

**THRU ONLINE FILING**

**July 11, 2023**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 023

Dear Sir,

**Sub: Annual Report 2022-23**

We are enclosing herewith copy of our Annual Report for the financial year ended 31<sup>st</sup> March, 2023 for your perusal and record.

Kindly acknowledge the receipt.

Thanking you

Yours faithfully  
For Makers Laboratories Limited

Surbhi Sharma  
Company Secretary  
ACS 66485



**ANNUAL REPORT 2022-23**

**MAKERS LABORATORIES LIMITED**



## ***Five Years' Highlights (Standalone)***

(₹ Lacs)

	2018-19	2019-20	2020-21	2021-22	<b>2022-23</b>
Total Income	4919.67	5162.21	4482.54	5322.37	<b>4368.40</b>
Profit Before Tax	301.62	24.90	(207.41)	31.32	<b>(677.57)</b>
Profit /(Loss) After Tax	244.88	(12.38)	(161.66)	17.18	<b>(636.09)</b>
Share Capital	491.70	491.70	491.70	491.70	<b>590.04</b>
Reserves & Surplus	3678.45	3970.23	4470.40	4538.32	<b>5238.42</b>
Net Worth	4170.15	4461.93	4962.10	5030.02	<b>5828.46</b>
Earnings Per Share (₹)	4.98	(0.25)	(3.29)	0.34	<b>(10.58)</b>
Book Value Per Share (₹)	84.81	90.74	100.92	102.30	<b>98.78</b>

**BOARD OF DIRECTORS**

R. K. P. Verma	- Chairman / Independent Director	(DIN 02166789)
Vishal Jain	- Independent Director	(DIN 00137986)
Dipti Shah	- Independent Director	(DIN 07995542)
Prashant Godha	- Non-Independent Director	(DIN 00012759)
Saahil Parikh	- Wholetime Director	(DIN 00400079)
Nilesh Jain	- Wholetime Director	(DIN 05263110)

**COMPANY SECRETARY**

Surbhi Sharma (ACS 66485)

**AUDITORS**

Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Regn. No. 106971W  
903-904, 9th Floor, Raheja Chambers  
213, Nariman Point,  
Mumbai-400 021

**COST AUDITORS**

Kale & Associates  
Cost Accountants  
703, Sushila CHS,  
Kaka Sohni Marg,  
Off Gadkari Marg,  
Thane (West) 400 602

**BANKERS**

Yes Bank Ltd.

**REGISTERED OFFICE**

54-D, Kandivli Industrial Estate,  
Charkop, Kandivli (West),  
Mumbai 400 067  
Tel : 022 - 2868 8544 Fax : 022 - 2868 8544

**REGISTRARS & SHARE TRANSFER AGENTS**

Link Intime India Private Limited  
C-101, 247 Park,  
LBS Marg, Vikhroli (West)  
Mumbai – 400 083  
Tel : 022 - 4918 6000 Fax : 022 - 4918 6060

**WORKS**

Plot No. 29/3, Phase III,  
GIDC Industrial Estate,  
Naroda, Ahmedabad 382 330  
Gujarat.  
Tel : 079 - 2281 3057  
Fax : 079 - 2282 2133

Plot No. 30/4, Phase III,  
GIDC Industrial Estate,  
Naroda, Ahmedabad 382 330  
Gujarat.  
Tel : 079 - 2281 3057  
Fax : 079 - 2282 2133

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NOTICE is hereby given that the 38<sup>th</sup> ANNUAL GENERAL MEETING (AGM) of Makers Laboratories Limited will be held on Monday, 14<sup>th</sup> August, 2023 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Prashant Godha (DIN 00012759) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. R. K. P. Verma (DIN 02166789), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another (second) term of five (5) consecutive years with effect from 13<sup>th</sup> February, 2024 till 12<sup>th</sup> February, 2029.

RESOLVED FURTHER THAT pursuant to the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulation, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/ GN/ 2018/ 10 dated 09<sup>th</sup> May, 2018 and all other applicable provisions of Listing Regulations, the Companies Act, 2013 and Rules framed thereunder and such other applicable laws, rules, regulations, guidelines (“other applicable laws”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company do hereby approve continuation of directorship till 12<sup>th</sup> February, 2029 of Mr. R. K. P. Verma (DIN 02166789) Independent Director of the Company, even after his attaining the age of 75 (seventy five) years on 22<sup>nd</sup> March, 2024.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby accords its approval to the re-appointment of and remuneration payable to Mr. Saahil Parikh (DIN 00400079) as the Wholetime Director of the Company for a further period of three (3) years commencing 11<sup>th</sup> August, 2023 to 10<sup>th</sup> August, 2026 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee of the Board and as set out in the agreement dated 22<sup>nd</sup> May, 2023 entered into between the Company and Mr. Saahil Parikh, a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting, which agreement is hereby specifically approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) as applicable and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/transactions with M/s. Ipca Laboratories Limited, a related party, on such terms and conditions as may be mutually agreed upon, to purchase, sell or supply any materials, goods, plant & machineries or capital goods and also availing of / rendering of services like contract manufacturing services or loan license manufacturing services or renting of premises, loans/advances and interest payment or provision of any other services, the value of which all taken together may exceed ten per cent of the turnover of the Company subject to however that the value of all the transactions aforesaid during any financial year shall not exceed in aggregate an amount of Rs.30 crores (Rupees Thirty Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and such other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, M/s. Kale & Associates, Cost Accountants (Firm Registration No. 001819) who have been appointed as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24 be paid remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) plus applicable tax and reimbursement of traveling and other out of pocket expenses.”

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 to 6 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on 22<sup>nd</sup> May, 2023 considered that the special business under Item Nos. 3 to 6 being considered unavoidable, be transacted at the 38<sup>th</sup> AGM of the Company.
2. General instructions for accessing and participating in the 38<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
  - a. In view of the outbreak of the COVID-19 pandemic, and pursuant to General Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 38<sup>th</sup> AGM shall be the registered office of the Company situated at Plot No. 54D, Kandivli Industrial Estate, Kandivli (West), Mumbai – 400 067.
  - b. In terms of the circulars issued by MCA since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 38<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting and for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility and e-Voting.

- c. The Members can join the AGM in the VC/OAVM mode between 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first come first served basis.
  - d. Since the AGM will be held through VC/OAVM Facility, the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.
  - e. 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 the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
  - f. In line with the circulars issued by MCA and SEBI, the Notice of the 38<sup>th</sup> AGM will be available on the website of the Company at [www.makerslabs.com](http://www.makerslabs.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - g. Attendance of the Members participating in the 38<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - h. 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 the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection on the website of the Company by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@makerslabs.com](mailto:investors@makerslabs.com).
  - i. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
  - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with circulars issued by MCA and SEBI in this regard, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 38<sup>th</sup> AGM and facility for those Members participating in the 38<sup>th</sup> AGM to cast vote through e-Voting system during the 38<sup>th</sup> AGM.
  - k. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars issued by MCA and SEBI from time to time.
3. The Instructions for Members for Remote E-Voting and joining General Meeting are as under:-
- a. The remote e-voting period begins on Friday, 11<sup>th</sup> August, 2023 at 9.00 a.m. and ends on Sunday, 13<sup>th</sup> August, 2023 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting



thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 7<sup>th</sup> August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 7<sup>th</sup> August, 2023.

- b. Any person who is not a Member as on the cut off date should treat this notice for information purpose only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- c. How do I vote electronically using NSDL e-Voting system?

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

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

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





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

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and 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>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

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

2. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
4. Now, you will have to click on “Login” button.
5. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@makerslabs.com](mailto:scrutinizer@makerslabs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@makerslabs.com](mailto:investors@makerslabs.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@makerslabs.com](mailto:investors@makerslabs.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. The instructions for members for e-voting on the day of the AGM are as under :
  - a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
6. Instructions for Members for attending the AGM through VC/OAVM are as under:
  - a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - b. Members are encouraged to join the meeting through laptops for better experience.
  - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. 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.

- e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@makerslabs.com](mailto:investors@makerslabs.com). The same will be replied by the Company suitably.
7. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 7<sup>th</sup> August, 2023.
8. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 38<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. 7<sup>th</sup> August, 2023, may obtain the User ID and password by sending a request to the Company's email address [investors@makerslabs.com](mailto:investors@makerslabs.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM.
10. Ms. Jigyasa N. Ved (Membership No. FCS6488 CP6018) or failing her Mr. P. N. Parikh (Membership No. FCS327 CP1228) or failing them Mr. Mitesh Dhaliwala (Membership No. FCS8331 CP9511) of M/s. Parikh & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process (including e-Voting at the meeting) in a fair and transparent manner.
11. During the 38<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 38<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 38<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 38<sup>th</sup> AGM.
12. The Scrutinizer shall after the conclusion of e-Voting at the 38<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 38<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.makerslabs.com](http://www.makerslabs.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited (BSE).
14. Pursuant to the circulars issued by MCA and SEBI from time to time, in view of the prevailing pandemic situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the 38<sup>th</sup> AGM and the Annual Report for the financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2023, the Auditors Reports and Directors Report are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s and who wish to receive the Notice of the 38<sup>th</sup> AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [investors@makerslabs.com](mailto:investors@makerslabs.com)
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
15. The Notice of the 38<sup>th</sup> AGM and the Annual Report for the financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2023, will be available on the website of the Company at [www.makerslabs.com](http://www.makerslabs.com) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of 38<sup>th</sup> AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Members are requested to:
- (a) intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;
  - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
  - (c) encash the dividend warrants on their receipt as dividend amounts remaining unclaimed for seven years are required to be transferred to the 'Investor Education and Protection Fund' established by the Central Government under the provisions of the Companies Act, 2013. Pursuant to Section 124(5) of the Companies Act, 2013, all unclaimed dividend declared and paid upto dividend for the financial year 2014-15 have been transferred by the Company to the Investor Education and Protection Fund. Members who have not encashed their dividend warrants for subsequent period are requested to encash the same immediately.
  - (d) Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF). The shareholders who wish to claim the said shares from the IEPF may claim the same by filing e-form No. IEPF-5 as prescribed under the said Rules available on [iepf.gov.in](http://iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.
  - (e) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. (Link Intime) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN), KYC details and nomination by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the said details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit these details to Link Intime India Pvt. Ltd. SEBI vide its circular dated 16<sup>th</sup> March, 2023 has mandated the RTA's to freeze the folios not having these details after 1<sup>st</sup> October, 2023.

17. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019 except in case of transmission or transposition or for re-lodged transfer requests. Further, SEBI vide its circular dated 2<sup>nd</sup> December, 2020 had fixed 31<sup>st</sup> March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares re-lodged for transfer shall be issued only in demat mode. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.
18. The information required to be provided regarding the directors seeking appointment / re-appointment is furnished in the Report on Corporate Governance, which is annexed.

Registered Office:  
54-D, Kandivli Industrial Estate  
Kandivli (West)  
Mumbai – 400 067  
Tel : 022 – 28688544  
E-mail: investors@makerslabs.com  
Website: www.makerslabs.com  
CIN: L24230MH1984PLC033389

By Order of the Board  
For Makers Laboratories Limited

Surbhi Sharma  
Company Secretary  
ACS 66485

Mumbai  
22<sup>nd</sup> May, 2023



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

Pursuant to the provisions of the Companies Act, 2013 (the Act), Mr. R. K. P. Verma, (DIN 02166789) was appointed as an Independent Director to hold office for a term of five (5) consecutive years upto 12<sup>th</sup> February, 2024, by the Members of the Company in the 34<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> August, 2019.

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years but shall be eligible for re-appointment on passing a special resolution by the Company for another (second) term of upto five consecutive years on the Board of a Company.

Also, the Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 has issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 ("the Amendment Regulations") which brought amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. One of the said amendments requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of non-executive Directors who have attained the age of seventy-five years. This amendment is effective from April 01, 2019.

Based on the recommendation of Nomination and Remuneration Committee, upon performance evaluation of the Independent Director and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. R. K. P. Verma, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, it is proposed by the Board of Directors to re-appoint him as an Independent Director of the Company for another (second) term of five consecutive years from 13<sup>th</sup> February, 2024 till 12<sup>th</sup> February, 2029.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. R. K. P. Verma for the office of the Independent Director of the Company.

The Company has received declaration from Mr. R. K. P. Verma that he meets the criteria of independence as prescribed under Section 149 of the Act and under Listing Regulations.

Mr. R. K. P. Verma aged 74 years holds a Masters degree in Business Management and holds a Post Graduate Diploma in Industrial Relations and Personnel Management.

He has varied industry experience of nearly 40 years mostly in the pharmaceuticals industry. He was the Managing Director of Goa Antibiotics & Pharmaceuticals Ltd. (June 1999 to February 2001), Managing Director of Tonira Pharma Ltd. (November 2007 to May 2011).

He was also the Managing Director of the Company between February 2001 to August 2004. Currently he is practicing as a Management Consultant and mentor to start-ups.

