b>	<b>(10,893.30)</b>	<b>(2,756.02)</b>

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Sr No	Particulars	31 <sup>st</sup> March, 2021		31 <sup>st</sup> March, 2020
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Increase /(Decrease) From Long Term Borrowing	5,673.94		678.14
	Increase /(Decrease) Of Unsecured Long Term Borrowing	(60.43)		(59.59)
	Increase /(Decrease) Of Short Term Borrowing From Bank	3,043.16		534.47
	Increase /(Decrease) Of Borrowing From Director & Inter corpoates	(39.86)		(179.86)
	Interest paid	(829.60)		(644.93)
	Dividend Paid	(241.49)		-
	Net Cash used in financing activities		7,545.73	328.23
	<b>Net increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>1,008.26</b>	<b>(370.30)</b>
	Cash and Cash equivalents as at 01.04.2020		415.85	786.15
	Cash and Cash equivalents as at 31.03.2021		1,424.11	415.85

As per our report of even date attached

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No.: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No.: 039524

Place: Thane

Date: 09<sup>th</sup> June, 2021

For and on behalf of the Board

For **Bajaj Healthcare Limited**

Sd/-

**S. K. R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Sd/-

**Rupesh Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN: 00226137

Sd/-

**Aakash Keshari**

Company Secretary

# STATEMENT OF CHANGE IN EQUITY

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## A Equity Share Capital:

### Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:

	No of shares	Amount (₹ In Lakhs)
<b>As at April 1, 2019</b>	68,99,600	689.96
Issued during the period	68,99,600	689.96
<b>As at March 31, 2020</b>	<b>1,37,99,200</b>	<b>1,379.92</b>
Issued during the period	-	-
<b>As at March 31, 2021</b>	<b>1,37,99,200</b>	<b>1,379.92</b>

## B Other Equity:

	Amount (₹ in Lakhs)					
	Retained Earnings	Securities Premium	Capital Reserve	Total	Other Comprehensive Income	Total
<b>As at April 1, 2019</b>	13,931.34	664.36	5.61	14,601.31	(3.62)	14,597.69
Add: Profit for the year	2,523.67	-	-	2,523.67	-	2,523.67
OCI during the year	-	-	-	-	(18.08)	(18.08)
Addition / Deletion during the year 2019-2020	-	(664.36)	(5.61)	(669.97)	-	(669.97)
Less: Issue of Bonus Equity Shares	(19.99)	-	-	(19.99)	-	(19.99)
<b>As at March 31, 2020</b>	<b>16,435.01</b>	<b>-</b>	<b>-</b>	<b>16,435.01</b>	<b>(21.70)</b>	<b>16,413.32</b>
Add: Profit for the year	8,310.89	-	-	8,310.89	-	8,310.89
OCI during the year	-	-	-	-	(21.59)	(21.59)
Less: Provision for Dividend Declared	(241.49)	-	-	(241.49)	-	(241.49)
<b>As at March 31, 2021</b>	<b>24,504.42</b>	<b>-</b>	<b>-</b>	<b>24,504.42</b>	<b>(43.29)</b>	<b>24,461.14</b>

As per our report of even date attached

For **Chaturvedi & Agrawal**  
Chartered Accountants  
Firm Registration No.: 101717W

Sd/-  
**Rasik Chaturvedi**  
Partner  
M. No.: 039524

Place: Thane  
Date: 09<sup>th</sup> June, 2021

For and on behalf of the Board  
For **Bajaj Healthcare Limited**

Sd/-  
**S. K. R. Bajaj**  
Chairman and Managing Director  
DIN: 00225950

Sd/-  
**Rupesh Nikam**  
CFO and Director  
DIN: 07007815

Sd/-  
**Anil C. Jain**  
Managing Director  
DIN: 00226137

Sd/-  
**Aakash Keshari**  
Company Secretary

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 1. Significant Accounting Policies

### A. Corporate Information

Bajaj Healthcare Ltd (the Company) is a listed entity incorporated in India and listed on BSE Limited (formerly known as Bombay Stock Exchange). The registered office of the Company is located at 602-606, Bhoomi Velocity, Wagle Estate, Thane, Maharashtra - 400604, India.

The Company is engaged in activities manufacturing, producing, developing and marketing a wide range of Active Pharmaceutical Ingredients (APIs), & bulk drugs, branded and generic formulations. The Company has its manufacturing locations situated in the state of Maharashtra and Gujarat with activities extending to both domestic and global markets.

### B. Significant Accounting Policies:

**B.1** Basis of Preparation and Presentation The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities (including derivative instruments),
- ii) Defined Benefit Plans – Plan Assets measured at fair value

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest Lakhs (₹ 00,000), except when otherwise indicated.

### B.2 Summary of Significant Accounting Policies

Significant accounting policies adopted in the preparation of these financial statements are detailed below. These policies have been consistently applied to all the years presented, unless otherwise stated. These financial statements are the first financial statements of the Company under Ind AS. Refer note 2 for an explanation on how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

#### (a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

#### (b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation methods, estimated useful lives and residual value.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable amount. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II.

Assets	Useful Life (In Years)
Plant and Machinery	20
Furniture and Fixture	10
Office Equipment	5
Factory Building	30
Motor Vehicle	8
Residential Premises	60
Office premises	60
Computer	3

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## (c) Leases

The Company, as a lessee, recognises a right- of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of- use asset 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 plus any initial direct costs incurred. 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 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.

## (d) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Intangible Assets Under Development.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## (e) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

## (f) Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss as and when incurred. Development costs are capitalised as an intangible asset if it can be demonstrated that the project is expected to generate future economic benefits, it is probable that those future economic benefits will flow to the entity and the costs of the asset can be measured reliably, else it is charged to the Statement of Profit and Loss.

## (g) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## (h) Finance Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

## (i) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads (being allocated on the basis of normal operating capacity) net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of finished goods, work-in-progress, raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on FIFO basis.

## (j) Impairment of Non-Financial Assets – Property, Plant and Equipment and Intangible Assets

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## (k) Borrowings

Borrowings are initially recognized at fair value net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognised in profit or loss as other gains / (losses). Borrowings are classified as current liabilities unless the

# NOTES TO THE FINANCIAL STATEMENTS

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group has an unconditional right to defer settlement of the liability for atleast 12 months after the reporting period.

## (l) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## (m) Contingent Liabilities & Commitments

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

## (n) Employee Benefits Expense

### Short-Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

### Post-Employment Benefits

#### Defined Contribution Plans

The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability. If the contribution already paid exceeds

the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

#### Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

## (o) Tax Expenses

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

### i. Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

### ii. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

**(p) Foreign Currencies Transactions and Translation**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

**(q) Revenue Recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Generally, control is transferred at point in time, usually upon despatch from Factory or upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract. Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 60 to 180 days from the shipment or delivery of goods or services as the case may be depending on product and geographic region. The Company provides volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified and also accrues discounts to certain customers based on customary business practices and various market demand – supply situations.

**Contract Balances**

**Trade Receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional.

**Contract Liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made.

Contract liabilities are recognised as revenue when the Company performs under the contract.

**Interest Income**

Interest Income from a Financial Assets is recognised using effective interest rate method.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## Dividend Income

Dividend Income is recognised when the Company's right to receive the amount has been established.

## Any Other Income

Income other than Dividend and Interest as described above and any other income covered under other IND-AS is recognised only when it is reasonable certain that amount will be collected or when amount is actually received by the Company.

## (r) Financial Instruments

### i. Financial Assets

**A. Initial Recognition and Measurement:** All Financial Assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets, which are not at Fair Value through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

### B. Subsequent Measurement

#### a) Financial Assets measured at Amortised Cost (AC):-

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise to cash flows on specified dates that represent solely payments of principal and interest on the principal amount outstanding.

#### b) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI):-

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

#### c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL):-

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

## C. Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward- looking estimates are analysed if there is a significant change in collection pattern.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## ii. Financial Liabilities

### A. Initial Recognition and Measurement

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### B. Subsequent Measurement

Financial Liabilities are carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii. Derecognition of Financial Instruments The Company derecognises a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial liability (or a part of a Financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### iv. Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## (s) Non-current Assets held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Non-current assets held for sale are neither depreciated nor amortised.

Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

## (t) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share if any. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

## (u) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Managing Director of the Company has been identified as being the Chief Operating Decision Maker. Refer note 46 for the segment information presented.

## C. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

### a. Property Plant and Equipment/ Intangible Assets

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

**b. Recoverability of Trade Receivables**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c. Provisions**

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

**d. Impairment of Financial and Non-Financial Assets**

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

**e. Recognition of Deferred Tax Assets and Liabilities**

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments

**f. Fair Value Measurement**

For estimates relating to fair value of financial instruments refer note 32 of financial statements.

**g. Global Health Pandemic on COVID-19**

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity in general. However the Company's operations and revenue during the

period were generally not adversely impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 if any, in preparation of financial statements, including its assessment of recoverable value of its assets based on internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions.

**2. Transition to Ind-AS**

This is the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31<sup>st</sup> March, 2021, the comparative information presented in these financial statements for the year ended 31<sup>st</sup> March, 2020 and in the preparation of an opening Ind AS balance sheet at 1<sup>st</sup> April, 2019 (date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

**A. Exemptions and exceptions availed**

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and IGAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Company in restating its IGAAP financial statements, including the Balance Sheet as at 1<sup>st</sup> April, 2019 and the financial statements as at and for the year ended 31<sup>st</sup> March, 2020.

**I. Ind AS optional exemptions**

**Deemed Cost:** Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## II. Ind AS mandatory exemptions

The company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

### (i) Estimates:

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with IGAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1<sup>st</sup> April, 2019 are consistent with the estimates as at the same date made in conformity with IGAAP. The company made estimates for following item in accordance with Ind AS at the date of transition as these were not required under IGAAP:

- Impairment of financial assets based on expected credit loss model

- Determination of the discounted value for financial instruments carried at amortised cost

### (ii) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109

retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

### (iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Accordingly, the Company has determined the classification and measurement of financial assets based on facts and circumstances that exist on the date of transition with prospectively.

## B. Reconciliation of equity, total comprehensive income and cash flows

a. Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS.

i) Reconciliation of equity as previously reported under IGAAP to Ind AS

### A. At transition date (April 1, 2019)

Particulars	Amount (₹ in Lakhs)		
	IGAAP As on 01/04/2019	IND AS Adjustments	INDAS As on 01/04/2019
<b>I. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Property Plant & Equipment	12,849.69	2,751.79	15,601.48
(b) Capital work-in-progress	117.81	-	117.81
<b>Financial Assets</b>			
i) Investments	0.31	-	0.31
ii) Other Financial Assets	179.71	-	179.71
<b>Current assets</b>			
(a) Current investments			
(b) Inventories	3,004.79	0.00	3,004.79
<b>Financial Assets</b>			
i) Trade Receivables	7,812.69	(500.85)	7,311.84
ii) Cash and Cash Equivalents	786.15	0.00	786.15
iii) Other Financial Assets	215.78	0.00	215.78
Other current assets	1,717.83	(660.81)	1,057.02
<b>Total</b>	<b>26,684.76</b>	<b>1,590.13</b>	<b>28,274.89</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Particulars	IGAAP As on 01/04/2019	IND AS Adjustments	INDAS As on 01/04/2019
<b>I. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	689.96	-	689.96
(b) Other Equity	12,220.68	2,377.00	14,597.68
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Long-term borrowings	1,739.27	0.00	1,739.27
Long-term Provisions	142.42	-	142.42
Deffered Tax Liability	158.91	(126.05)	32.85
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
i) Borrowings	5,488.64	0.00	5,488.64
ii) Trade Payables	2,998.49	928.80	3,927.29
iii) Other Financial Liabilities	1,388.81	-	1,388.81
Other Current Liabilities	1,173.10	(928.80)	244.30
Provisions	684.47	(675)	9.47
Current Tax Liabilities [Net]	0.00	14.19	14.19
<b>Total</b>	<b>26,684.76</b>	<b>1,590.13</b>	<b>28,274.89</b>

## Reconciliation of equity as at March 31, 2020

Amount (₹ in Lakhs)

Particulars	IGAAP As on 31/03/2020	IND AS Adjustments	INDAS As on 31/03/2020
<b>I. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Property Plant & Equipment	13,472.48	2,751.79	16,224.27
(b) Capital work-in-progress	544.60	0.00	544.60
<b>Financial Assets</b>			
i) Investments	500.31	0.00	500.31
ii) Other Financial Assets	184.10	0.00	184.10
<b>Current assets</b>			
(a) Current investments		0.00	
(b) Inventories	3,927.51	0.00	3,927.51
<b>Financial Assets</b>			
i) Trade Receivables	10,013.24	(165.46)	9,847.77
ii) Cash and Cash Equivalents	415.85	0.00	415.85
iii) Other Financial Assets	189.44	0.00	189.44
Other current assets	3,327.02	(866.01)	2,461.01
<b>Total</b>	<b>32,574.54</b>	<b>1,720.32</b>	<b>34,294.86</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Particulars	IGAAP As on 31/03/2020	IND AS Adjustments	INDAS As on 31/03/2020
<b>I. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	1,379.92	-	1,379.92
(b) Other Equity	13,780.70	2,632.61	16,413.31
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Long-term borrowings	2,357.82	-	2,357.82
Long-term Provisions	208.02	-	208.02
Deffered Tax Liability	220.62	(46.28)	174.34
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
i) Borrowings	5,843.25	-	5,843.25
ii) Trade Payables	4,770.73	977.72	5,748.45
iii) Other Financial Liabilities	2,015.97	-	2,015.97
Other Current Liabilities	1,079.68	(977.72)	101.96
Provisions	917.83	(910.01)	7.82
Current Tax Liabilities [Net]	0.00	44.00	44.00
<b>Total</b>	<b>32,574.54</b>	<b>1,720.32</b>	<b>34,294.86</b>

## Reconciliation of total comprehensive income for the year ended March 31, 2020

Amount (₹ in Lakhs)

Particulars	IGAAP For the Period ended on 31/03/2020	IND AS Adjustments	IND AS For the Period ended on 31/03/2020
<b>Revenue from operations</b>	41,000.84	0.00	41,000.84
<b>Other Income</b>	317.91	335.38	653.29
<b>Total Revenue</b>	<b>41,318.74</b>	<b>335.38</b>	<b>41,654.13</b>
<b>Expenditure</b>			
Cost of materials consumed (Including Direct Expenses)	32,027.10	0.00	32,027.10
<b>Other Direct Expenses</b>			
Changes in inventories	(508.76)	0.00	(508.76)
Employee Benefit Expenses	2,843.34	(25.51)	2,817.83
Financial costs	644.93	0.00	644.93
Depreciation and amortization expense	1,212.33	0.00	1,212.33
Other expenses	1,854.66	0.00	1,854.66
<b>Total Expenses</b>	<b>38,073.62</b>	<b>(25.51)</b>	<b>38,048.11</b>
<b>Profit before Tax</b>	3,245.13	(25.51)	3,606.02
(1) Current tax	910.00	0.00	910.00
(2) Earlier Years	23.44	0.00	23.44
(3) Deffered Tax	61.71	87.20	148.91
Profit/(Loss) After Tax	2,249.98	(112.71)	2,523.67
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss	-	(25.51)	(25.51)
- Remeasurement gain/(loss) on defined benefit plan	-	-	0.00
- Income tax relating to items that will not be reclassified to profit or loss	-	7.43	7.43
<b>Other Comprehensive Income for The Year, Net of Tax</b>	<b>2,249.98</b>	<b>(130.79)</b>	<b>2,505.59</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

- b. For the purposes of reporting as set out in Note 1, we have transitioned our basis of accounting from previous GAAP to Ind AS. The accounting policies set out in note 1 have been applied in preparing the comparative information presented in these financial statements for the year ended March 31, 2019 and in the preparation of an opening Ind AS balance sheet at April 1, 2018 (the "transition date"). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial statements is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under previous GAAP except where required by Ind AS.

## 1 Equity Reconciliation

### Reconciliation of Equity as on March 31, 2020

Particulars	Amount (₹ in Lakhs)	
	March 31, 2020	
Equity as per Previous GAAP	13,780.70	
Adjustment in Equity due to Transition to Ind AS	-	
Adjustments increasing/(decreasing) / Reserve as reported in the previous GAAP	(139.96)	
Adjustments in Deferred Tax	38.85	
Fair Value/ Revalued figure considered as Deemed Cost for Land under Property Plant and Equipment as on 01 <sup>st</sup> April 2019	2,751.79	
Other Comprehensive Income / Loss (Net of Tax)	(18.08)	
<b>Total of all Ind AS adjustments</b>	<b>2,632.61</b>	
<b>Equity as per Ind AS</b>	<b>16,413.31</b>	

### Reconciliation of Total Comprehensive Income for the year ended March 31, 2020

Particulars	Amount (₹ in Lakhs)	
	March 31, 2020	
Net Profit /(Loss) as per Previous GAAP	2,249.98	
Ind AS adjustments	-	
Adjustments increasing/(decreasing) net profit as reported in the previous GAAP	360.89	
Adjustments in Deferred Tax	(87.20)	
Net Profit as per Ind AS	2,523.67	
Other Comprehensive Income (Net of Tax)	(18.08)	
<b>Total Comprehensive Income as per Ind AS</b>	<b>2,505.58</b>	

### Impact of Ind AS adoption on the statements of cash flows for the year ended 31<sup>st</sup>, March, 2020

Particular	Amount (₹ in Lakhs)		
	Previous IGAAP*	Adjustment	As per IND-AS
Net cash flow from operating activities	2 057	-	2 057
Net cash flow from investing activities	- 2 756	-	- 2 756
Net cash flow from financing activities	328	-	328
Net increase/(decrease) in cash and cash equivalents	- 370	-	- 370
Cash and cash equivalents as at April 1, 2019	786	-	786
Cash and cash equivalents as at March 31, 2020	416	-	416

## c. Notes to first-time adoption:

### i. Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e, Actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2020 decreased by 25.50 lakhs. There is no impact on the total equity as at March 31, 2020.