He is also a Director of Krebs Biochemicals and Industries Limited and Resonance Specialties Ltd., listed Indian companies. He is not a member of any committee of the Board of Krebs Biochemicals and Industries Limited.

He is the Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee and Member of the Audit Committee and Corporate Social Responsibility Committee of Resonance Specialties Ltd.

His knowledge and experience in pharmaceutical industry will be of immense benefit to the Company.

He does not hold any equity shares of the Company.

Mr. R. K. P. Verma is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

The Company has received a declaration from Mr. R. K. P. Verma that he meets the criteria of independence

as prescribed under Section 149 of the Act and under Listing Regulations.

In the opinion of the Board, Mr. R. K. P. Verma fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations, the appointment of Mr. R. K. P. Verma as an Independent Director is now being placed before the Members for their approval.

Details of number of board meetings held and attended by him during his tenure as a Director of the Company is as follows:

Financial year	No. of Board Meetings held in the financial year	No. of Board Meetings attended
2018-19 (Appointed w.e.f 13.02.2019)	6	2
2019-20	5	5
2020-21	6	6
2021-22	5	5
2022-23	6	6

Copy of the draft letter for appointment of Mr. R. K. P. Verma as an Independent Director setting out terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day except Saturday upto the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R. K. P. Verma as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to re-appointment of Mr. R. K. P. Verma as an Independent Director for another (second) term of five consecutive years with effect from 13<sup>th</sup> February, 2024 to 12<sup>th</sup> February, 2029 and for his continuing as an Independent Director upto 12<sup>th</sup> February, 2029 even after his attaining the age of 75 years on 22<sup>nd</sup> March, 2024, for the approval by the shareholders of the Company.

Except R. K. P. Verma, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice. Mr. R. K. P. Verma is not related to any Director or Key Managerial Personnel of the Company.

This Explanatory Statement together with the accompanying Notice of the Annual General Meeting may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

#### Item No. 4

At the meeting of the Board of Directors of the Company held on 22<sup>nd</sup> May, 2023 and as recommended by the Nomination & Remuneration Committee, Mr. Saahil Parikh was re-appointed as the Wholetime Director of the Company for a further period of three (3) years with effect from 11<sup>th</sup> August, 2023 to 10<sup>th</sup> August, 2026. Accordingly, an agreement setting out terms and conditions of his re-appointment including remuneration payable to him is entered into by the Company with Mr. Saahil Parikh, Wholetime Director on 22<sup>nd</sup> May, 2023.

This re-appointment is in compliance with Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and is subject to the approval of the shareholders. The Agreement referred to in the resolution at item 4 of the accompanying notice sets out the remuneration and other terms and conditions applicable to Mr. Saahil Parikh upon his re-appointment as the Wholetime Director.

Mr. Saahil Parikh aged 48 years is a graduate in Bio-Chemistry from Gujarat University. He has also done his Diploma in Management Studies from Ahmedabad Management Association. He is the Wholetime Director of the Company since 11<sup>th</sup> August, 2011 and has experience of about 23 years in the field of Pharma Production, Quality Control, Projects and General Management.

He does not hold directorship in any other Company.

He holds 21,741 equity shares in the Company.

Mr. Saahil Parikh is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

He is the member of Stakeholders Relationship Committee of the Board of Directors of the Company. He is not a member of any Committee of the Board of other companies since he is not a Director on the Board of any other company.

Number of Board Meetings held and attended by him during his tenure as Director of the Company is given in the Company's Corporate Governance Report available on the Company's website.

The abstract of the terms and conditions of his re-appointment as contained in the said Agreement is as follows:

1. Period: Three (3) years with effect from 11<sup>th</sup> August, 2023.
2. The Wholetime Director shall exercise and perform such powers and duties as the Board shall from time to time, determine, and subject to any directions and restrictions, from time to time, given and imposed by the Board, perform all other acts, deeds and things which, in the ordinary course of business, he may consider necessary or proper in the interest of the Company.
3. The Wholetime Director shall devote his whole-time attention and abilities to the business of the Company and shall obey the orders, from time to time, of the Board and in all respects conform to and comply with the directions and regulations made by the Board, and shall use his best endeavours to promote interests of the Company.
4. During the period of his employment the Wholetime Director shall whenever required by the Company undertake such travelling in India and elsewhere as the Board may from time to time direct in connection with or in relation to the business of the Company.
5. The Company shall, in consideration of the performance of his duties, pay to the Wholetime Director during the continuance of this Agreement, the following remuneration :
  - a. Salary of Rs. 3,30,000/- (Rupees Three Lacs Thirty Thousand Only) per month with such increments as may be decided by the Board from time to time subject to a ceiling of Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand Only) per month.
  - b. Commission: Such remuneration by way of commission, in addition to the salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year and as may be determined by the Board of Directors of the Company, subject to the overall ceilings stipulated in Sections 197 and other applicable provisions of the Companies Act, 2013.

The specific amount of commission payable to the Wholetime Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after annual accounts have been adopted by the shareholders.

- c. Perquisites: In addition to the salary and commission the Wholetime Director shall be entitled to the following perquisites :
  - i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the Wholetime Director will be subject to a maximum of thirty per cent of the Salary. In case no accommodation is provided by the Company, the Wholetime Director shall be entitled to

the house rent allowance subject to the said ceiling of 30% of the salary.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of ten per cent of the salary of the Wholetime Director.

- ii. Medical, Hospitalization, Mediclaim and Health-care expenses Reimbursement: Expenses incurred for the Wholetime Director and his family to be paid in accordance with any rules specified by the Company subject to a ceiling of Rs. 50,000/- per annum.
- iii. Leave Travel Concession: For the Wholetime Director and his family, once in a year incurred in accordance with any rules specified by the Company subject to a ceiling of 1 month salary.
- iv. Personal accident insurance: As per the Rules specified by the Company.
- v. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme applicable to the employees of the Company.
- vi. Contribution to National Pension Scheme: Company's contribution to any superannuation fund or national pension scheme shall be in accordance with the rules of the scheme as may be applicable or as may be framed / decided by the Company.

Contribution to provident fund, superannuation fund and national pension scheme will not be included in the computation of perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

- vii. Gratuity : As per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

Contribution to gratuity will not be included in the computation of perquisites.

- viii. Encashment of Leave: Encashment of Leave at the end of the tenure of the Wholetime Director will not be included in the computation of perquisites.

- ix. Car: Provision of car for use on Company's business is not to be considered as perquisites.
- x. Telephone: Telephone(s) at the residence of the Wholetime Director and mobile phone(s) for official use is not to be considered as perquisites.

6. In the event of no profit or inadequacy of profits, the Company shall pay the aforesaid remuneration to the Wholetime Director by way of salary and perquisites as minimum remuneration.
7. The Wholetime Director shall be entitled to annual privilege leave on full salary for a period of thirty days and such leave shall be allowed to be accumulated for not more than ninety days during his tenure of appointment.
8. The Wholetime Director shall be entitled to :
  - a) the reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and
  - b) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.
9. The Wholetime Director shall devote his whole-time attention and abilities to the business of the Company and shall obey the orders, from time to time, of the Board and in all respects conform to and comply with the directions and regulations made by the Board, and shall use his best endeavours to promote interests of the Company.
10. As long as Mr. Saahil Parikh functions as the Wholetime Director, he shall not be paid any sitting fee for attending the Meetings of the Board of Directors or Committee thereof.

11. As long as Mr. Saahil Parikh functions as Wholetime Director, he shall not become interested or otherwise concerned directly or through his wife and/or children, in any selling agency of the Company except with the required consents under the provisions of the Companies Act, 2013.
12. The Wholetime Director shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company or any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets, or secret processes of the Company and the Wholetime Director shall during the continuance of his employment hereunder also use his best endeavor to prevent any other person from so doing provided however that such divulgence or disclosure by the Wholetime Director to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be contravention of this clause.
13. Any property of the company or relating to the business of the Company, including memoranda, notes, records, reports, plates, sketches, plans, recorded diskettes, drives, tapes, electronic memory gadgets or other documents which may be in the possession of or under the control of the Wholetime Director or to which the Wholetime Director has, at any time access shall, at the time of the termination of his employment be delivered by the Wholetime Director to the Company or as it shall direct and the Wholetime Director shall not be entitled to the copyright in any such document which he hereby acknowledges to be vested in the Company or its assigns and binds himself not to retain copies of any of them.
14. If the Wholetime Director shall at any time be prevented by ill health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the Company and supply it with such details as it may reasonably require and if he shall be unable by reasons of ill health or accident or disability for a period of 90 days in any period of twelve consecutive calendar months, to perform his duties hereunder the Company may at its sole discretion forthwith terminate his employment.
15. The Company shall be entitled to forthwith terminate the agreement if he becomes insolvent or makes any composition or arrangement with his creditors or he ceases to be a Director of the Company.
16. In case of death of the Wholetime Director in the course of his employment with the Company, the Company shall pay to his legal representatives the salary and other emoluments payable hereunder for the then current month together with any such further sum as the Board in its sole and uncontrolled discretion may determine.
17. If the Wholetime Director is guilty of inattention to or negligence in the conduct of the business or of any other act or omission inconsistent with his duties as Wholetime Director or of any breach of this Agreement which in the opinion of the Board renders his retirement from the office of Wholetime Director desirable, the Company by not less than thirty days notice in writing to the Wholetime Director determine this Agreement and upon the expiration of such notice the Wholetime Director shall cease to be the Director of the Company.
18. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at anytime by giving to the other party 60 days notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and the Wholetime Director shall cease to be the Director of the Company. Provided that the aforesaid notice may be waived mutually by the parties hereto.
19. The terms and conditions including the remuneration payable to the Wholetime Director for the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.
20. This Agreement represents the entire agreement, between the parties hereto on the subject matter thereof.

Except Mr. Saahil Parikh himself and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives may be considered to be interested or concerned in passing of this resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the accompanying notice for the approval of the members by way of an ordinary resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

<b>I. General Information as required under Schedule V of the Companies Act, 2013</b>		
1.	Nature of industry	Pharmaceuticals
2.	Date or expected date of commencement of commercial production	The Company is already in the business of manufacturing / marketing of pharmaceuticals.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The details of the financial performance of the Company for the last 5 financial years are given in the 2 <sup>nd</sup> cover page of the Annual Report 2022-23 accompanying this notice.
5.	Foreign investments or collaborators, if any	None
<b>II Information about the appointee</b>		
1.	Background details	Mr. Saahil Parikh aged 48 years is a graduate in Bio-Chemistry from Gujarat University and Diploma and Management Studies from Ahmedabad Management Association. He is the Wholetime Director of the Company since 11 <sup>th</sup> August, 2011 and has experience of about 23 years in the field of Pharma Production, Quality Control, Projects and General Management.
2.	Past remuneration	He has been working as Wholetime Director of the Company since 11 <sup>th</sup> August, 2011. For the financial year ended 31 <sup>st</sup> March, 2023, he was paid a remuneration of Rs. 55.47 lacs per annum.
3.	Recognition or awards	None
4.	Job profile and his suitability	His qualification and vast experience in the Pharma Industry is of benefit to the Company and he is the suitable candidate to hold office of Wholetime Directorship in the Company in-charge, inter-alia, of production, quality assurance, projects, commercial and general management functions.
5.	Remuneration proposed	As per the explanatory statement provided to agenda item No. 4 of the accompanying notice.

6.	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin.)	The remuneration paid / to be paid to the Wholetime Director is in line with the industry standard of similar size of company.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None.
<b>III Other information</b>		
1.	Reasons of loss or inadequate profits	The Company's margins are under pressure due to competition from small manufacturers. The business of the Company is also impacted from the month of March, 2020 onwards due to outbreak of Covid-19 pandemic. Please refer Report of the Board of Directors Annexed with this Annual Report for Further details.
2.	Steps taken or proposed to be taken for improvement	Necessary steps are taken to improve the profitability like cost containment, new product addition, increasing the geographical reach of Company's marketing activities, etc. The Company's new sterile eye-drops manufacturing facility is expected to commence manufacturing of eye-drops for the ROW markets in due course of time.
3.	Expected increase in productivity and profits in measurable terms	It is expected that the Company should do reasonably well in financial terms and increase the profitability within the next couple of years.
<b>IV Disclosures</b>		
1.	The following disclosures shall be mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report :-	
	i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors	Disclosed in Corporate Governance Report forming part of this Annual Report. .
	ii) Details of fixed component and performance linked incentives along with the performance criteria	Furnished in the explanatory statement forming part of this notice.
	iii) Service contracts, notice period, severance fees	As per explanatory statement forming part of this notice and Corporate Governance Report accompanying this notice.
	iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not applicable since the Company has no scheme for grant of any stock option either to the Directors or to the employees.

Except Mr. Saahil Parikh himself and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives may be considered to be interested or concerned in passing of this resolution.