### ii. Other comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in the profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit or loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of 'other comprehensive income' did not exist under previous GAAP.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

### iii. Deferred tax

Deferred tax adjustments amounting to (₹46.28 lakhs) as at March 31, 2020 (April 01, 2019: ₹126.05 lakhs) include deferred tax impact on account of differences between previous GAAP and Ind AS. The profit for the year ended i.e. March 31, 2020 increased by ₹62.56 lakhs due to the deferred tax adjustments made.

### iv. Reserves and Surplus

Retained earnings as at April 01, 2019 has been adjusted consequent to the above Ind AS transition adjustments.

The Fair value of Assets consisting of Land as on 1<sup>st</sup> April 2019 is considered as deemed cost and the difference between the Cost under IGAAP and deemed cost has been credited to Opening balance of Retained earning. Total amount on account of revaluation of Land standing in the credit balance of retained earnings amounts to ₹6710.30 lakhs. (Including revaluation reserve of ₹3958.51 lakhs under IGAAP financials as on 1<sup>st</sup> April 2019.)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Particulars	Amount (₹ in Lakhs)										
	Office Equipment	Motor Vehicle	Computer	Furniture and Fixture	Office Premises	Residential Premises	Factory Building	Land	Plant and Machinery	Total	Capital Work-in Progress
<b>Gross Block:</b>											
<b>As at the April 1, 2019</b>	172.04	284.99	223.52	269.51	1,033.23	258.71	5,420.35	6,599.41	10,713.50	24,975.24	117.81
Additions	2.82	61.19	27.97	5.65	-	-	131.43	-	1,613.09	1,842.15	426.79
Disposal	-	34.36	-	-	-	-	-	-	-	34.36	-
<b>As at the March 31, 2020</b>	<b>174.85</b>	<b>311.82</b>	<b>251.49</b>	<b>275.16</b>	<b>1,033.23</b>	<b>258.71</b>	<b>5,551.78</b>	<b>6,599.41</b>	<b>12,326.59</b>	<b>26,783.04</b>	<b>544.60</b>
Additions	9.29	91.22	34.60	26.71	-	184.55	610.82	2,082.80	3,178.73	6,218.72	5,160.14
Disposal	-	31.60	-	-	-	-	13.57	-	31.08	76.25	-
<b>As at the March 31, 2021</b>	<b>184.15</b>	<b>371.43</b>	<b>286.08</b>	<b>301.86</b>	<b>1,033.23</b>	<b>443.26</b>	<b>6,149.03</b>	<b>8,682.21</b>	<b>15,474.24</b>	<b>32,925.50</b>	<b>5,704.74</b>
<b>Depreciation and Impairment:</b>											
<b>As at the April 1, 2019</b>	146.32	181.96	187.04	193.98	271.39	66.66	2,569.57	-	5,756.84	9,373.76	-
Additions	10.90	33.39	29.66	20.01	49.71	9.43	277.02	-	782.21	1,212.33	-
Disposal	-	27.33	-	-	-	-	-	-	-	27.33	-
<b>As at the March 31, 2020</b>	<b>157.22</b>	<b>188.02</b>	<b>216.70</b>	<b>214.00</b>	<b>321.11</b>	<b>76.08</b>	<b>2,846.59</b>	<b>-</b>	<b>6,539.05</b>	<b>10,558.76</b>	<b>-</b>
Additions	8.18	42.57	32.46	16.45	45.84	13.06	304.22	-	1,149.64	1,612.42	-
Disposal	-	26.87	-	-	-	-	7.91	-	23.67	58.45	-
<b>As at the March 31, 2021</b>	<b>165.40</b>	<b>203.72</b>	<b>249.15</b>	<b>230.45</b>	<b>366.94</b>	<b>89.14</b>	<b>3,142.90</b>	<b>-</b>	<b>7,665.01</b>	<b>12,112.73</b>	<b>-</b>
<b>Net Block:</b>											
<b>As at the March 31, 2020</b>	<b>17.63</b>	<b>123.80</b>	<b>34.79</b>	<b>61.16</b>	<b>712.13</b>	<b>182.63</b>	<b>2,705.19</b>	<b>6,599.41</b>	<b>5,787.55</b>	<b>16,224.27</b>	<b>544.60</b>
<b>As at the March 31, 2021</b>	<b>18.74</b>	<b>167.71</b>	<b>36.93</b>	<b>71.41</b>	<b>666.29</b>	<b>354.12</b>	<b>3,006.13</b>	<b>8,682.21</b>	<b>7,809.23</b>	<b>20,812.77</b>	<b>5,704.74</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 4. Investments

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
a) Investment in Equity Instruments			
- Unquoted - (Valued at cost)			
500 (P.Y 500) Shares of Tima Cooperative Society limited of ₹10/- Each	0.05	0.05	0.05
2500 (P.Y 2500) Equity Shares of Saraswat Co-op Bank of ₹10/- Each	0.25	0.25	0.25
25 (P.Y 25) Shares of Shamrao Vithal Co-op Bank of ₹25/- each	0.01	0.01	0.01
b) Investment in Preference Shares			
- Unquoted - (Valued at cost)			
50,00,000 7.5% Convertible Preference Share of Bajaj Sindhudurg Rice Mill Ltd of Face Value of ₹10/- each <sup>#</sup>	-	500.00	-
<b>Total</b>	<b>0.31</b>	<b>500.31</b>	<b>0.31</b>

<sup>#</sup>For Related Party Transaction refer note: 45

## 5. Other Financial Assets

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Fixed Deposit With Banks (Under Lien for Bank Guarantee)	212.04	184.10	179.71
<b>Total</b>	<b>212.04</b>	<b>184.10</b>	<b>179.71</b>

**5.1** Bank Gurantee issued to Statutory Authorities and Government Corporation.

## 6. Inventories

(Valued at Lower of Cost and Net Realisable Value)

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Raw Material	8,250.73	2,371.01	1,975.42
Finished Goods	1,281.03	1,351.21	842.46
Stores and Spares	119.70	117.75	123.25
Packing Material	59.57	87.54	63.66
<b>Total</b>	<b>9,711.03</b>	<b>3,927.51</b>	<b>3,004.79</b>

## 7. Trade Receivables

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Trade Receivable considered good - Unsecured	9,978.12	10,013.24	7,812.69
Add /Less: Allowance for Bad and Doubtful Debts (ECL)	(89.84)	(165.46)	(500.85)
<b>Total</b>	<b>9,888.28</b>	<b>9,847.77</b>	<b>7,311.84</b>

## 8. Cash and Cash Equivalent

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Balances with banks			
- in current accounts	1,418.96	407.48	506.78
- in deposits	-	-	275.00
Cash in Hand	5.15	8.37	4.38
<b>Total</b>	<b>1,424.11</b>	<b>415.85</b>	<b>786.15</b>

# NOTES TO THE FINANCIAL STATEMENTS

 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 9. Other Financial Assets (Current)

Particulars	Amount (₹ in Lakhs)		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Income Tax Refund Receivable	10.00	10.00	11.86
Interest Receivable	3.49	3.57	3.43
Vat and Excise Refund Receivable	16.39	158.17	109.00
Advance to Staff	13.46	11.10	11.52
Insurance Claim Receivable	13.06	-	73.06
Other Receivable	9.93	6.60	6.90
<b>Total</b>	<b>66.33</b>	<b>189.44</b>	<b>215.78</b>

## 10. Other Current Assets

[Unsecured, Considered Good]

Particulars	Amount (₹ in Lakhs)		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
GST receivable	2,919.26	964.43	668.20
Prepaid Expenses	237.86	204.59	111.83
Deposit With Public Authorities and Others *	304.59	274.03	234.15
Advance to Suppliers*	1,281.85	1,017.97	42.84
<b>Total</b>	<b>4,743.56</b>	<b>2,461.01</b>	<b>1,057.02</b>

\* Refer note no 45 for related party transactions

## 11. Equity Share Capital

	Amount (₹ In Lakhs)	Number of Shares
<b>Authorised</b>		
Equity Shares of ₹10/- each		
As at April 1, 2019	1,000.00	1,00,00,000
Movement during the year	400.00	40,00,000
<b>As at March 31, 2020</b>	<b>1,400.00</b>	<b>1,40,00,000</b>
Movement during the year	-	-
<b>As at March 31, 2021</b>	<b>1,400.00</b>	<b>1,40,00,000</b>
<b>Issued, Subscribed and Paid-up</b>		
Equity Shares of ₹10/- each		
As at April 1, 2019	689.96	68,99,600
Movement during the year	689.96	68,99,600
<b>As at March 31, 2020</b>	<b>1,379.92</b>	<b>1,37,99,200</b>
Movement during the year	-	-
<b>As at March 31, 2021</b>	<b>1,379.92</b>	<b>1,37,99,200</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 11.1 The details of shareholders holding more than 5% equity shares:

Name of the Shareholder	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
	No of Shares % Held	No of Shares % Held	No of Shares % Held
1) Mr. Sajankumar Bajaj	48,14,000	48,14,000	24,07,000
% held	34.89%	34.89%	34.89%
2) Mrs. Babita Bajaj	7,52,000	7,52,000	3,76,000
% held	5.45%	5.45%	5.45%
3) S K R Bajaj HUF	10,80,000	10,80,000	5,40,000
% held	7.83%	7.83%	7.83%
4) Ms. Namrata Bajaj	8,08,000	8,08,000	4,04,000
% held	5.86%	5.86%	5.86%
5) Ms. Nihita S Bajaj	8,08,000	8,08,000	4,04,000
% held	5.86%	5.86%	5.86%
6) Mr. Anil C Jain	7,18,000	7,18,000	3,59,000
% held	5.20%	5.20%	5.20%
7) M/s. Maa Sharda Distributors Pvt Ltd	8,70,000	8,70,000	4,35,000
% held	6.30%	6.30%	6.30%
8) Progyan Construction And Engineers Private Limited	9,42,900	10,57,800	5,28,900
% held	6.83%	7.67%	7.67%

11.2 The Equity Shares issued and paid up includes 45,00,000 shares and 68,99,600 shares issued as bonus Shares for consideration other than cash issued on 18<sup>th</sup> January 2016 and 11<sup>th</sup> April 2019 respectively.

## 11.3 Terms and Rights attached to Equity Shares

The Company has only one class of equity shares having par value of INR 10 per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

## 12. Other Equity

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
	<b>Capital Reserve</b>		
Opening Balance	-	5.61	5.61
Add/ (Less) Changes during the year	-	(5.61)	-
Closing Balance	-	-	<b>5.61</b>
<b>Revaluation Reserve</b>			
Opening Balance	-	-	-
Add/ (Less) Changes during the year	-	-	-
Closing Balance	-	-	-
<b>Securities Premium</b>			
Opening Balance	-	664.36	664.36
Add/ (Less) Changes during the year	-	(664.36)	-
Closing Balance	-	-	<b>664.36</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
<b>Other Comprehensive Income</b>			
Opening Balance	(21.70)	(3.62)	(3.62)
Add/ (Less) Changes during the year	(21.59)	(18.08)	-
<b>Closing Balance</b>	<b>(43.29)</b>	<b>(21.70)</b>	<b>(3.62)</b>
<b>Retained Earnings</b>			
Opening Balance	16,435.01	13,931.34	13,931.34
Add/(Less) Interim Dividend Paid	(241.49)	-	-
Add/(Less) Utilisation for Issue of Bonus Shares	-	(19.99)	-
Add: Profit for the year	8,310.89	2,523.67	-
<b>Closing Balance</b>	<b>24,504.42</b>	<b>16,435.01</b>	<b>13,931.34</b>
<b>Total</b>	<b>24,461.13</b>	<b>16,413.31</b>	<b>14,597.68</b>

## 13. Borrowings

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
<b>Secured carried at amortised cost</b>			
Term Loan from Bank	7,660.39	1,948.84	1,243.61
Term Loan from NBFC	310.94	348.55	375.64
Secured	7,971.33	2,297.39	1,619.25
<b>Unsecured carried at amortised cost</b>			
Inter Corporate Loans *	-	60.43	120.02
<b>Total</b>	<b>7,971.33</b>	<b>2,357.82</b>	<b>1,739.27</b>
* Refer note no 45 for related party transaction			
The details of Security for term loans are Provided in note no. 34			
Repayment and Terms of Borrowings:	<b>2022-23</b>	<b>2023-24</b>	<b>2024 &amp; onwards</b>
Term Loan from Bank (Rate of Interest - 8% - 9%)	1,038.61	954.07	5,667.71
Term Loan from NBFC (Rate of Interest - 10%)	42.01	46.41	222.51

## 14. Provision- Non- Current

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Present Value of Obligation	314.74	253.31	184.76
Fair Value of Plan Asset as at the End	(151.25)	(133.82)	(101.79)
Net	163.49	119.49	82.97
Provision for Leave Encashment	114.57	88.52	59.46
<b>Total</b>	<b>278.06</b>	<b>208.02</b>	<b>142.42</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 15. Deferred Tax Liability (net)

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Opening Balance	174.34	32.85	119.98
Charge/ (Credit) during the year	41.06	141.48	(87.13)
<b>At the end of the year</b>	<b>215.40</b>	<b>174.34</b>	<b>32.85</b>

## 16. Borrowings Current

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
<b>Secured</b>			
Working Capital Loan From Banks			
Cash Credit	-	405.72	-
Preshipment/Postshipment/ Buyers Credit	8,846.55	5,397.67	5,268.92
<b>Unsecured</b>			
From Director	-	-	106.03
Inter Corporate Deposits	-	39.86	113.68
<b>Total</b>	<b>8,846.55</b>	<b>5,843.25</b>	<b>5,488.64</b>

The details of Security for Working Capital Loans from banks are provided in note no. 34

## 17. Trade Payables

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Others - trade payable	6,895.37	5,748.45	3,927.29
<b>Total</b>	<b>6,895.37</b>	<b>5,748.45</b>	<b>3,927.29</b>

Amount due to Small Scale Industries exceeding rupees one lac each, outstanding for more than 30 days are not distinctly determinable in absence of any intimation received by the Company from any parties.

## 18. Other Financial Liabilities

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
<b>Current Maturity of Long Term Borrowings</b>			
From Banks (Secured)	1,232.65	857.05	812.81
From NBFC (Secured)	38.03	34.47	31.90
Creditors for Capital Goods	165.13	514.53	97.80
Other Payables	912.52	609.93	446.31
<b>Total</b>	<b>2,348.33</b>	<b>2,015.97</b>	<b>1,388.81</b>

## 19. Other Current Liabilities

Amount (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Advances Received from Customers	95.98	65.16	67.98
Statutory Dues Payable	53.31	36.80	176.32
<b>Total</b>	<b>149.29</b>	<b>101.96</b>	<b>244.30</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 20. Provisions- Current

Particulars	Amount (₹ in Lakhs)		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Present Value of Obligation	37.29	24.46	24.46
Less: Fair Value of Plan Asset as at the End	(37.29)	(24.46)	(24.46)
Provision for Leave Encashment	17.79	7.82	9.47
<b>Total</b>	<b>17.79</b>	<b>7.82</b>	<b>9.47</b>

## 21. Current Tax Liabilities [Net]

Particulars	Amount (₹ in Lakhs)		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Provision for Taxation (Net)	-	44.00	14.19
<b>Total</b>	<b>-</b>	<b>44.00</b>	<b>14.19</b>

## 22. Revenue from Operations

Particulars	Amount (₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of goods	65,578.28	40,775.10
Sales of Services (Processing Charges)	120.10	225.74
<b>Total</b>	<b>65,698.38</b>	<b>41,000.84</b>

## 23. Other Income

Particulars	Amount (₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest received on Fixed Deposit	16.69	30.88
Dividend received	-	0.04
Rent Income	23.16	21.93
Gain Due To Foreign Exchange Rate Fluctuation	440.23	-
Insurance and Other Claims	-	175.40
Professional Fees	-	70.96
Duty Drawback and Custom Duty Refund	114.45	-
Gain on Sale of Asset	1.79	2.71
Reversal of Allowance of Doubtful Debts (ECL)	75.63	335.38
Scrap Sale	19.30	15.97
<b>Total</b>	<b>691.26</b>	<b>653.29</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 24. Cost of Material Consumed (including Other Direct Expenses)

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cost of Material Consumed including Taxes	37,718.83	26,832.05
<b>Other Direct Expenses</b>		
Power and Fuel	2,347.02	2,283.46
Processing & Labour Charges	2,208.27	1,013.89
Freight Forwarding & Transport	2,042.93	821.48
Consumption of Stores Spares and Maintenance	967.62	432.29
Effluent Treatment Charges	664.79	345.67
Water Charges	148.96	140.44
Material Testing & Inspection Charges	244.06	157.82
<b>Total</b>	<b>46,342.49</b>	<b>32,027.10</b>

## 25. Changes in Inventory of Finished Goods

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Finished Goods		
Opening Stock	1,351.21	842.46
Less: Closing Stock	1,281.03	1,351.21
<b>Total</b>	<b>70.18</b>	<b>(508.76)</b>

## 26. Employee Benefits Expense

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salary, wages, bonus and other allowances	2,983.83	2,422.75
Contribution to Provident Funds and Other Funds	211.52	158.75
Provision for Retirement Benefits and Leave encashment	99.64	102.92
Staff Welfare expense	159.88	133.41
<b>Total</b>	<b>3,454.87</b>	<b>2,817.83</b>

## 27. Finance Cost

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Expenses	603.41	481.32
Other Borrowing Cost	226.19	163.61
<b>Total</b>	<b>829.60</b>	<b>644.93</b>

## 28. Depreciation and Amortization Expense

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation	1,612.42	1,212.33
<b>Total</b>	<b>1,612.42</b>	<b>1,212.33</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 29. Other Expenses

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Advertisement & Business Promotion	56.61	47.34
Audit Fees- Refer note 31	5.00	5.00
Brokerage & Commission	351.13	69.40
Corporate Social Responsibility Expenses	227.88	44.49
Courier Charges & Telephone Expenses	24.64	22.31
Donation	156.55	140.58
Hotel/Boarding/Lodge/ Guest House Expenses	5.05	7.74
Insurance Expense	154.31	113.72
Interest On Taxes	4.14	18.07
Legal & Professional Expenses	373.14	201.95
Loss Due to Foreign Exchange Rate Fluctuation	-	276.39
Loss on Sale of Assets	0.64	-
Membership & Subscription	4.14	7.57
Miscellaneous Expenses	12.98	15.10
Motor Vehicle & Fuel Expenses	9.69	11.40
Printing & Stationery	59.84	51.85
Rent Rates & Taxes	125.38	138.15
Repairs & Maintenance Building	273.90	85.14
Repairs & Maintenance Others	229.79	122.84
Security & Cleaning Charges	41.29	16.72
Seminar Expenses	-	9.25
Sponsorship Expenses	6.04	9.29
Sundry Balance Written off	1.47	351.72
Travelling & Conveyance Expenses	74.51	88.65
<b>Total</b>	<b>2,198.12</b>	<b>1,854.66</b>

## 30. Calculation of earning per share (EPS)

The numerators and denominators used to calculate basic and diluted EPS are as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit attributable to Equity shareholder (₹ In Lakhs)	8,310.89	2,523.67
Number of equity shares	13799200	13799200
Weighted average number of shares for calculation of Basic EPS	13799200	13799200
Weighted average number of shares for calculation of Diluted EPS	13799200	13799200
Nominal value of equity shares	10	10
Basic EPS (₹)	60.23	18.29
Diluted EPS (₹)	60.23	18.29

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 31. Details of auditors remuneration

Amount (₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
As auditor:		
Statutory Audit fees	4.00	4.00
Tax audit fees	1.00	1.00
<b>Total payment to auditors</b>	<b>5.00</b>	<b>5.00</b>

## 32. Financial Instruments – Fair Values and Risk Management

### A. Accounting classification

Amount (₹ in Lakhs)

31 <sup>st</sup> March, 2021	FVTPL	FV OCI	Amortised Cost	Total
<b>Financial Assets</b>				
Investments	-	-	0.31	0.31
Other Financial Assets - Non Current			212.04	212.04
Trade Receivables	-	-	9,888.28	9,888.28
Cash and Cash Equivalents	-	-	1,424.11	1,424.11
Other Financial Assets - Current			66.33	66.33
<b>Total Financial Assets</b>	<b>-</b>	<b>-</b>	<b>11,591.07</b>	<b>11,591.07</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	16,817.88	16,817.88
Trade Payables	-	-	6,895.37	6,895.37
Other Financial Liabilities	-	-	2,348.33	2,348.33
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>26,061.57</b>	<b>26,061.57</b>

Amount (₹ in Lakhs)

31 <sup>st</sup> March, 2020	FVTPL	FV OCI	Amortised Cost	Total
<b>Financial Assets</b>				
Investments	-	-	500.31	500.31
Other Financial Assets - Non Current			184.10	184.10
Trade Receivables	-	-	9,847.77	9,847.77
Cash and Cash Equivalents	-	-	415.85	415.85
Other Financial Assets - Current			189.44	189.44
<b>Total Financial Assets</b>	<b>-</b>	<b>-</b>	<b>11,137.48</b>	<b>11,137.48</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	8,201.07	8,201.07
Trade Payables	-	-	5,748.45	5,748.45
Other Financial Liabilities	-	-	2,015.97	2,015.97
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>15,965.50</b>	<b>15,965.50</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

1 <sup>st</sup> April, 2019	FVTPL	FV OCI	Amortised Cost	Total
<b>Financial Assets</b>				
Investments	-	-	0.31	0.31
Other Financial Assets - Non Current			179.71	179.71
Trade Receivables	-	-	7,311.84	7,311.84
Cash and Cash Equivalents	-	-	786.15	786.15
Other Financial Assets - Current			215.78	215.78
<b>Total Financial Assets</b>	<b>-</b>	<b>-</b>	<b>8,493.78</b>	<b>8,493.78</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	7,227.91	7,227.91
Trade Payables	-	-	3,927.29	3,927.29
Other Financial Liabilities			1,388.81	1,388.81
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>12,544.01</b>	<b>12,544.01</b>

## B. Fair value Measurement

### Financial instruments measured at FVTPL / FVOCI:

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

Level 1 - Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are (other than quoted prices) included within Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

As on reporting date Company had no outstanding financial assets or financial liabilities classified as either FVTPL or FVOCI and hence the said disclosure requirement is not applicable.

Financial instruments measured at amortised cost:

The carrying value approximates fair value for long term financial assets and liabilities measured at amortised cost. There are no transfers during the year in level 1 2 and 3. The Company policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

## C. Financial risk management

### Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

1. Credit risk
2. Liquidity risk and
3. Market risk

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 1. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents deposits with banks and financial institutions security deposits loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company continuously monitors defaults of customers and other counterparties identified either individually or by the Company and incorporates this information into its credit risk controls. Where available at reasonable cost external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

## 2. Liquidity risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The Company maintains sufficient stock of cash, and committed credit facilities. The Company accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding. Treasury monitors rolling forecasts of the Company's cash flow position and ensures that the Company is able to meet its financial obligation at all times including contingencies.

Exposure to liquidity risk

The table below is an analysis of Company's financial liabilities based on their remaining contractual maturities of financial liabilities at the reporting date.

Amount (₹ in Lakhs)

March 31 2021	Contractual cash flows				Total
	Within 1 year	1 year to 3 years	3 years to 5 years	above 5 years	
<b>Non-derivative financial liabilities:</b>					
Borrowings	8,846.55	2,081.10	1,728.46	4,161.77	16,817.88
Trade Payables	6,895.37	-	-	-	6,895.37
Other Financial Liabilities	2,348.33	-	-	-	2,348.33
<b>Total</b>	<b>18,090.25</b>	<b>2,081.10</b>	<b>1,728.46</b>	<b>4,161.77</b>	<b>26,061.57</b>

Amount (₹ in Lakhs)

March 31 2020	Contractual cash flows				Total
	Within 1 year	1 year to 3 years	3 years to 5 years	above 5 years	
<b>Non-derivative financial liabilities:</b>					
Borrowings	5,843.25	1,228.76	757.41	371.65	8,201.07
Trade Payables	5,748.45	-	-	-	5,748.45
Other Financial Liabilities	2,015.97	-	-	-	2,015.97
<b>Total</b>	<b>13,607.68</b>	<b>1,228.76</b>	<b>757.41</b>	<b>371.65</b>	<b>15,965.50</b>

Amount (₹ in Lakhs)

April 1 2019	Contractual cash flows				Total
	Within 1 year	1 year to 3 years	3 years to 5 years	above 5 years	
<b>Non-derivative financial liabilities:</b>					
Borrowings	5,488.64	1,016.78	371.31	351.18	7,227.91
Trade Payables	3,927.29	-	-	-	3,927.29
Other Financial Liabilities	1,388.81	-	-	-	1,388.81
<b>Total</b>	<b>10,804.74</b>	<b>1,016.78</b>	<b>371.31</b>	<b>351.18</b>	<b>12,544.01</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

### 3. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity price risk.

#### a. Foreign Currency Risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The following table shows foreign currency exposures in US Dollar and Euro on financial instruments at the end of the reporting period. The exposure to all other foreign currencies are not material.

Particulars	31 <sup>st</sup> March 2021		31 <sup>st</sup> March 2020	
	USD	EURO	USD	EURO
Borrowings	37,79,229	70,48,449	41,06,303	27,71,949
Trade and Other Payables	41,58,424	-	23,82,589	24,524
Trade and Other Receivables	30,67,429	1,39,500	26,72,875	27,783
<b>Total</b>	<b>1,10,05,082</b>	<b>71,87,949</b>	<b>91,61,767</b>	<b>28,24,256</b>

#### b) Interest Rate Risk

The Company's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	Amount (₹ in Lakhs)	
	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
<b>Borrowings</b>	18,088.57	9,092.58
Interest rate increase by 100 Basis Points	128.21	64.45
Interest rate decrease by 100 Basis Points	(128.21)	(64.45)
<b>Fixed Deposits</b>	212.04	184.10
Interest rate increase by 100 Basis Points	(1.50)	(1.30)
Interest rate decrease by 100 Basis Points	1.50	1.30

#### c) Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of Raw Material. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

The Company's commodity price risk is managed centrally through well-established trading operations and control processes.