The Board of Directors accordingly recommends the resolutions set out at Item No. 4 of the accompanying notice for the approval of the members by way of an ordinary resolution.

**Item No. 5**

The Companies Act, 2013, under Section 188, inter-alia, provides that no contract or arrangement or transactions for sale, purchase or supply of any goods or materials exceeding ten per cent of the turnover of the Company or Rs. 100 crores whichever is lower or availing/rendering of any services exceeding ten per cent of the turnover of the Company or Rs.50 crores whichever is lower shall be entered into by the Company except with the prior approval of the shareholders by a resolution.

It is proposed to enter into contracts/transactions for purchase/supply of materials, goods or providing of loan license / contract manufacturing services, renting of premises, loans and advances, etc. in the ordinary course of Company's business with M/s. Ipca Laboratories Limited, a related party within the definition under the Companies Act, 2013 and SEBI (LODR) Regulations.

The aggregate value of all such contracts/transactions for purchase or supply of materials, goods or rendering or availing of services is likely to exceed the limits prescribed under Section 188 of the Act read with Rules made thereunder. Therefore, the transactions of the Company with M/s. Ipca Laboratories Ltd. would be material transaction in terms of Regulation 23 (1) of the SEBI (LODR) Regulations. It is, therefore, proposed to obtain approval of the members to enter into such transactions with M/s. Ipca Laboratories Ltd. under Section 188 of the Companies Act, 2013 and Regulation 23 (4) of the said SEBI (LODR) Regulations by way of an Ordinary Resolution.

The particulars of the contracts/transactions, pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- 1 Name of the related party: M/s. Ipca Laboratories Ltd.
- 2 Name of the director or Key managerial Person who is related: Mr. Prashant Godha, Director.
- 3 Nature of relationship: Companies promoted by same promoters.
- 4 Monetary value: Estimated aggregate contract value for the matters proposed in the resolution will not exceed Rs. 30 Crores in any financial year.
- 5 Nature, material terms and particulars of arrangement:
  - i. Purchase/ sale of materials, capital goods, plant & machineries, packing materials, etc. at a market determined price that would be generally agreed by the trade / industry for similar nature of transaction.
  - ii. Availing of/rendering of services at a price that would be generally charged in the trade / industry for that particular type of service.
  - iii. Provision of common services at proportionate cost.
  - iv. Renting of premises, loans and advances, etc.
- 6 Period of contract: Continuous transactions on an ongoing basis.
- 7 The aggregate value of such contracts/ transactions with M/s. Ipca Laboratories Ltd. should not exceed Rs. 30 crores in any financial year.

The memorandum of terms and conditions of the transactions entered / to be entered with M/s. Ipca Laboratories Ltd. is available for inspection on all working days at the Registered Office of the Company except on Saturday and Sunday.



All entities falling under the definition of related parties shall abstain from voting on this resolution irrespective of whether the entity is a party to the particular transaction or not.

Except Mr. Prashant Godha, Director who is also Executive Director of M/s. Ipca Laboratories Ltd., none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out at Item No. 5.

The Board of Directors recommend the passing of ordinary resolution set forth in the Notice for the approval of members.

**Item No. 6**

The Board of Directors on the recommendation of the Audit Committee has appointed M/s Kale & Associates, Cost Accountants (Firm Registration No. 001819), as the Cost Auditors of the Company for the financial year 2023-24. A Certificate issued by the firm regarding their eligibility for appointment as Cost Auditors is available for inspection electronically by the members without payment of fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect this certificate can send an email to Company's e mail ID investors@makerslabs.com.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. The Board has decided the remuneration payable to M/s. Kale & Associates as Cost Auditors as mentioned in the resolution on the recommendation of the Audit Committee. Hence this resolution is put for the consideration of the shareholders.

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

The Board of Directors accordingly recommend the resolution set out at Item No. 6 of the accompanying Notice for the approval of the members.

Registered Office:  
54-D, Kandivli Industrial Estate  
Kandivli (West)  
Mumbai – 400 067  
Tel : 022 – 28688544  
E-mail: investors@makerslabs.com  
Website: www.makerslabs.com  
CIN: L24230MH1984PLC033389

By Order of the Board  
For Makers Laboratories Limited  
Surbhi Sharma  
Company Secretary  
ACS 66485

Mumbai  
22<sup>nd</sup> May, 2023

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors have pleasure in presenting the 38<sup>th</sup> Annual Report and Financial Statements for the year ended 31<sup>st</sup> March, 2023.

### STANDALONE AND CONSOLIDATED FINANCIAL RESULTS

	STANDALONE		CONSOLIDATED	
	For the year ended 31.3.2023 (₹Lacs)	For the year ended 31.3.2022 (₹Lacs)	For the year ended 31.3.2023 (₹Lacs)	For the year ended 31.3.2022 (₹Lacs)
<b>Total Income</b>	4368.40	5322.37	10355.38	12980.60
Profit / (Loss) before finance cost, depreciation and taxation	(299.64)	389.56	552.42	2139.03
Less : Finance Cost	138.05	167.54	212.10	167.85
Depreciation & Amortisation	239.88	190.70	424.17	402.35
<b>Profit / (Loss) before tax</b>	<b>(677.57)</b>	<b>31.32</b>	<b>(83.85)</b>	<b>1568.83</b>
Provision for taxation	(41.48)	14.14	135.30	397.10
<b>Net Profit / (Loss) after Tax</b>	<b>(636.09)</b>	<b>17.18</b>	<b>(219.15)</b>	<b>1171.73</b>
Less: Share of non-controlling interest	-	-	(255.93)	(673.89)
<b>Net Profit / (Loss) after share of non-controlling interest</b>	<b>(636.09)</b>	<b>17.18</b>	<b>(475.08)</b>	<b>497.84</b>

### TRANSFER TO RESERVES

The Company does not propose to transfer any amount to the general reserve.

### FINANCIAL STATEMENTS

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

In accordance with Indian Accounting Standard (Ind AS-110), the audited consolidated financial statements are also provided in the Annual Report.

### CREDIT RATING

CARE Ratings has assigned the following ratings to the Company's long term bank facilities of Rs. 8.40 crores (Reduced from Rs. 12.00 crores) :

CARE BBB+; Stable (Re-affirmed).

### MANAGEMENT DISCUSSION AND ANALYSIS

#### (a) Financial Performance and Operations Review

On a standalone basis, the sales and other income for the financial year under report amounted to Rs. 4368.40 lacs as compared with Rs. 5322.37 lacs for the previous year, a de-growth of 17.92%.

On a standalone basis, the operations have resulted in a loss of Rs. 299.64 lacs before interest, depreciation and taxation as compared to a profit of Rs. 389.56 lacs in the previous year. After providing

for depreciation, finance cost and provision for taxation, the standalone operations of the Company have resulted in a net loss of Rs. 636.09 lacs as compared to a net profit of Rs. 17.18 lacs in the previous financial year.

On a consolidated basis, sales and other income for the financial year under report amounted to Rs. 10355.38 lacs as compared to 12980.60 lacs in the previous year. The consolidated operations have resulted in a net loss (after share of non-controlling interest) of Rs. 475.08 lacs as compared to a net profit (after share of non-controlling interest) of Rs. 497.84 lacs in the previous financial year.

Your Company markets generic formulations only in Indian market, which is highly competitive. The generic formulations are mainly used by the dispensing doctors, nursing homes and hospitals.

The depreciation charges, finance cost and other overheads relating to new ophthalmic / eye drops manufacturing facility of your Company situated at Plot No. 30/4, GIDC, Naroda, Ahmedabad, Gujarat, which was commercialised in the later part of the financial year 2020-21, impacted the profitability of the Company in the financial year under report. This manufacturing unit, apart from presently manufacturing few products commercially for Indian market, is also currently engaged in the developing of ophthalmic/ eye drops for rest of the world (ROW) markets. Product development, dossier registration, plant inspection and approval by regulatory authorities is a lengthy and time consuming procedure. As the commercial production from this manufacturing unit gradually increases, post commercialisation of Company's products for the ROW markets, the same shall result in improved financials of this manufacturing unit.

During the financial year under report, your Company completed the upgradation/ modernization/capacity enhancement project of its old liquid injectable manufacturing facility situated at Plot No. 29/3, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad – 382330, Gujarat, with a capital outlay of Rs. 11.22 crores, so as to enable this manufacturing facility to be offered for WHO-GMP certification. This certification shall enable your Company to offer injectables manufactured at this manufacturing facility for marketing in various ROW countries, thus providing scope for exports. This facility upgradation/modernisation/ capacity enhancement project commenced in January, 2022 and was completed by July, 2022. During this period, there was no manufacturing activities for nearly six months at this manufacturing facility. This also impacted the business and margins/profitability of the Company during the financial year under report.

Apart from this, during the financial year under report, there was also substantial increase in the prices of several key active pharmaceutical ingredients used in the manufacturing of Company's major selling generic formulations. Due to the price control regime, the increased raw material cost could not be passed on by the Company to its customers for several of its formulations. This coupled with inflationary trend in the economy resulting in increased operating cost also contributed in the reduction of margins in several products as well as lower overall business and profitability during the financial year under report.

During the year, the Company added few generic formulations in the market place as well as increased its geographical coverage through appointment of new distributors.

#### Key Financial Ratios

		31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
1.	Debtors Turnover Ratio	6.60	8.35
2.	Inventory Turnover Ratio	2.74	2.42
3.	Interest Coverage Ratio	(2.17)	2.33
4.	Current Ratio	0.92	0.72
5.	Debt Equity Ratio	0.16	0.39
6.	Operating Profit Margin (%)	(15.38%)	2.05%
7.	Net Profit Margin (%)	(14.74%)	0.33%
8.	Return on Net Worth	(11.06%)	0.34%

Due to lower business volume, idle capacity of eye drops manufacturing facility as well as closure of liquid injectable manufacturing facility for nearly 6 months for upgradation/modernization and increased overhead and materials cost and resultant losses, many of the above key financial ratios including profitability ratios have deteriorated significantly in the financial year under report as compared to the previous financial year.

**(b) Opportunities, Threats, Risk and Concerns**

The Indian generic formulations market is currently in the growth phase. It is expected that use of generic formulations will gradually increase in India. However, cut throat competition, quality issues of generics manufactured in the country and non existence of organised generic formulations distribution and retailing system are the few causes of concern that is hampering the growth of generic formulations market in the country.

During the year under report, there was no change in the nature of Company's business.

**(c) Internal Control Systems**

The Company has an adequate internal control system including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorisation and approval procedures. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit Committee of the Board.

**(d) Human Resources**

Your Company continued to have cordial and harmonious relations with its employees at all levels.

Your Company has adopted quality culture across the organisation in all line and staff functions at all the locations. The quality culture has helped your Company in achieving productivity improvement, cost reduction and waste elimination through employee involvement at all levels.

Your Company has 121 permanent employees as at 31<sup>st</sup> March, 2023.

**(e) Cautionary Statement**

Certain statements in the Management Discussion and Analysis may be forward looking within the meaning of applicable securities laws and regulations and actual results may differ materially from those expressed or implied. Factors that would make differences to Company's operations include competition, price realisation, changes in government policies and regulations, tax regimes and economic development within India.

**MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR**

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which financial statements in this report relate and the date of this report.

**SHARE CAPITAL**

The paid-up equity share capital of the Company as at 31<sup>st</sup> March, 2023 is Rs. 590.04 lacs. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.

To finance capital expenditure requirements for upgradation / modernization / capacity enhancement of Company's injectable manufacturing facility situated at Plot No. 29/3, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad – 382330, Gujarat, as well as to meet the general corporate purposes, your Company made a rights equity issue of 9,83,396 equity shares of Rs. 10/- each @ Rs. 150/- per equity share, including a premium of Rs. 140/- per equity share, aggregating to Rs. 14.75 crores on a rights basis to the existing equity shareholders of the Company in the ratio of 1 equity share for every 5 equity shares held as on record date being 1<sup>st</sup> April 2022. This rights equity issue was oversubscribed and closed for subscription on 27<sup>th</sup> April, 2022. The rights equity shares have since been allotted and listed on the BSE Ltd.

The proceeds of the rights equity issue were utilised for the purposes for which the rights equity issue was made.

#### **SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

Your Company has defacto control over the affairs of M/s. Resonance Specialties Ltd., a listed entity with 45.48% shareholding in the said company. Therefore, the Company treats Resonance Specialties Ltd. as its subsidiary.

#### **RESEARCH & DEVELOPMENT**

During the year under report, the Company has spent an amount of Rs. 9.16 lacs as R&D expenditure (0.21% of the turnover) as against Rs. 38.45 lacs spent in the previous financial year (0.72% of the turnover).

#### **DIVIDEND**

In view of the losses incurred, the Board of Directors do not recommend any dividend for the financial year under report.

#### **INVESTORS EDUCATION AND PROTECTION FUND (IEPF)**

The Company has transferred to the Investors Education and Protection Fund (IEPF) all the unpaid dividend amount required to be so transferred on or before the due date for such transfer. The Company has also transferred to IEPF, such of the Company's equity shares in respect of which the dividend declared has not been paid or claimed for seven consecutive years.