### 33. Capital Management

The primary objective of the Company's capital management is to maximize the shareholders' interest safeguard its ability to continue as a going concern and reduce its cost of capital. Company is focused on keeping strong total equity base to ensure independence security as well as high financial flexibility for potential future expansion required if any. Company's capital for capital management includes long term debt and total equity. As at March 31, 2021, March 31, 2020 and April 1, 2019 total capital is ₹25,841.05 lakhs and ₹17,793.23 lakhs and ₹15,287.64 lakhs respectively. No changes were made in the objectives policies or processes for managing capital during the year ended March 31, 2021 and March 31, 2020.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

- 34. A)** The Security except as detailed in Clause B, Clause C and Clause D below created under a security trust (presently with IL&FS Trust Company Limited as trustee) shall rank pari-passu for multiple lenders without any preference or priority of one lender over the other.
- i. For Term Loan Facility
    - a) 1<sup>st</sup> Pari Passu Charge on all Fixed Assets (Movable and Immovable excluding assets financed by Saraswat Co-Operative Bank Ltd. Wherein working capital lenders will have second pari passu charge
    - b) 2<sup>nd</sup> Pari Passu Charge on current Assets
  - ii. For Working Capital (CITI bank, SVC bank, Saraswat Bank and Standard Chartered Bank)
    - a) 1<sup>st</sup> Pari Passu Charge on the Current Assets and also on all the Fixed Assets (Movable and Immovable) of the Company (excluding assets financed by Saraswat Co.Operative Bank Ltd. Wherein working capital lenders will have second pari passu charge)
 

(Working Capital Limits Includes Packing Credit, Post Shipment Credit Buyers, Credit Cash Credit, Letter of Credit, Working Capital Demand Loan, etc)
- B)** Office Premises at Thane is exclusively Mortgaged / Hypothecated to Aditya Birla Finance Limited
- C)** Loan for Motor Vehicle are secured against respective Motor Vehicles for which Loan is obtained.
- D)** For Term Loan from Saraswat Bank: First Charge with Sarawat Bank on Movable Fixed Assets and Immovable Properties of the company and Second Pari Passu charge allocated for Multiple working capital lenders of the company.
- E)** Further All borrowings are secured by personal guarantees of the directors Mr. S. K. R. Bajaj Mr. Anil C. Jain.
- 35.** In opinion of the Directors Current Assets Loans and advances have the value at which they are stated in the Balance Sheet if realized in the ordinary course of business. All the outstanding liabilities other than those stated under contingent liabilities have been provided for.
- 36.** The balance of Sundry Debtors Creditors and Loans & Advances are subject to confirmations and reconciliation.
- 37.** Since no specific intimation has been received from any of the suppliers regarding the status of their registration as Micro Small or Medium as defined under Micro Small and Medium Enterprises Department (MSMED) Act 2006 as at 31<sup>st</sup> March 2021 disclosure relating to amounts unpaid as at the year end if any have not been furnished. However the Company has been regular in paying to the Vendors as per agreed terms and conditions and hence the management feels there are no requirements for any provision towards interest.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 38. Tax expense

Particulars	Amount (₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>a) Income tax recognised in profit &amp; loss account</b>		
Current tax	3,497.41	910.00
Earlier year tax	23.73	23.44
Deferred tax	49.93	148.91
<b>Total Income Tax Expenses</b>	<b>3,571.07</b>	<b>1,082.35</b>
Profit before tax	11,881.97	3,606.02
Company's domestic tax rate	29.12%	29.12%
Tax on profit before tax	3,460.03	1,050.07
Tax effect of		
Expenses not allowed in income tax	730.11	512.01
Income not considered for Tax purpose	(719.21)	(510.80)
Adjustment for Earlier Years	23.73	23.44
Others	76.41	7.63
<b>Total</b>	<b>3,571.07</b>	<b>1,082.35</b>

## 39. Other

Previous year's figures have been regrouped/rearranged/reworked wherever necessary and possible so as to confirm to current year's classification

## 40. Employee Benefits

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Employer's Contribution to Provident and Pension Fund	211.52	128.55	99.27

### Defined Benefit Plan

i. Reconciliation of opening and closing balances of Defined Benefit Obligation:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Defined Benefit Obligation at beginning of the year	271.64	209.22	173.38
Interest Cost	18.32	16.14	13.34
Past Service Cost	0.00	0.00	0.00
Current Service Cost	41.02	32.37	26.55
Actuarial (Gain) / Loss	29.74	23.64	3.00
Benefits Paid	-9.88	-9.73	-7.05
Defined Benefit Obligation at year end	350.85	271.64	209.22

ii. Reconciliation of opening and closing balances of fair value of Plan Assets:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Fair value of Plan Assets at beginning of year	152.15	126.25	96.20
Fair value of Plan Assets at year end	187.36	152.15	126.25

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

### iii. Reconciliation of fair value of Assets and Obligations:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Fair value of Plan Assets	187.36	152.15	126.25
Present value of Obligation	350.85	271.64	209.22
Net Liability recognised in Balance Sheet	163.49	119.49	82.97

### iv. Expenses recognized during the year:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Current Service Cost	41.02	32.37	26.55
Interest Cost	18.32	16.14	13.34
Expected Return on Plan Assets	(10.26)	(9.74)	(7.40)
Actuarial (Gain) / Loss	30.46	25.51	3.62
Net Cost	79.54	64.28	36.11

### v. Actuarial Assumptions:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
Discount Rate (%)	6.75	6.75	7.70
Expected Return on plan assets (%)	6.75	6.75	7.70
Rate of escalation in Salary (per annum) (%)	5.00	5.00	5.00

### vi. Sensitivity Analysis:

Particulars	Amount (₹ in Lakhs)	
	March 31, 2021	March 31, 2020
Defined Benefit Obligation (Base)	350.85	271.64

Particulars	Amount (₹ in Lakhs)			
	March 31, 2021		March 31, 2020	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	389.15	318.26	301.54	246.15
(% change compared to base due to sensitivity)	10.90%	-9.30%	11.00%	-9.40%
Salary Growth Rate (-/+1%)	317.76	389.05	245.52	301.77
(% change compared to base due to sensitivity)	-9.40%	10.90%	-9.60%	11.10%
Attrition Rate (-/+1%)	346.67	353.43	260.90	279.20
(% change compared to base due to sensitivity)	-1.20%	0.70%	-4.00%	2.80%
Mortality Rate (-/+1%)	350.78	350.92	271.52	271.77
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

### 41. Expenditure in Foreign Currency:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
CIF Value of Import in	20,934.60	12,002.64	13,278.71
Other Expenses in	226.97	109.67	148.70

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 42. Income in Foreign Currency:

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
FOB Value of exports in	21,789.77	9,465.58	7,888.34

## 43. Research and Development Expenditure:

- All revenue expenditure on research and development are charged to the profit and Loss Account. Fixed Assets used for research and development are capitalized.
- The Company has obtained renewed approval for In-house R&D Facility from the Department of Scientific and Industrial Research (DSIR) vide letter No. TU/IV-RD/4031/2019 dated 01<sup>st</sup> May 2019 for the purpose of section 35(2AB) of the Income Tax Act, 1961 valid till 31<sup>st</sup> March 2022 subject to the condition underline therein.
- There under, the company has claimed a weighted deduction of 150% of the following expenditure incurred wholly and exclusively for the Research & Development Activity so approved.

Particulars	Amount (₹ in Lakhs)		
	2020-21	2019-20	2018-19
<b>Revenue Expenditure:</b>			
Salary Expenses of R&D Personnel	89.78	68.00	102.03
R&D Chemical Purchase	328.64	117.06	45.42
Stores & Spares & Consumables in R&D	-	6.01	-
Travelling & Other Exp.	0.98	1.04	0.18
Common Utilities Expenses	33.82	30.85	23.21
<b>Capital Expenditure:</b>			
Laboratory Equipment	3.53	18.03	61.55
<b>Total</b>	<b>456.74</b>	<b>241.00</b>	<b>232.39</b>

## 44. Contingent Liabilities and Commitments (to the extent not provided for):

### Claim Against company not acknowledged as debts:

- High Court of Justice Business and Property Courts of England and Wales in a business dispute has passed the order against the Company to pay GBP 646883.39 to a Debtor which shall however be subject deduction of outstanding receivable from such Debtor of USD 513946.20. Further the Court has yet to pass the order quantifying the Interest payable on differential amount. The Company has estimated the net claim which could be payable to this Debtor at ₹275.26 lakhs. (Plus Applicable interest as quantified).The Company is exploring the remedy against the order and its enforceability.
- Central Excise Custom Duty, Central Sales Tax, GVAT Liabilities and Income Tax Liabilities ₹493.72 lakhs Plus Applicable Interest (Previous year ₹457.84 lakhs). This represents the demands made by authorities which in opinion of company are not sustainable and appeals are pending with appropriate authority.