The details of the unpaid / unclaimed dividend for the last seven financial years are available on the website of the Company ([www.makerslabs.com](http://www.makerslabs.com)).

The Company has appointed the Company Secretary as its nodal officer under the provisions of IEPF.

#### **DIRECTORS**

Mr. Prashant Godha retires as a director by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

The Board of Directors at their meeting held on 22<sup>nd</sup> May, 2023 have re-appointed Mr. R. K. P. Verma as the Independent Director of the Company for a further period of 5 consecutive years (second term) with effect from 13<sup>th</sup> February, 2024 till 12<sup>th</sup> February, 2029. This re-appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting by way of a special resolution.

Mr. Saahil Parikh, Whole-time Director was re-appointed as the Whole-time Director of the Company for a further period of 3 years w.e.f. 11<sup>th</sup> August, 2023 at the meeting of the Board of Directors of the Company held on 22<sup>nd</sup> May, 2023. This re-appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.

Mr. R. K. P. Verma, Ms. Dipti Shah and Mr. Vishal Jain who are independent directors have submitted declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations and there has been no change in the circumstances which may affect their status as independent directors during the year.

None of the directors of the Company are debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

A brief note on Directors retiring by rotation and eligible for re-appointment as well as being appointed is furnished in the Report on Corporate Governance, annexed herewith.

**KEY MANAGERIAL PERSONNEL (KMP)**

During the financial year under report, the following persons were the Key Managerial Personnel:

Mr. Saahil Parikh	-	Wholetime Director / CEO
Mr. Nilesh Jain	-	Wholetime Director
Mr. Sandeep Kadam	-	Sr. Manager – Accounts / CFO
Ms. Rinku Kholakiya	-	Company Secretary (upto 31 <sup>st</sup> October, 2022)

Ms. Rinku Kholakiya resigned as the Company Secretary during the financial year under report. In her place, the Company has now appointed Ms. Surbhi Sharma as the Company Secretary and Compliance Officer w.e.f 28<sup>th</sup> April, 2023.

**POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND OTHER DETAILS**

The Nomination and Remuneration Committee has laid down the criteria for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as leadership, entrepreneurship, industrialist, business advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 in case of appointment as an independent director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, medical, social service, professional teaching or such other areas or disciplines which are relevant for the Company's business.

**BOARD EVALUATION**

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board. The criteria for performance evaluation is based on the various parameters like attendance and participation at meetings of the Board and Committees thereof, contribution to strategic decision making, review of risk assessment and risk mitigation, review of financial statements, business performance and contribution to the enhancement of brand image of the Company.

The Board has carried out evaluation of its own performance as well as that of the Committees of the Board and all the Directors.

**PROFICIENCY OF DIRECTORS**

All the Independent Directors of the Company have registered their names in the database maintained by the Indian Institute of Corporate Affairs, Manesar. Those Independent Directors who are not otherwise exempted have appeared and passed the common proficiency test conducted by the said institute within the prescribed time.

**REMUNERATION POLICY**

The objective and broad framework of the Company's Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, potential and growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and

creating a linkage to corporate and individual performance and emphasising on line expertise and market competitiveness so as to attract the talent. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel, which is approved by the Board of Directors, subject to the approval of shareholders, where necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Remuneration Policy is placed on the Company's website [www.makerslabs.com](http://www.makerslabs.com).

Information about elements of remuneration package of individual directors is provided in the Annual Return as provided under Section 92(3) of the Companies Act, 2013 which is placed on the website of the Company.

#### **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

Details of the familiarisation program of independent directors are disclosed on the website of the Company [www.makerslabs.com](http://www.makerslabs.com).

#### **MEETINGS OF THE BOARD AND COMMITTEES THEREOF**

This information has been furnished under Report on Corporate Governance, which is annexed.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2023 and of the loss of the Company for the financial year;
- iii) that your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that your Directors have prepared the annual accounts on a going concern basis;
- v) that your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **CORPORATE GOVERNANCE**

As per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with the requirements of Corporate Governance in all material aspects.

A report on Corporate Governance (Annexure 1) together with a certificate of its compliance from the Practising Company Secretary, forms part of this report.

#### **FIXED DEPOSITS**

Your Company has not accepted any deposits from the public during the year under review and as such no amount of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**AUDIT COMMITTEE**

Details of the Audit Committee along with its constitution and other details are provided in the Report on Corporate Governance.

**AUDITORS, AUDIT REPORT AND AUDITED ACCOUNTS**

M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W) were re-appointed as the Statutory Auditors to carry out statutory audit activities of the Company for a further period of 5 (five) years from the conclusion of the 37<sup>th</sup> AGM of the Company and till completion of 42<sup>nd</sup> Annual General Meeting of the Company and this appointment was approved by the shareholders of the Company at the 37<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August, 2022.

The Auditors' Report read with the notes to the accounts referred to therein are self-explanatory and therefore, do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Auditors.

**COST AUDIT**

Pursuant to the provisions of Section 148 of the Companies Act, 2013, M/s. Kale & Associates, Cost Accountants (Firm Registration. No. 001819) were appointed as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2021-22.

The Cost Audit Report for the financial year 2021-22, which was due to be filed with the Ministry of Corporate Affairs by 25<sup>th</sup> October 2022 was filed on the 18<sup>th</sup> October, 2022.

The Company has maintained the cost accounts and cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

**SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practising Company Secretaries were appointed as the Secretarial Auditors for auditing the secretarial records of the Company for the financial year 2022-23.

The Secretarial Auditors' Report is annexed hereto. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility (CSR) is not applicable to the Company.

**SAFETY, ENVIRONMENT AND HEALTH**

The Company considers safety, environment and health as the management responsibility. Regular employee training programmes are carried out in the manufacturing facility on safety and environment.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013. The details of the loans and guarantees given and investments made by the Company are provided in the notes to the financial statements.

**RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of Company's business.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company [http://www.makerslabs.com/pdf/Corporate\\_Policy/Related\\_Party\\_Transactions.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Related_Party_Transactions.pdf).



All the related party transactions are placed before the Audit Committee as well as the Board for approval on a quarterly basis. Omnibus approval was also obtained from the Audit Committee on an annual basis for repetitive transactions. Approval of the shareholders is also obtained, wherever necessary, in this regard.

Related party transactions are disclosed in the notes to the financial statements. Prescribed Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished as Annexure 2 to this report.

#### **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration and other details as set out in the said rules are provided as an Annexure 3 in this annual report. The Company had no employee drawing remuneration in excess of the amount as mentioned under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The necessary information in respect of top 10 employees of the Company in terms of remuneration drawn is furnished in Annexure.

However, having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information under Explanation (2) to the above Rule is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours excluding Saturdays and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

#### **CODE OF CONDUCT**

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code also incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website [www.makerslabs.com](http://www.makerslabs.com). The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Wholetime Director / CEO is given at the end of this Report.

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

There is a Whistle Blower Policy in the Company and no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company [www.makerslabs.com](http://www.makerslabs.com).

#### **PREVENTION OF INSIDER TRADING**

The Board has adopted a Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company [www.makerslabs.com](http://www.makerslabs.com).

All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

#### **CONSTITUTION OF COMMITTEE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has adopted a policy in line with the requirements of Prevention of Sexual Harassment of Women at the Workplace and a Committee has been set-up to redress sexual harassment complaints received, if any.

#### **BUSINESS RISK MANAGEMENT**

Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Company has constituted a Risk Management Committee. The details of the Committee and its terms of reference are provided in the Report on Corporate Governance, which is annexed.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant or material orders passed by any regulator, tribunal or court that would impact the going concern status of the Company and its future operations.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In accordance with the requirements of Section 134 of the Companies Act, 2013, statement showing particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo is furnished as Annexure 4 to this report.

**ANNUAL RETURN**

In accordance with the requirements of Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, a copy of Annual Return in Form MGT-7 is placed on the website of the Company as part of Company's Annual Report 2022-23.

**SECRETARIAL STANDARDS**

The Company has complied with all the applicable Secretarial Standards.

**ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the co-operation and support extended to the Company by its bankers. Your Directors also place on record their appreciation of the continued hard work put in by employees at all levels.

Mumbai  
22<sup>nd</sup> May, 2023

For and on behalf of the Board  
R. K. P. Verma  
Chairman

## ANNEXURE 1

### REPORT ON CORPORATE GOVERNANCE

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below is a report on the Corporate Governance in the Company:

#### 1. Company's philosophy on Code of Corporate Governance is to ensure :

- i) that the Board and top management of the Company are fully apprised of the affairs of the Company that is aimed at assisting them in the efficient conduct of the Company's business so as to meet Company's obligation to the stakeholders.
- ii) that the Board exercises its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability.
- iii) that all disclosure of information to present and potential investors are maximised.
- iv) that the decision making process in the organisation is transparent and are backed by documentary evidences.
- v) The Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations with regard to Corporate Governance.

#### 2. Board of Directors

##### a) Composition and Category of directors

The present strength of the Board of Directors of the Company is 6 directors of which 2 are professional Non-Promoter Wholetime Directors, 1 Non-Executive, Non-Independent, Promoter Director and 3 Directors who are Non-Executive Independent Directors (including one woman director) comprising of at least one half of the total strength of the Board with independent judgement in the deliberation and decisions of the Board. The Chairman of the Board is an Independent Director.

##### b) Details of attendance of each director at the meeting of the board of directors and the last annual general meeting and shareholding held by them in the Company

Name of the Director	Category	No. of board meetings		Attendance at last AGM (12.08.2022)	No. of Equity shares held in the Company **
		Held	Attended		
Mr. R. K. P. Verma (DIN 02166789)	Chairman, Non-Executive Independent Director	6	6	Yes	Nil
Ms. Dipti Shah (DIN 07995542)	Non-Executive Independent Director	6	6	Yes	Nil
Mr. Vishal Jain (DIN 00137986)	Non-Executive Independent Director	6	6	Yes	7,874
Mr. Prashant Godha (DIN 00012759)	Non-Executive, Non-Independent Promoter Director	6	6	Yes	1,22,937
Mr. Saahil Parikh (DIN 00400079)	Executive, Non Independent Director	6	5	Yes	21,741
Mr. Nilesh Jain (DIN 05263110)	Executive, Non Independent Director	6	6	Yes	Nil

\*\*The above shareholding as at 31<sup>st</sup> March, 2023 is in respect of shares which are held by Directors as a first holder and in which shares they have beneficial interest.

**c) Number of other companies or committees in which the Director is Member or Chairperson**

Name of Director	No. of other companies in which Director (including private companies)	No. of committees in which Member (other than Makers)	No. of committees of which he/she is Chairman (other than Makers)
Mr. R. K. P. Verma	4	2	1
Ms. Dipti Shah	None	None	None
Mr. Vishal Jain	2	None	None
Mr. Prashant Godha	9	1	None
Mr. Saahil Parikh	None	None	None
Mr. Nilesh Jain	None	None	None

Note: Directorship held by Directors mentioned above does not include Directorship of foreign companies.

Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee are only considered.

Mr. R. K. P. Verma is an Independent Director on the Board of Directors of M/s. Krebs Biochemicals and Industries Limited and M/s. Resonance Specialties Ltd., listed entities. He is the Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of M/s. Resonance Specialties Ltd. He is also a member of the Audit Committee and CSR Committee of the said Company.

Mr. Prashant Godha is a Director on the Board of M/s. Ipca Laboratories Ltd., M/s. Lyka Labs Ltd. and M/s. Resonance Specialties Ltd., listed companies. He is the member of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of M/s. Resonance Specialties Ltd. He is also a Member of Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of M/s. Ipca Laboratories Ltd.

None of the other Directors of the Company are on the Board of Directors of any listed company.

Every Director informs the Company about the Committee positions he or she occupies in the other listed entities and any changes in them as and when they take place, if any.

**d) Number of meetings of the board of directors held during the financial year 2022-23 and dates on which held**

6 (Six) board meetings were held during the Financial Year 2022-23. The dates on which the said meetings were held are as follows:

6 <sup>th</sup> May, 2022	27 <sup>th</sup> May, 2022	12 <sup>th</sup> August, 2022
26 <sup>th</sup> September, 2022	14 <sup>th</sup> November, 2022	13 <sup>th</sup> February, 2023

The last Annual General Meeting of the Company was held on 12<sup>th</sup> August, 2022.

**e) Disclosure of relationships between directors inter-se**

None of the Directors are related to each other.

**f) Number of shares and convertible instruments held by Non-Executive Directors**

The information about number of shares held by Non-Executive Directors in the Company is given in table above. None of the Directors hold any convertible instruments of the Company.