The details of claim against company not acknowledged as debts are as under:

Sr. No	Nature of Liability	Name of Statute	Amount (₹ in Lakhs)	Period which the amount relates	Forum where the dispute pending
<b>A. Appeal filed by Company</b>					
1	Excise Duty	Central Excise Act 1944	1.90	2007-08	CESTAT Mumbai
2	Excise Duty	Central Excise Act 1944	67.61	2007-08	CESTAT Mumbai
3	Central Sales Tax	Central Sales Tax (Gujarat) Rules 1970	23.07	2014-15	Deputy Commissioner of Commercial Tax (Appeals) Baroda
4	Central Sales Tax	Central Sales Tax (Gujarat) Rules 1970 and Sales Tax Act 1956	9.48	2016-17	Assistant Commissioner of Commercial Tax (ADM), Joint Commissioner of Commercial Tax, Division-5, Vadodara Baroda

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Sr. No	Nature of Liability	Name of Statute	Amount (₹ in Lakhs)	Period which the amount relates	Forum where the dispute pending
5	Central Sales Tax	Central Sales Tax (Gujarat) Rules 1970 and Sales Tax Act 1956	8.59	2017-18	Assistant Commissioner of Commercial Tax (ADM), Joint Commissioner of Commercial Tax, Division-5, Vadodara Baroda
6	Income Tax	Income Tax Act, 1961	17.82	2017-18	Commissioner of Income Tax (Appeals)
<b>B. Appeal filed by Department</b>					
87	Custom Duty	Central Excise Act 1944 and Customs Act 1962	365.25	December 2003 to December 2005	CESTAT Mumbai
<b>Total</b>			<b>493.72</b>		

- Letter of credits issued by Banks USD 16,78,647/- (Previous Year USD 25,46,598/-)
- Bank Guarantee issued by Bank amount of ₹511.47 lakhs (Previous Year ₹184.10 lakhs) to MGVC, MPCB, Customs etc.
- Estimated amount Capital Commitment for purchase plant and machinery ₹254.48 lakhs (Previous Year ₹1,650 lakhs).

## 45. Related party disclosure

### A. List of related party

**Names of related parties with whom transactions have taken place during the year:**

Key Management Personnel-Category I	Mr. S. K. R. Bajaj - CMD Mr. Anil C. Jain - JMD Mr. Dhananjay S. Hatle - Director Ms. Namrata S. Bajaj - Director Mr. Rupesh H. Nikam - Director & CFO Mr. Pakshal A. Jain - Director
Relative of key management personnel-Category II	Ms. Babita Bajaj Ms. Padma Jain Mr. Siddhesh Hatle Ms. Gayatri Hatle Ms. Khushi Jain
Enterprises owned or significantly influenced by key management personnel or their relatives-Category III	Bajaj Health & Nutritions Pvt Ltd Bansal Pharma Ltd Bajaj Sindhudurg Rice Mills Limited
Enterprise owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the Firm-Category IV	Nil

### Transactions with related parties during the year

Sr. No.	Particulars	Year ended	Amount (₹ in Lakhs)			
			Category I	Category II	Category III	Category IV
1	Remuneration	March 21	148.59	-	-	-
		March 20	(133.89)	-	-	-
2	Interest Paid (net of interest recd)	March 21	-	-	6.02	-
		March 20	(5.46)	-	(23.36)	-
3	Sponsorship For Education	March 21	-	5.73	-	-
		March 20	-	(8.99)	-	-

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

						Amount (₹ in Lakhs)
Sr. No.	Particulars	Year ended	Category I	Category II	Category III	Category IV
4	Balance outstanding of Long Term Unsecured loan taken	March 21	-	-	-	-
		March 20	-	-	(60.43)	-
		April 19	-	-	(120.02)	-
5	Balance outstanding of Short Term Unsecured loan taken	March 21	-	-	-	-
		March 20	-	-	(39.86)	-
		April 19	(106.03)	-	(113.68)	-
6	Advance For Purchase	March 21	-	-	-	-
		March 20	-	-	(262.00)	-
		April 19	-	-	-	-
7	Purchase of Assets	March 21	-	-	-	-
		March 20	-	-	(6.82)	-
		April 19	-	-	-	-
8	Investment in Preference Shares	March 21	-	-	-	-
		March 20	-	-	(500.00)	-
		April 19	-	-	-	-

Note: Amount shown in brackets represents the amount of previous year.

#### Long Term Borrowings Include:

Sr. No.	Name of the Party	Year	Opening	Closing
1	Bajaj Health & Nutrition Pvt Ltd	March 21	60.43	-
		March 20	(120.02)	(60.43)
		April 19	(167.89)	(120.02)

#### Short Term Borrowings Include:

Sr. No.	Name of the Party	Year	Opening	Closing
1	Bajaj Health & Nutrition Pvt Ltd	March 21	22.64	Nil
		March 20	(102.61)	(22.64)
		April 19	(297.38)	(102.61)
2	Bansal Pharma Limited	March 21	17.23	Nil
		March 20	(11.08)	(17.23)
		April 19	(38.08)	(11.08)
3	Mr. S. K. R. Bajaj	March 21	Nil	Nil
		March 20	(98.72)	(Nil)
		April 19	(Nil)	(98.72)
4	Mr. Anil C. Jain	March 21	Nil	Nil
		March 20	(7.32)	(Nil)
		April 19	(Nil)	(7.32)
5	Ms. Namrata Bajaj	March 21	Nil	Nil
		March 20	(Nil)	(Nil)
		April 19	(0.48)	(Nil)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## Advance to Suppliers Include:

Sr. No.	Name of the Party	Year	Opening	Closing
1	Bajaj Sindhudurg Rice Mills Limited	March 21	262.00	-
		March 20	-	(262.00)
		April 19	-	-

## Investment in 7.5% Optionally Convertible Non-cumulative Preference Shares:

Sr. No.	Name of the Party	Year	Opening	Closing
1	Bajaj Sindhudurg Rice Mills Limited	March 21	500.00	-
		March 20	-	(500.00)
		April 19	-	-

Note: Amount shown in brackets represents the amount of previous year.

## Income and Expenditure:

- Remuneration includes payment to Mr. S.K.R. Bajaj ₹48.00 lakhs (P.Y. ₹48.00 lakhs) Mr. Anil C. Jain ₹48.00 lakhs (PY ₹46.00 lakhs) to Mr. Dhananjay S. Hatle ₹19.52 lakhs (PY ₹13.59 lakhs) to Ms. Namrata Bajaj ₹10.15 lakhs (PY ₹10.15 lakhs) to Mr. Rupesh H. Nikam ₹18.18 lakhs (PY ₹16.15 lakhs) to Pakshal C. Jain ₹4.73 lakhs (PY ₹ NIL/-)
- Interest payment includes payment to Bansal Pharma Ltd ₹2.14 lakhs (PY ₹2.05 lakhs) to Bajaj Health and Nutritions Pvt Ltd ₹3.88 lakhs (₹21.31 lakhs) to Mr. S. K. R. Bajaj ₹ NIL (PY ₹4.70 lakhs) and to Mr. Anil C. Jain ₹ NIL (PY ₹0.76 lakhs).
- Sponsorship payment for education includes payment made to Ms. Gayatri Hatle ₹1.22 lakhs (PY ₹1.22 lakhs); to Mr. Siddhesh Hatle ₹1.65 lakhs (PY ₹1.70 lakhs); to Mr. Pakshal A. Jain ₹ NIL (PY ₹3.15 lakhs) to Ms. Khushi Jain ₹2.86 lakhs (PY ₹2.92 lakhs).
- Purchase of assets includes purchase from Bajaj Sindhudurg Rice Mills Limited ₹ NIL (PY ₹6.82 lakhs).

Note: Amount shown in brackets represents the amount of previous year.

## 46. Segment Reporting

### Primary segment (Business segment)

Amount (₹ in Lakhs)

Sr No	Particulars	March 21	March 20
<b>A</b>	<b>Segment Revenue</b> (Excluding Intersegment Revenue)		
	Bulk Drugs	59,336.46	38,607.49
	Formulations	6,361.92	2,464.31
	<b>Total</b>	<b>65,698.38</b>	<b>41,071.80</b>
	<b>InterSegment Revenue</b>		
	Bulk Drugs	2,586.87	2,108.98
	Formulations	210.83	86.18
	<b>Total</b>	<b>2,797.69</b>	<b>2,195.15</b>
	<b>Gross Segment Revenue</b> (Including Intersegment Revenue)		
	Bulk Drugs	61,923.32	40,716.46
	Formulations	6,572.75	2,550.49
	<b>Total</b>	<b>68,496.07</b>	<b>43,266.95</b>



# NOTES TO THE FINANCIAL STATEMENTS

 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

Amount (₹ in Lakhs)

Sr No	Particulars	March 21	March 20
<b>B</b>	<b>II. Segment Results</b>		
	Profit / (Loss) Before Tax & Finance Cost		
	Bulk Drugs	13,924.25	6,330.53
	Formulations	985.43	(224.92)
	<b>Total</b>	<b>14,909.68</b>	<b>6,105.61</b>
	Less: Interest	829.60	644.93
	Other Unallocable Expenditure (Net)	2,198.12	1,854.66
	<b>Total Profit Before Tax</b>	<b>11,881.97</b>	<b>3,606.02</b>
<b>C</b>	<b>I. Segment Assets</b>		
	Bulk Drugs	50,063.51	31,563.91
	Formulations	2,499.35	2,230.65
	Others	0.31	500.31
	<b>Total</b>	<b>52,563.17</b>	<b>34,294.87</b>
	<b>II. Segment Liabilities</b>		
	Bulk Drugs	25,743.74	15,489.68
	Formulations	484.92	584.70
	Others	493.46	427.25
	<b>Total</b>	<b>26,722.12</b>	<b>16,501.64</b>
	<b>III. Capital Employed</b>		
	<b>Total Capital Employed</b>	<b>25,841.05</b>	<b>17,793.23</b>
	<b>Total (II+III)</b>	<b>52,563.17</b>	<b>34,294.87</b>

## Information about Secondary Segments: Geographical

Particulars	Amount (₹ in Lakhs)	
	India	2020
Revenue from Operations	43,945.85	31,733.62
	Outside India	
	2021	2020
Revenue from Operations	21,752.53	9,267.22
	Total	
	2021	2020
Revenue from Operations	65,698.38	41,000.84

### Business Segment:

The Company has Disclosed Business Segment as the Primary Segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organizational structure and internal reporting system.

The Company's Operations predominantly relate to manufacture of Bulk Drugs business. Other Business Segments Comprises Formulation of medicines and sell it to end user.

### Segment Revenue:

Segment Revenue & Segment Results include the respective amounts identifiable to each of the Segments as also amounts allocated on reasonable basis.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

## 47. Corporate Social Responsibility (CSR)

- (a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹52.87 lakhs (Previous Year ₹40.36 lakhs)
- (b) Expenditure related to Corporate Social Responsibility is ₹227.88 lakhs (Previous Year ₹49.05 lakhs)

Particulars	Amount (₹ in Lakhs)	
	2021	2020
Health	6.58	21.54
Education	7.85	27.51
Disaster Covid	213.46	0.00
	<b>227.88</b>	<b>49.05</b>

## 48. Impact of COVID-19

The spread of Covid-19 is having an unprecedented impact on people and economy. This has impacted our operations and results for the year ended March 31, 2021 to some extent. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of trade receivables, tangible assets, intangible assets and investments. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic. The Company, as at the date of approval of these financial statements has used internal and external sources of information. The impact assessment of COVID-19 is a continuing process given the uncertainties and the Company will continue to closely monitor the developments.

As per our report of even date attached

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No.: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No.: 039524

Place: Thane

Date: 09<sup>th</sup> June, 2021

For and on behalf of the Board

For **Bajaj Healthcare Limited**

Sd/-

**S. K. R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Sd/-

**Rupesh Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN: 00226137

Sd/-

**Aakash Keshari**

Company Secretary

# NOTICE

**NOTICE** is hereby given that the 28th (Twenty Eighth) Annual General Meeting of the Members of Bajaj Healthcare Limited will be held on Thursday, September 30, 2021 at 1.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2021 together with the Reports of the Directors and Auditors thereon.
2. To declare final and special dividend on equity shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Rupesh Nikam (DIN 07007815), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2022 and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹3,00,000/- (Rupees Three Lakhs Only) plus taxes and reimbursement of out of pocket expenses

## NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 28th (Twenty Eighth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by

at actuals, if any, incurred in connection with the audit payable to M/s. V. J. Talati & Co., Cost Accountants who are appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the financial year ending 31st March, 2022, be and is hereby ratified and confirmed."

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

For and On Behalf of Board of Directors

Sd/-  
**Sajankumar Bajaj**  
Chairman and Managing Director  
DIN: 00225950

**Registered office:**  
602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West), Thane - 400604.

Date: 03rd August, 2021.

Place: Thane

The Institute of Company Secretaries of India, the venue of the 28th AGM shall be deemed to be the Registered Office of the Company situated at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39a, B-39 A/1, Road No.23, Wagle Industrial Estate, Thane (West) - 400 604

2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 28th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the "Act"), in respect of special businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No(s). 4, above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. 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/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at investor@bajajhealth.com.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice.
8. The details required under Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors / persons proposed to be appointed / re-appointed at this AGM form a part of this Notice.
9. All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode along with the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act. Members are requested to write to the Company on investors@bajajhealth.com for inspection of said documents.
10. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Link Intime India Private Limited, having their office at C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.
11. Dividend related information.
  - i. Final dividend and Special dividend for the financial year ended 31st March, 2021, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of AGM, to those members whose names appear on the Register of Members as on Wednesday, 29th September, 2021.
  - ii. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
  - iii. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
  - iv. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such shareholder by post.
  - v. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.
  - vi. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

#### **DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**

12. In compliance with MCA Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's

report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2020-21 and Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members.

**13. Green Initiative:**

- a. To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- b. In case of any change in e-mail ID already registered by the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective DP in respect of Shares held in electronic form.

**14. Nomination:**

- a. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

**15. Submission of PAN:**

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company.

Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a) Transferees and Transferors PAN Cards for transfer of shares
- b) Legal Heirs'/Nominees' PAN Card for transmission of shares
- c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- d) Joint Holders' PAN Cards for transposition of shares.

**16. Share Transfer permitted only in Demat:**

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.

**17. Updation of Records:**

- a) Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, Email- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- c) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- d) Members who have not updated their bank account details for receiving the dividends directly in their bank accounts and who have not yet registered their email addresses are requested to get their details registered/ updated with Link Intime India Private Limited, Registrar and Transfer Agent of the Company, on a temporary basis at [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html).

18. SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
19. **Voting:**
- All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. September 23, 2021 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.
- I) INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM**
- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, 28th September 2020, 31st December 2020 and 23rd June 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.
- c. The attendance of the Members attending the AGM/ through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/ has been uploaded on the website of the Company at [www.bajajhealth.com](http://www.bajajhealth.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
- e. Mr. Haresh Sanghvi, Practicing Company Secretary (Membership no. 2259; FCS 3675) is appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM, in a fair and transparent manner.
- f. The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within two working days after the conclusion of the AGM.
- g. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., [www.bajajhealth.com](http://www.bajajhealth.com) immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and the Stock Exchange, viz., BSE Limited, where the Equity Shares of the Company are listed.
- h. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Thursday, September 23, 2021 may obtain the login details in the manner as mentioned below.
- THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- (i) The voting period begins on Monday, 27th September, 2021 at 10.00 am (IST) and ends on Wednesday, 29th September, 2021 at 5.00 pm (IST). During this period, the Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23rd September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login Type	Helpdesk Details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (2) Click on "Shareholders" module.
  - (3) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (4) Next enter the Image Verification as displayed and Click on Login.
  - (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>Permanent Account Number (PAN*)</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the "Bajaj Healthcare Limited" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



## (xvi) Facility for Non – Individual Shareholders and Custodians-Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates modules.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@bajajhealth.com](mailto:investors@bajajhealth.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at [investors@bajajhealth.com](mailto:investors@bajajhealth.com). Other Shareholders may send in their queries at least a week in advance to the Company at [investors@bajajhealth.com](mailto:investors@bajajhealth.com) to facilitate clarifications during the Meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@bajajhealth.com](mailto:investors@bajajhealth.com). These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

For and on Behalf of Board of Directors

Sd/-

**Sajankumar Bajaj**

*Chairman and Managing Director*

DIN: 00225950

**Registered office:**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West), Thane -400 604.

Date: 03rd August, 2021

Place: Thane

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.****Item No. 4:**

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 9th June, 2021, had approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants, as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2022, at a remuneration not exceeding ₹3 Lakhs (Rupees Three Lakhs only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s. V. J. Talati & Co., Cost Accountants have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending on 31st March, 2022. The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

For and on Behalf of Board of Directors

Sd/-

**Sajankumar Bajaj**

*Chairman and Managing Director*

DIN: 00225950

**Registered office:**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane (West), Thane -400604.

Date: 03rd August, 2021.

Place: Thane.

Particulars of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name	Mr. Rupesh Nikam
Nationality	India
Date of Birth	12/11/1983
Age	38 years
Brief Resume & Qualification	Mr. Rupesh Nikam is a Member of the Institute of Chartered Accountants of India (ICAI). He is working with the Company for over a decade and handles the entire portfolio of Accounts, Finance, Taxation, Costing, Auditing of Bajaj Healthcare Limited.
Date of Appointment / Re-appointment	01/11/2014
Directorship held in other Listed Entities	NIL
Membership / Chairmanship of other Public Companies	NIL
Number of shares held in the Company	NIL
Disclosure of relationship	None





**BAJAJ HEALTHCARE LIMITED**

602-606 Bhoomi Velocity Infotech Park

Plot No. B-39, B-39/A, Road No. 23

Wagle Ind. Estate, Thane West

Thane - 400 064

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**CIN:** L99999MH1993PLC072892