**g) Web link where details of familiarisation programmes imparted to independent directors is disclosed**

The Company has conducted familiarisation programs for the Independent Directors with regards to their role, rights and responsibilities as Independent Directors. The Independent Directors are also

regularly briefed on the nature of the pharmaceuticals industry and the Company's business model. The familiarisation programs have been uploaded on the website of the Company at <http://www.makerslabs.com/pdf/appoinment/Familiarisation-Programs-for-2022-23.pdf>.

**h) A chart or a matrix setting out the skills / expertise / competence of the board of directors**

The Board considers that the following core skills / expertise / competence of the Board of Directors are required in the context of its business and its sector for it to function effectively: research & development, technical, manufacturing, marketing, commercial, regulatory, finance, legal and general management.

In the opinion of the Board, these skills / expertise / competence are actually available with its Board of Directors.

<b>Skills / Expertise / Competence of the Board of Directors that are required in the context of business of the Company</b>	<b>Names of the Directors who have such skills / expertise / competence</b>
Research & Development	Mr. Saahil Parikh
Technical	Mr. Saahil Parikh
Manufacturing & Marketing	Mr. Saahil Parikh Mr. Nilesh Jain Mr. R. K. P. Verma Mr. Vishal Jain Mr. Prashant Godha
Commercial	Mr. Saahil Parikh Mr. Nilesh Jain Mr. R. K. P. Verma Mr. Vishal Jain
Regulatory	Mr. Saahil Parikh
Finance	Mr. Saahil Parikh Mr. Nilesh Jain Mr. R. K. P. Verma Ms. Dipti Shah Mr. Vishal Jain Mr. Prashant Godha
Legal And General Management	Mr. Saahil Parikh Mr. Nilesh Jain Mr. R. K. P. Verma Mr. Prashant Godha Ms. Dipti Shah Mr. Vishal Jain

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

It is confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

**j) Detailed reasons for the resignation of any independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided**

During the financial year under report, none of the Independent Directors have resigned from the Board of Directors of the Company.

### 3. Audit Committee

#### a) Brief description of terms of reference

The terms of reference to this Committee, inter-alia, covers all the matters specified under Section 177 of the Companies Act, 2013 and also all the matters listed under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such as oversight of the Company's financial reporting process; recommending the appointment/re-appointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process; approval of transactions with related parties; sanctioning of loans and investments; evaluation of internal financial control and risk management system; reviewing with the management annual financial statements and Auditors report thereon; quarterly financial statements and other matters as covered under role of Audit Committee in Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company as well as seek outside legal and professional advice.

The Audit committee reviews all the information that is required to be mandatorily reviewed by it under the corporate governance.

#### b) Composition, name of members and chairperson

The Audit Committee of the Company currently comprises of Mr. Vishal Jain, Chairman of the Committee, Mr. R. K. P. Verma and Ms. Dipti Shah, all being Independent Directors with independent judgment in the deliberation and decisions of the Board as well as Audit Committee and Mr. Nilesh Jain, Wholetime Director. All members of the Audit Committee have knowledge on financial matters and ability to read and understand financial statements. The Chairman of the Audit Committee is a successful entrepreneur having set-up and nurtured manufacturing units in the field of plastic household goods and ROPP closures. Mr. Saahil Parikh, Wholetime Director / CEO and Mr. Sandeep Kadam, Sr. Manager – Accounts / CFO who is in-charge of Finance function of the Company along with Statutory Auditors, Internal Auditors and Cost Auditors are invitees to the meetings of the Audit Committee.

Ms. Surbhi Sharma, who was appointed as the Company Secretary on 28<sup>th</sup> April, 2023 is the Secretary of this Committee.

M/s. Agarwal & Mangal, Chartered Accountants were appointed as the Internal Auditors of the Company under the provisions of Section 138 of the Companies Act, 2013 for the financial year 2022-23.

#### c) Audit Committee meetings and the attendance during the financial year 2022-23

There were 5 (Five) meetings of the Audit Committee during the Financial Year 2022-23. The gap between the two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows:

27 <sup>th</sup> May, 2022	12 <sup>th</sup> August, 2022	26 <sup>th</sup> September, 2022
14 <sup>th</sup> November, 2022	13 <sup>th</sup> February, 2023	

The attendance of each member of the Audit Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Vishal Jain	5	5
Mr. R. K. P. Verma	5	5
Ms. Dipti Shah	5	5
Mr. Nilesh Jain	5	5

The previous annual general meeting of the Company was held on 12<sup>th</sup> August, 2022 and was attended by Mr. Vishal Jain, the Chairman of the Audit committee.

**4. Nomination and Remuneration Committee****a) Brief description of terms of reference**

- i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. for every appointment of an independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare the description of role and capabilities required of an Independent Director. The person recommended to the Board for appointment as Independent Director shall have the capabilities identified in such description.
- iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of board of directors;
- v. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment, remuneration and removal;
- vi. whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors; and
- vii. recommend to the board remuneration payable to senior managerial personnel of the Company.

**b) Composition, name of members and chairperson**

The Company has a Nomination and Remuneration Committee of the Board which currently comprises of Mr. Vishal Jain, Chairman of the Committee, Mr. R. K. P. Verma and Ms. Dipti Shah, all independent directors to function in the manner and to deal with the matters specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also to review the overall compensation structure and policies of the Company to attract, motivate and retain employees.

The Nomination and Remuneration Committee has adopted the following policies which are displayed on the website of the Company:

- i. Formulation of the criteria to recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management personnel and other employees ([http://www.makerslabs.com/pdf/Corporate\\_Policy/Remuneration\\_Policy.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Remuneration_Policy.pdf)).
- ii. Formulation of criteria for evaluation of Independent Directors and the Board ([http://www.makerslabs.com/pdf/Corporate\\_Policy/Evaluation\\_of\\_Directors.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Evaluation_of_Directors.pdf)).
- iii. Devising a policy on Board diversity ([http://www.makerslabs.com/pdf/Corporate\\_Policy/Policy\\_on\\_Board\\_Diversity\\_of\\_the\\_Company.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Policy_on_Board_Diversity_of_the_Company.pdf)).
- iv. Oversee the familiarization programmes for directors (<http://www.makerslabs.com/pdf/appointment/Familiarisation-Programs-for-2022-23.pdf>).
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal ([https://makerslabs.com/pdf/Corporate\\_Policy/Criteria\\_for\\_selection\\_of\\_Candidates\\_for\\_Senior\\_Management\\_and\\_Members\\_on\\_the\\_Board.pdf](https://makerslabs.com/pdf/Corporate_Policy/Criteria_for_selection_of_Candidates_for_Senior_Management_and_Members_on_the_Board.pdf)).

**c) Meeting and attendance during the financial year 2022-23**

There were 3 (Three) meetings of this Committee during the Financial Year 2022-23. The dates on which the said meetings were held are as follows:

27 <sup>th</sup> May, 2022	14 <sup>th</sup> November, 2022
13 <sup>th</sup> February, 2023	

The attendance of each member of the Nomination and Remuneration Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Vishal Jain	3	3
Mr. R. K. P. Verma	3	3
Ms. Dipti Shah	3	3

**d) Performance evaluation criteria for Independent Directors**

Performance criteria for evaluation of Independent Directors and the Board is displayed on the Company's website (weblink [http://www.makerslabs.com/pdf/Corporate\\_Policy/Evaluation\\_of\\_Directors.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Evaluation_of_Directors.pdf)).

**5. Remuneration of Directors**

**a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report**

During the financial year under report, the non-executive Directors had no pecuniary relationship or transactions with the Company.

**b) Criteria of making payments to non-executive directors**

The non-executive Directors are paid only sitting fees and re-imbursment of out of pocket expenses incurred for attending the meetings of the Board of Directors and Committees thereof.

Details of payments made to Non-Executive Directors in the Financial Year 2022-23 are as under:

Name of the Director	Sitting fees Paid (Rs.)	Commission paid (Rs.)
Mr. R. K. P. Verma	2,00,000	Nil
Ms. Dipti Shah	1,80,000	Nil
Mr. Vishal Jain	2,30,000	Nil
Mr. Prashant Godha	90,000	Nil

None of the Independent Directors have received any remuneration or commission from Company's holding or subsidiary companies except Mr. R. K. P. Verma who is a Independent Director on the Board of Company's subsidiary M/s. Resonance Specialties Ltd. and has received sitting fees from the said company for attending its Board and Committee Meetings.



**c) Disclosures with respect to remuneration paid / payable to Wholetime Directors for the financial year 2022-23**

- i. The details of the remuneration paid/payable to Wholetime Directors for the Financial Year 2022-23 are given below

<b>Name of Directors</b>	<b>Salary* (Rs.)</b>	<b>Benefits / Perquisites / Pension etc. * (Rs.)</b>	<b>Commission (performance linked)</b>	<b>Stock Options</b>	<b>Total (Rs.)</b>
Mr. Saahil Parikh (Wholetime Director/CEO)	35,42,100	20,04,626	-	-	55,46,726
Mr. Nilesh Jain (Wholetime Director)	21,60,000	12,06,433	-	-	33,66,433

\* Fixed Component

- ii. Details of fixed component and performance linked incentives, along with the performance criteria

The required details are given in the table above.

- iii. Service contracts, notice period, severance fees

The appointment of Whole-time Directors is contractual and is generally for a period of three (3) years. The Company has entered into agreement with Mr. Saahil Parikh on 15<sup>th</sup> June, 2020 which is valid upto 10<sup>th</sup> August, 2023 and with Mr. Nilesh Jain on 13<sup>th</sup> February, 2022 which is valid upto 12<sup>th</sup> February, 2025. Either party is entitled to terminate the agreement by giving not less than 60 days notice in writing to the other party. There is no separate provision for payment of severance fee in the agreements signed by the Company with them.

- iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable

The Company currently has no outstanding stock options or other convertible instruments.

**6. Stakeholders Relationship Committee**

**a) Name of Non-Executive Director heading the committee**

The Stakeholders Relationship Committee currently comprises of Mr. R. K. P. Verma, Non-Executive / Independent Director, Chairman of the Committee, Mr. Vishal Jain, Non-Executive Independent Director and Mr. Saahil Parikh, Wholetime Director/CEO. This Committee functions in the manner and deals with the matters specified in Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The committee monitors share transfers, transmissions and other shareholders related activities including redressal of investor grievances.

**Meetings held and attendance during the financial year 2022-23**

There were 2 (Two) meetings of this committee during the financial year 2022-23. The date on which the said meetings were held is as follows:

27 <sup>th</sup> May, 2022	14 <sup>th</sup> November, 2022
----------------------------	---------------------------------

The attendance of each member of the Stakeholders Relationship Committee in the committee meeting is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. R. K. P. Verma	2	2
Mr. Vishal Jain	2	2
Mr. Saahil Parikh	2	2

Mr. R. K. P. Verma, the Chairman of the Committee attended the last Annual General Meeting of the Company held on 12<sup>th</sup> August, 2022.

**b) Name and designation of Compliance officer**

Ms. Surbhi Sharma, Company Secretary is the Compliance Officer of the Company.

**c) Number of shareholders' complaints received**

During the year, the Company received 7 complaints from the shareholders.

**d) Number not solved to the satisfaction of shareholders**

The Company had no unattended request pending for transfer of its equity shares or any unattended complaints at the close of the financial year.

**e) Number of pending complaints**

Nil

**7. General Body Meetings**

**a) Details of the location and time where the last three Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) were held**

AGM for the financial year ended	Day, Date & Time of AGM	Place of AGM	Special Resolutions Passed
31-3-2022	Friday, 12 <sup>th</sup> August, 2022 at 11.30 a.m.	Through Audio-Visual Means	<ul style="list-style-type: none"> <li>Re-appointment of Ms. Dipti Shah as Independent Director for 2<sup>nd</sup> term of five consecutive years with effect from 29<sup>th</sup> January, 2023 till 28<sup>th</sup> January, 2028.</li> </ul>
31-3-2021	Wednesday, 18 <sup>th</sup> August, 2021 at 3.30 p.m.	Through Audio-Visual Means	<ul style="list-style-type: none"> <li>None</li> </ul>
31-3-2020	Thursday, 10 <sup>th</sup> September, 2020 at 3.30 p.m.	Through Audio-Visual Means	<ul style="list-style-type: none"> <li>None</li> </ul>

All the resolutions as set out in the respective notices calling the AGM were passed by the shareholders.

There is no proposal to pass any special resolution through postal ballot at the ensuing Annual General Meeting.

- b) Whether any special resolutions passed in the previous three annual general meetings**  
Details of special resolutions passed in the previous three Annual General Meetings are given in the table above.
- c) Whether any special resolution passed last year through postal ballot**  
No special resolution was passed in the last financial year using postal ballot.
- d) Person who conducted the postal ballot exercise**  
Not Applicable
- e) Whether any special resolution is proposed to be conducted through postal ballot**  
No special resolution is currently proposed to be conducted through postal ballot.
- f) Procedure for postal ballot**  
Not applicable since no resolution is currently proposed to be passed through postal ballot.

#### **8. Means of communication**

- a) Quarterly / Annual Results : The results of the Company are submitted to the stock exchange where the shares of the Company are listed and published in the newspapers after the approval of the Board.
- b) Newspapers wherein results normally published : The Financial Express, Free Press Journal and Nav Shakti.
- c) Website, where displayed : [www.makerslabs.com](http://www.makerslabs.com)
- d) Whether website also displays official news releases : Yes
- e) Presentation made to institutional investors or to the analysts : Presentations were not made to institutional investors or analysts during the financial year 2022-23.

#### **9. General Shareholders Information**

- a) AGM : Date, Time and Venue : Monday, 14<sup>th</sup> August, 2023 at 11.30 a.m. through video conferencing / other audio visual means (VC/OAVM). Plot No. 54D, Kandivli Industrial Estate, Kandivli (West), Mumbai shall deemed to be the venue of the AGM.
- b) Financial Year : 1<sup>st</sup> April –31<sup>st</sup> March  
First quarter results : first week of August\*  
Second quarter results : first week of November\*  
Third quarter results : first week of February\*  
Annual results : last week of May\*  
\* tentative
- c) Dividend Payment dates : The Company has not declared any dividend for the financial year ended 31<sup>st</sup> March, 2023.
- d) Date of Book closure : Not Applicable
- e) The name and address of each stock exchange(s) at which the Company's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s) : • BSE Ltd. (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 023  
Listing fee has been paid to BSE for the financial year 2023-24 in April, 2023. The fees of the depositories for the financial year 2023-24 were also paid in April 2023 on receipt of their invoices.

- f) Stock code – Physical and ISIN : 506919 on BSE  
Number for NSDL and CDSL : INE 987A01010  
Corporate Identity Number allotted by : L24230MH1984PLC033389  
Ministry of Corporate Affairs
- g) Market price data: high, low during : Please see Annexure ‘A’  
each month in last financial year
- h) Stock performance in comparison to : Please see Annexure ‘B’  
BSE Sensex
- i) In case the securities are suspended : The securities of the Company are not suspended from  
from trading, the directors report shall trading by the Stock Exchange.  
explain the reason thereof
- j) Registrars and share transfer agents : Link Intime India Private Limited  
C-101, 247 Park,  
LBS Marg, Vikhroli (West)  
Mumbai – 400 083  
Tel. No. (022) 4918 6000  
Fax. No.(022) 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- k) Share transfer system : In terms of Regulation 40 (1) of SEBI (LODR)  
Regulations, as amended from time to time, securities  
can be transferred only in dematerialised form with  
effect from April 1, 2019. The requests for effecting  
transfer / transmission / transposition of securities  
shall not be processed unless the securities are held  
in dematerialized form. Transfer of shares in electronic  
form are effected through the depositories with no  
involvement of the Company. Members holding shares  
in physical form are requested to consider converting  
their shareholding to dematerialized form.
- l) Distribution of shareholding/  
shareholding pattern as on 31.3.2023 : Please see Annexure ‘C’
- m) Dematerialisation of shares and : 98.05% of the paid-up share capital has been  
liquidity dematerialised as on 31<sup>st</sup> March, 2023.
- n) Outstanding GDRs/ADRs/warrants/  
convertible instruments, conversion : Not applicable since none of the said instruments are  
date and likely impact on equity ever issued.

- o) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities : The Company is not materially exposed to commodity price / foreign exchange risk. The Company also does not carry out any commodity or currency hedging activities.
- p) Plant Location : 1. Plot No. 29/3, Phase III  
GIDC Industrial Estate  
Naroda, Ahmedabad – 382 330  
Gujarat  
2. Plot No. 30/4, Phase III  
GIDC Industrial Estate  
Naroda, Ahmedabad – 382 330  
Gujarat
- q) Address for Correspondence : Ms. Surbhi Sharma  
Company Secretary & Compliance Officer  
Makers Laboratories Limited  
54D, Kandivli Industrial Estate  
Kandivli (W), Mumbai 400 067  
E-mail: investors@makerslabs.com  
Tel: (022) 2868 8544  
Fax: (022) 2868 8544
- r) 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 : CARE Ratings has assigned the following ratings to the Company's long term bank facilities of Rs. 8.40 crores (Reduced from Rs. 12.00 crores) - CARE BBB+; Stable (Re-affirmed)
- s) Share transfer and other communications may be addressed to the Registrars : Link Intime India Private Limited  
C-101, 247 Park,  
LBS Marg, Vikhroli (West)  
Mumbai – 400 083  
Tel. No. (022) 4918 6000  
Fax. No.(022) 4918 6060  
E-mail: rnt.helpdesk@linkintime.co.in

## 10. Other Disclosures

### a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink <https://makerslabs.com/pdf/Corporate Policy/Related Party Transactions.pdf>). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

The Register of Contracts containing the related party transactions is placed before the Board and Audit Committee regularly for its approval. Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

**b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any other statutory authorities on any matter related to capital market during the last 3 financial years**

None

**c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

There is a Whistle Blower Policy in the Company and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company [www.makerslabs.com](http://www.makerslabs.com).

**d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the applicable mandatory requirements of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details about adoption of non-mandatory requirements are given in the table below.

**e) Web link where policy for determining 'material' subsidiaries is disclosed**

The Board has approved a policy for determining 'material' subsidiaries which has been uploaded on the website of the Company.

(Weblink [https://makerslabs.com/pdf/Corporate\\_Policy/Policy\\_on\\_Material\\_Subsiidiaries.pdf](https://makerslabs.com/pdf/Corporate_Policy/Policy_on_Material_Subsiidiaries.pdf)).

**f) Web link where policy on dealing with related party transactions is disclosed**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company.

(Weblink [https://makerslabs.com/pdf/Corporate\\_Policy/Related\\_Party\\_Transactions.pdf](https://makerslabs.com/pdf/Corporate_Policy/Related_Party_Transactions.pdf)).

**g) Disclosure of commodity price risks and commodity hedging activities**

The Company is engaged in the manufacturing and marketing of pharmaceuticals. Since the Company does not consume large quantities of commodities in its manufacturing activities, the Company is not materially exposed to commodity price risks nor does the Company do any commodity hedging.

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

The Company has not raised any funds through preferential allotment or through qualified institutional placement of its shares during the year.

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

The Company has obtained a certificate in this regard from a Company Secretary in practice.

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

The Board has accepted and acted on all the mandatory recommendations of its committees during the financial year under report.

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

The fees paid by the Company to its Statutory Auditors are stated in the appended Audited Financial Statements of the Company. The Company's deemed subsidiary has not made any payment to Company's Statutory Auditors.

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

Number of complaints filed during the calendar year 2022 : None

Number of complaints disposed of during the calendar year 2022 : None

Number of complaints pending as on end of the calendar year 2022 : None

- n) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

The Company has a material subsidiary M/s. Resonance Specialties Ltd. (CIN L25209MH1989PLC051993) with its registered office situated at 54D, Kandivli Industrial Estate, Kandivli (West), Mumbai 400067. This company was incorporated on 1<sup>st</sup> June, 1989.

M/s. Kailash Chand Jain & Co., Chartered Accountants are the statutory auditors of this company. They were appointed as the Statutory Auditors by the shareholders of the Company to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting held on 26<sup>th</sup> August, 2021 till 37<sup>th</sup> Annual General Meeting of that company to be held in the calendar year 2026.

- m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.**

The Company and its subsidiary have not given any loan or advances in the nature of loan to firms/companies in which directors are interested.

#### 11. Non-Compliance of any requirement of Corporate Governance Report with reasons thereof

None

#### 12. Adoption of Discretionary Requirements

A. The Board	The Company currently has a Non-Executive Chairman of the Board of Directors. However, the Company has not maintained any office for him.
B. Shareholders Rights	At present, the Company does not send the statement of half yearly financial performance to the household of each shareholder.
C. Modified opinion(s) in audit report	The Company's financial statements are with unmodified audit opinion.
D. Reporting of internal auditor	The firm of Internal Auditors reports to the Wholetime Director / CEO as well as to the Audit Committee.

**13. The disclosures of the compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46**

- a) The Company has a process to provide, inter-alia, the information to the Board as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance. The Board also periodically reviews the compliances by the Company of all applicable laws.
- b) The Board of Directors in their meeting regularly discuss and are satisfied that the Company has plans in place for orderly succession for appointment to the Board of Directors and Senior Management.
- c) Code of Conduct for Board and Senior Managerial Personnel

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code also incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website [www.makerslabs.com](http://www.makerslabs.com).

The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration in this regard signed by the Wholetime Director / CEO is given at the end of this Report.

The Company has adopted a code of conduct for prevention of insider trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company [www.makerslabs.com](http://www.makerslabs.com). All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

- d) The Company complies with the requirement of placing minimum information before the Board of Directors as contained in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) The CEO/CFO compliance certification under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms part of this Annual Report.
- f) The Company has a Risk Management Committee which monitors and reviews risk management plan. The Board of Directors also periodically reviews and monitors the risk management plan of the Company.
- g) The Board on an annual basis evaluates the performance of Independent Directors. The Independent Directors have also given declarations that they fulfill the criteria of independence as specified in SEBI (LODR) Regulations, 2015 and that they are independent of the Company's management.
- h) Risk Management Committee

The Risk Management Committee was re-constituted by the Board of Directors at its meeting held on 13<sup>th</sup> February, 2019 and now consists of the following members:

Mr. Vishal Jain, Chairman, Independent Director, Mr. Saahil Parikh, Wholetime Director/CEO, Mr. Nilesh Jain, Wholetime Director and Mr. Sandeep Kadam, Sr. Manager Accounts/CFO.

The roles and responsibilities of the Risk Management Committee are as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred to them by the Board of Directors, from time to time.

The risk management policy is displayed on the Company's website (weblink <http://www.makerslabs.com/pdf/Corporate Policy/Risk Management Policy.pdf>).



There was three (3) meetings of the Risk Management Committee held during the financial year 2022-23. The dates on which the said meetings was held is as follows:

27 <sup>th</sup> May, 2022	14 <sup>th</sup> November, 2022
13 <sup>th</sup> February, 2023	

The attendance of each member of the Risk Management Committee in the committee meeting is given below:

Name of the Director/Executive	No. of meeting held	No. of meeting attended
Mr. Vishal Jain	3	3
Mr. Saahil Parikh	3	3
Mr. Nilesh Jain	3	3
Mr. Sandeep Kadam (Sr. Manager Accounts / CFO)	3	3

- i) The Company has formulated a policy on materiality of related party transactions and dealing with related party transactions including clear threshold limits approved by the Board which is available on the website of the Company (weblink [http://www.makerslabs.com/pdf/Corporate\\_Policy/Policy\\_for\\_Determination\\_of\\_Materiality\\_of\\_Event.pdf](http://www.makerslabs.com/pdf/Corporate_Policy/Policy_for_Determination_of_Materiality_of_Event.pdf)).
- j) All related party transactions entered into by the Company with related parties are at an arms length basis and in the ordinary course of Company's business. Transactions with related parties are disclosed under notes forming part of the accounts. The Board and the Audit Committee periodically reviews the details of the related party transactions entered into by the Company. Omnibus approval from the Audit Committee is also obtained before entering into related party transactions. The necessary shareholders resolution is also obtained wherever necessary.
- k) No employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement for himself or on behalf of other person with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- l) **Subsidiary Companies**

The Company has defacto control over the affairs of M/s. Resonance Specialties Ltd., a listed entity with 45.48% shareholding in the said company. Therefore, the Company treats Resonance Specialties Ltd. as its subsidiary.

Mr. R. K. P. Verma, Independent Director of the Company is a member of the Board of Directors of Resonance Specialties Ltd. as an Independent Director.

The minutes of board meetings of subsidiary company is regularly placed before the Board of Directors of the Company. The Board of Directors of the Company also reviews all significant transactions and arrangements, if any, entered into by the subsidiary.

- m) None of the Director of the Company is a director or act as independent director in more than seven listed entities and none of the Wholetime Director serve as an Independent Director in more than 3 listed entities.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors. All directors have disclosed their committee positions to the Company. For determining this limit, Chairpersonship and Membership of Audit Committee and Stakeholders Relationship Committee only are considered.

The shareholders have approved the appointment of Ms. Dipti Shah as Independent director for a term of five years w.e.f 29<sup>th</sup> January, 2023, Mr. R. K. P. Verma as Independent Director of the Company for a period of 5 years w.e.f 13<sup>th</sup> February, 2019 and Mr. Vishal Jain as Independent Director of the Company for a period of 5 years with effect from 4<sup>th</sup> November, 2020. Terms and conditions of their appointment as Independent Directors have been disclosed on the website of the Company [www.makerslabs.com](http://www.makerslabs.com).

The shareholders have also approved the appointment of Mr. Prashant Godha as Non-Executive, Non-Independent Director of the Company liable to retire by rotation with effect from 4<sup>th</sup> November, 2020.

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013 and and Reg 16(1)(b) of SEBI (LODR) Regulations, all the independent directors have given declaration of independence in the first board meeting of the current financial year held on 22<sup>nd</sup> May, 2023.

n) Independent Directors Meeting

During the financial year under review, the Independent Directors met on 13<sup>th</sup> February, 2023 without the attendance of non-independent directors and members of the management, inter-alia, to discuss:

- i. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors; and
- iii. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the said meeting.

o) The Company maintains a functional website ([www.makerslabs.com](http://www.makerslabs.com)) containing the basic information about the Company. The Company has disseminated all the required information on its website as required under Regulation 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

p) Information on Directors retiring by rotation and seeking appointment / re-appointment

**Mr. Prashant Godha (DIN 00012759)**

Mr. Prashant Godha, aged 49 years is a graduate in Commerce and has done Post Graduate Diploma in Business Management and has experience of over 20 years in pharmaceuticals marketing and general management.

He holds 1,22,937 equity shares in the Company.

He is also a Director of the following companies:

1	Ipca Laboratories Ltd.	2	Lyka Labs Ltd.
3	Resonance Specialties Ltd.	4	Capri Coating Solutions Pvt. Ltd.
5	Mexin Medicaments Private Ltd.	6	Paschim Chemicals Pvt. Ltd.
7	Kaygee Laboratories Pvt. Ltd.	8.	Kaygee Investments Private Ltd.
9	Ipca Foundation		

He is a member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of M/s. Resonance Specialties Ltd. He is also a member of the Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of M/s. Ipca Laboratories Ltd.

Number of Board Meetings held and attended by him during his tenure as Director of the Company are given in the Report on Corporate Governance.

**Mr. Saahil Parikh (DIN 00400079)**

Mr. Saahil Parikh aged 48 years has done his graduation in Bio-Chemistry from Gujarat University. He has also done his Diploma in Management Studies from Ahmedabad Management Association. He has about 23 years of experience in pharma production, quality control, projects and general management.

He holds 21,741 equity shares of the Company.

He does not hold Directorship in any other Company.

He is not related to any Director or Key Managerial Personnel of the Company.

Number of Board Meetings held and attended by him during his tenure as Director of the Company are given in the Corporate Governance Report of the respective financial year annexed with the Company's Annual Reports which are available on the Company's website [www.makerslabs.com](http://www.makerslabs.com).

q) Reconciliation of Share Capital Audit:

A qualified Practicing Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

r) Dividend Distribution Policy

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, the Company has formulated a Dividend Distribution Policy which has been uploaded on the website of the Company ([https://www.makerslabs.com/Corporate\\_Policy.html](https://www.makerslabs.com/Corporate_Policy.html)).

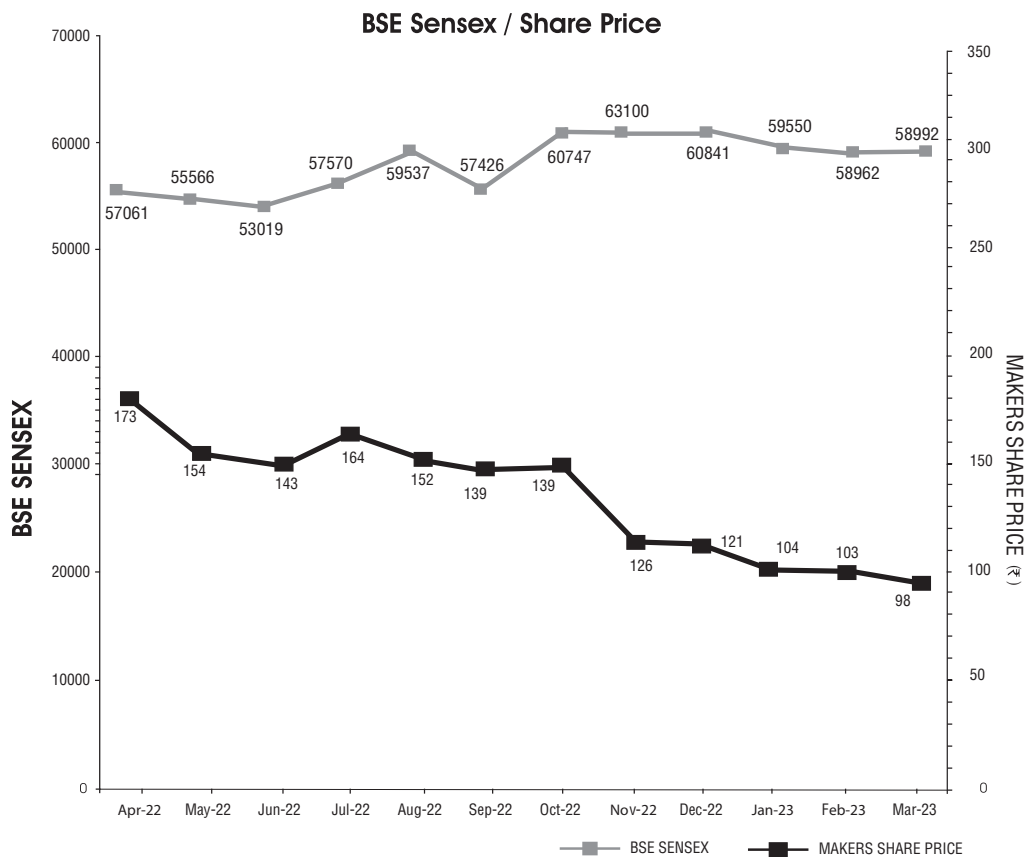
## Annexure A

High/Low of Market price of the Company's shares traded on BSE Ltd. (BSE) during the financial year 2022-23 is furnished below:

Year	Month	Highest (Rs.)	Lowest (Rs)	
2022	April	192.05	160.10	
	May	189.00	140.90	
	June	156.90	130.00	
	July	169.00	137.70	
	August	174.90	145.00	
	September	166.00	138.05	
	October	153.00	137.00	
	November	144.95	120.30	
	December	135.00	115.15	
	2023	January	128.45	98.40
		February	110.70	97.00
		March	124.90	96.10

## Annexure B

Graph of Share Price/ BSE Sensex



### Annexure C

The distribution of shareholding as on 31 <sup>st</sup> March, 2023 is as follows :						
No. of equity shares held			No. of shareholders	%	No. of shares	%
Upto		500	3937	85.76	458452	7.77
501	to	1000	322	7.01	240654	4.08
1001	to	2000	153	3.33	221465	3.75
2001	to	3000	61	1.33	152720	2.59
3001	to	4000	23	0.50	80774	1.37
4001	to	5000	10	0.22	46450	0.79
5001	to	10000	45	0.98	324327	5.49
10001	&	above	40	0.87	4375534	74.16
Grand Total			4591	100.00	5900376	100.00
No. of shareholders in Physical Mode			636	13.85	115241	1.95
No. of shareholders in Electronic Mode			3955	86.15	5785135	98.05

Shareholding pattern as on 31 <sup>st</sup> March, 2023 is as follows :			
Category	No. of shareholders	No. of shares	% holding
Indian Promoters	12	3615356	61.27
Banks and Insurance Companies	1	100	0.00
FIs and Mutual Funds	0	0	0.00
NRI	70	75206	1.27
Domestic Companies	32	173037	2.93
Resident Individuals / Others	4476	2036677	34.53
<b>Total</b>	<b>4591</b>	<b>5900376</b>	<b>100.00</b>

**CEO CERTIFICATION**22<sup>nd</sup> May, 2023

To,  
All the Members of  
Makers Laboratories Ltd.

It is hereby certified and confirmed that as provided in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March, 2023.

For Makers Laboratories Limited  
Saahil Parikh  
Wholetime Director / CEO

**CEO/CFO CERTIFICATION**22<sup>nd</sup> May, 2023

The Board of Directors  
Makers Laboratories Limited  
54-D, Kandivli Industrial Estate,  
Kandivli (West)  
Mumbai – 400 067

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Makers Laboratories Ltd.  
Saahil Parikh  
Wholetime Director / CEO

For Makers Laboratories Ltd.  
Sandeep Kadam  
Sr. Manager (Accounts) / Chief Financial Officer

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON  
CORPORATE GOVERNANCE****TO THE MEMBERS OF****MAKERS LABORATORIES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Makers Laboratories Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

We 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.

**For Parikh & Associates**

Practising Company Secretaries

Jigyasa N. Ved

Partner

FCS: 6488 CP: 6018

UDIN: F006488E000346102

PR No.: 1129/2021

Mumbai, 22.05.2023

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	No. of shares – 2220 No. of shareholders - 25
b)	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0
c)	Number of shareholders to whom shares were transferred from suspense account during the year	0
d)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	No. of shares –1020 No. of shareholders - 11
e)	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares

**ANNEXURE 2****Form No. AOC-2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: Not Applicable
  - (b) Nature of contracts/arrangements/transactions: Not Applicable
  - (c) Duration of the contracts / arrangements/transactions: Not Applicable
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
  - (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
  - (f) Date(s) of approval by the Board: Not Applicable
  - (g) Amount paid as advances, if any: Not Applicable
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: M/s. Ipca Laboratories Ltd., companies promoted by same promoters.
  - (b) Nature of contracts/arrangements/transactions:
    - i. Purchase/ sale of materials, capital goods, plant & machineries, packing materials, etc. at a market determined price that would be generally agreed by the trade / industry for similar nature of transaction.
    - ii. Availing of/rendering of manufacturing and other services at a price that would be generally charged in the trade / industry for that particular type of service.
    - iii. Provision of common services at proportionate cost, renting of premises, loans/advances etc.
  - (c) Duration of the contracts / arrangements/transactions: Continuous transactions on an ongoing basis.
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Purchase/ sale of materials, capital goods, plant & machineries, packing materials, manufacturing on loan license basis, etc. on arm's length basis. Please see attached notes to Accounts for details.
  - (e) Date(s) of approval by the Board, if any: 22<sup>nd</sup> May, 2023
  - (f) Date of approval of shareholders: 12<sup>th</sup> August, 2022 (Fresh approval of shareholders is also being obtained in the ensuing Annual General Meeting)
  - (g) Amount paid as advances, if any: None

Note: All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of Company's business. Details of the related party transactions are given in the notes to the Accounts attached herewith.

For and on behalf of the Board

Mumbai,  
22<sup>nd</sup> May, 2023

R. K. P. Verma  
Chairman



### ANNEXURE 3

**DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 is as under:

Sr. No.	Name of the Director / Key Managerial Personnel and Designation	Remuneration of Director / KMP for the financial year 2022-23 (Rs.)	% increase/ (decrease) in remuneration in the financial year 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. R. K. P. Verma (Chairman)	2,00,000	8.11%	0.62
2.	Ms. Dipti Shah (Director)	1,80,000	24.14%	0.56
3.	Mr. Vishal Jain (Director)	2,30,000	17.95%	0.72
4.	Mr. Prashant Godha (Director)	90,000	20.00%	0.28
5.	Mr. Saahil Parikh (Whole Time Director/CEO)	55,46,726	3.60%	17.33
6.	Mr. Nilesh Jain (Whole Time Director)	33,66,433	14.16%	10.52
7.	Mr. Sandeep Kadam (Sr. Manager Accounts / CFO)	11,66,904	10.37%	3.65
8.	Ms. Rinku Kholakiya (Company Secretary) (Resigned w.e.f. 31.10.2022)	2,34,889	-	0.73

- ii. The median remuneration of the employees of the Company during the financial year was Rs. 3,20,038/-.
- iii. In the financial year, there was an increase of 3.22% in the median remuneration of employees.
- iv. There were 121 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2023.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year was 9.52% whereas there was decrease in the managerial remuneration for the financial year @ (3.12%).
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board

Mumbai,  
22<sup>nd</sup> May, 2023

R. K. P. Verma  
Chairman

## ANNEXURE 4

### 1. CONSERVATION OF ENERGY

(i) **The steps taken or impact on conservation of energy :**

During the year under review all possible efforts were made to ensure optimum conservation of electricity and fuel at the manufacturing plants of the Company.

(ii) **The steps taken by the Company for utilizing alternate sources of energy :**

Presently none.

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

The Company has not spent any material capital investment on energy conservation equipments except some investment on energy conservation consumables.

### 2. TECHNOLOGY ABSORPTION

Research & Development

(A) Specific areas in which R&D work was carried out by the Company:

The Company has started R&D activities at its Ahmedabad manufacturing unit. The Company is currently in the process of developing ophthalmic range of formulations.

(B) Benefits derived as a result of the above R&D:

The benefits of R&D activities will come in future years.

(C) Future Plan of Action :

Development of more range of ophthalmic range of formulations initially for the domestic market.

(D) Expenditure incurred on R&D:

	2022-23 (₹ lacs)	2021-22 (₹ lacs)
a) Capital	-	-
b) Revenue	9.16	38.45
c) Total	9.16	38.45
d) R & D expenditure as a percentage of turnover	0.21%	0.72%

(E) Imported technology (imported during last 5 years):

The Company has not imported any technology during the last 5 years.

### 3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings – Nil.

Foreign Exchange Expenditure – Rs. 23.48 lacs (including Rs. 10.92 lacs being CIF value of capital goods import).

For and on behalf of the Board

Mumbai,  
22<sup>nd</sup> May, 2023

R. K. P. Verma  
Chairman

**FORM No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members,

Makers Laboratories Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) 2021; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

- (i) Other regulations of the Securities and Exchange Board of India as are applicable to the Company.
- (vi) Other laws applicable specifically to the Company namely:
- (1) Pharmacy Act, 1948,
  - (2) Drugs and Cosmetics Act, 1940,
  - (3) Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954,
  - (4) Narcotic Drugs and Psychotropic Substances Act, 1985,
  - (5) Drug Pricing Control Order, 2013.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

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

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

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. To finance capital expenditure requirements for upgradation / modernization / capacity enhancement of Company's injectable unit situated at Plot No. 29/3, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad - 382330, Gujarat, as well as to meet the general corporate purposes, the Company made a rights equity issue of 9,83,396 equity shares of Rs. 10/- each @ Rs. 150/- per equity share, including a premium of Rs. 140/- per equity share aggregating to Rs. 14.75 crores on rights basis to the existing equity shareholders of the Company in the ratio of 1 equity share for every 5 equity shares held as on record date of 1st April 2022. This rights equity issue was oversubscribed and closed for subscription on 27th April, 2022. The rights equity shares have since been allotted and listed on the BSE Ltd. The proceeds of the rights equity issue were utilised for the purposes for which the rights equity issue was made.

**For Parikh & Associates**  
Company Secretaries

Place: Mumbai  
Date: 22.05.2023

Signature:  
**Jigyasa N. Ved**  
Partner  
FCS No: 6488 CP No: 6018  
UDIN: F006488E000345970  
PR No.: 1129/2021

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

**'Annexure A'**

To,

The Members

Makers Laboratories Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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.

Place: Mumbai

Date: 22.05.2023

**For Parikh & Associates**  
Company Secretaries

Signature:

**Jigyasa N. Ved**

Partner

FCS No: 6488 CP No: 6018

UDIN: F006488E000345970

PR No.: 1129/2021

## INDEPENDENT AUDITORS' REPORT

**To**  
**The Members of**  
**Makers Laboratories Limited**  
**Mumbai**

### **Report on the Audit of the Standalone Financial Statement**

#### **Opinion**

We have audited the attached financial statements of Makers Laboratories Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of 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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements 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 (ICAI) 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

#### **Key Audit Matters**

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

We have determined the matters described below to be the key audit matters:

Sr No	Key Audit Matters (KAM's)	How the KAM's were addressed in our audit
1.	Inventory Valuation The Company manufactures and sells pharmaceutical products which carry shelf life. As a result, significant level of judgement is involved in estimating inventory valuation. Judgement is required to assess the appropriate net realisable value for short dated pharmaceutical products. Such judgements include management expectations for future sales and inventory liquidation plans.	Our procedures included, amongst others: <ul style="list-style-type: none"> <li>• We attended stock counts to identify whether any inventory was obsolete,</li> <li>• We assessed the basis for the inventory valuation, the consistency in policy and the rationale in its application,</li> <li>• We tested the accuracy of the ageing of inventories based on system generated reports,</li> <li>• We tested the arithmetical accuracy of valuation files; and</li> <li>• We reviewed product-wise historical data relating to sales return etc. and also its impact on valuation.</li> <li>• We have assessed the adequacy of disclosure in the Standalone Financial Statements.</li> </ul>

Sr No	Key Audit Matters (KAM's)	How the KAM's were addressed in our audit
2.	Revenue recognition as per INDAS 115 - Revenue from Contracts with customers.	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• We have assessed the Company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e. Ind AS 115;</li> <li>• We have conducted testing of design, implementation and operating effectiveness of key internal financial controls over timing of recognition of revenue from sale of goods and subsequent adjustments made to the transaction price;</li> <li>• We have also performed substantive audit procedures on selected statistical samples of customer contracts. Verified terms and condition related to acceptance of goods, acknowledgement on delivery receipts and tested the transit time to deliver the goods and its revenue recognition.</li> <li>• We also assessed the issue of principal and agency arrangements in the transactions of sale of goods through Consignee Sales Distributors and accounted the revenue as per the principles of Ind AS 115.</li> <li>• Our tests of details focused on period end samples to verify only revenue pertaining to current year which satisfies the condition of revenue recognition is recognized based on terms and conditions set out in sale agreements/contracts and delivery documents.</li> <li>• We have assessed the adequacy of disclosure in the Standalone Financial Statements.</li> </ul>

**Information Other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the Other Information. The other information comprises the information included in the Board's Report but does not include the Financial Statements and our Independent Auditors' Report thereon. Our opinion on the Financial Statements does not cover the Other Information and we do not and will not express any form of assurance or conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the Other Information identified above 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.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and those Charged with Governance for the 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 Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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.

The Board of Directors is 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 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:

1. 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.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. 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.
5. 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matter , 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the attached Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, 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 system with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls system with reference to financial statements.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is within the limits prescribed as per Schedule V read with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 38 to the financial statements,
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses,
    - iii. The amount required to be transferred to the Investor Education and Protection Fund has been transferred by the Company within time.
    - iv. a. The management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding whether recorded in

writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

- b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- c. Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) above contain any material misstatement.
- v. There are no events of dividend declared and paid by the Company during the year until the date of this report, hence compliance with provisions of section 123 of the Companies Act, 2013 is not required.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

**For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No- 106971W

**Nuzhat Khan**

Partner  
Membership No.124960  
Mumbai, Dated: May 22, 2023  
UDIN: 23124960BGGVDJ2086

### Annexure A to the Independent Auditor's Report

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

To the best of our knowledge and information, audit procedures followed by us, according to the information provided to us by the Company and the examination of the books of account and records in the normal course of audit, we state that:

- (i) a. (A) The Company has generally maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment and relevant details of right of use assets.
  - (B) The Company has generally maintained proper records showing full particulars of intangible assets.
- b. Property, Plant and Equipment and Right of Use assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c. We have verified the title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements and included under Property, Plant and Equipment and based on such verification, we confirm that the same are held in the name of the company. In case of Lease agreements for land, where the Company is the lessee and the lease agreements are duly executed in favour of the Company and on which building is constructed, we report that title in respect of self-constructed building is held in the Company's name.
- d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.
- e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and rules made thereunder,.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. On the basis of examination of records, we are of the opinion that the coverage and procedure of such verification is appropriate and that no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification. The discrepancies wherever noted have been properly dealt with in the books of account of the Company.
- (b) The Company has not been sanctioned working capital limits in excess of Rs 5 crores in aggregate at any point of time during the year from banks or financial institutions on the basis of security of current assets and hence clause 3(ii)(b) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.
- (iii) (a) The Company during the year has granted unsecured loans, details of which are given hereunder.

(₹ in lacs)

Particulars	Guarantees	Security	Loans	Advances in the Nature of Loans
Aggregate amount granted/provided during the year	-	-	0.42	-
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	0.42	-
Balance outstanding as at balance sheet date in respect of such cases	-	-	0.14	-
-Subsidiaries	-	-	-	-
-Joint Ventures	-	-	-	-
-Associates	-	-	-	-
-Others	-	-	0.14	-

- (b) The terms and conditions of the grant of loans are prima facie not prejudicial to the Company's interest.
- (c) In respect of loans, the schedule of repayment of principal and interest is stipulated. The repayments have generally been regular.
- (d) No amount is overdue for more than ninety days as at the balance sheet date.
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company has not given any loans, or made any investments, or given any guarantees and security to which section 185 or section 186 applies .
- (v) The Company has not accepted deposits from the public or amounts that are deemed to be deposits pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal in respect of the said sections .
- (vi) The maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has been prescribed and we are of the opinion that prima facie, the prescribed accounts and records have been so maintained. We have not, however, carried out a detailed examination of the records to ascertain whether they are accurate.
- (vii) (a) The Company has been generally regular in depositing undisputed statutory dues including Goods and Services Act, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year . According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2023, for a period of more than six months from the date they became payable
- (b) There are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute except as given below:

<b>Name of statute</b>	<b>Nature of dues</b>	<b>Period to which the amount relates</b>	<b>Amount (In lacs)</b>	<b>Amount paid under protest (In lacs)</b>	<b>Forum where dispute is pending</b>
Income Tax	Order under section 143(3) r/w section 147	AY:2011-12	91.66	4.10	CIT(Appeals)
Income Tax	Order under section 143(3) r/w section 147	AY: 2013-14	15.69	2.80	CIT(Appeals)
Income Tax	Order under section 143(3) r/w section 147	AY: 2014-15	16.88	3.01	CIT(Appeals)
Income Tax	Order under section 143(3) r/w section 147	AY: 2015-16	30.41	5.42	CIT(Appeals)
<b>Total</b>			<b>154.64</b>	<b>15.33</b>	

- (viii) There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ix) (a) The Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution.
- (c) Term loan availed during the year from group company is applied for the purpose for which the same raised.
- (d) On an overall examination of the standalone financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company .
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary . The Company does not have any associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary. The Company does not have any associates or joint ventures .
- (x) (a) During the year, the Company has raised money on right issue by way of initial public offer. The company has utilised the entire money raised for the purpose for which they were raised. The utilisation of the funds during the year are given in Note No. 12 (v) of the standalone financial statements.
- (b) The Company has not made any preferential allotment / private placement of shares, fully / partly optionally convertible debentures during the year .
- (xi) (a) No fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence clause 3(xi)(b) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.
- (c) No whistle-blower complaints have been received during the year by the Company.
- (xii) The Company is not a Nidhi Company and hence clauses 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Companies (Auditors Report) Order 2020 are not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 in so far as our examination of the proceedings of the meetings of the Audit Committee and the Board of Directors are concerned. The details of related party transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards .
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.,
- (b) We have considered the internal audit reports of the Company issued till date,for the period under audit.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence clause 3(xv) of the Companies (Auditor's Report) Order,2020 is not applicable to the Company.
- (xvi) (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act 1934 and hence sub-clause 3(xvi)(a), 3(xvi)(b) and 3(xvi)(c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company .
- (b) There is one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions,2016) .

- (xvii) On an examination of the Statement of Profit and Loss account, the Company has incurred cash losses amounting to ₹ 437.69 lacs in the financial year but has not incurred any cash losses in the immediate previous financial year .
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly clause (3)(xviii) of The Companies (Auditors Report) Order 2020 is not applicable to the Company .
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements including management representations, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that there no exists material uncertainties in the management assumptions relating to the Company's capability of meeting the financial liabilities existing as at the Balance sheet date as and when they fall due within next 12 months which casts significant doubts on the management ability to meet the liabilities as and when they fall due.
- (xx) (a) The Company was not required to spend any amount towards Corporate Social Responsibility obligation and hence there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) There are no ongoing projects in respect of CSR activities and therefore clause 3(xx)(b) of The Companies (Auditors Report) Order 2020 is not applicable to the Company.

**For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No- 106971W

**Nuzhat Khan**

Partner  
Membership No. 124960  
Mumbai, Dated: May 22,2023  
UDIN: 23124960BGVGDJ2086

## **Annexure- B to the Independent Auditors' Report**

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements' section of our report to the Members of Makers Laboratories Limited of even date)

### **Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause Section 143(3)(i) of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls system with reference to Standalone Financial Statements of Makers Laboratories Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the Financial Statement of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note 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 Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 with reference to Financial Statements.

#### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Financial Statements.**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No- 106971W

**Nuzhat Khan**

Partner  
Membership No. 124960  
Mumbai, Dated: May 22, 2023  
UDIN:23124960BGVGDJ2086



(All Figures are Rupees in Lacs unless otherwise stated)

## Standalone Balance Sheet as at March 31, 2023

Particulars	Note	As at Mar 31, 2023	As at Mar 31, 2022
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment	3	3,882.82	2,807.16
(b) Capital Work-in-Progress	3C	1.13	894.04
(c) Right Of Use Asset	3B	154.98	180.66
(d) Other Intangible Assets	3A	6.93	5.81
(e) Intangible Assets Under Development	3C	3.24	-
(f) Financial Assets			
(i) Investments	4	2,252.19	2,254.64
(ii) Loans	5	-	0.24
(iii) Others	6	75.59	69.74
(g) Deferred Tax Asset (Net)	17	-	-
(h) Other Non-current Assets	7	186.04	200.53
		<b>6,562.92</b>	<b>6,412.82</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	819.54	1,218.96
(b) Financial Assets			
(i) Investments	4	-	-
(ii) Trade Receivables	9	752.99	535.45
(iii) Cash and Cash Equivalents	10	0.86	4.70
(iv) Bank Balances other than (iii) above	11	6.78	8.85
(v) Loans	5	0.49	0.87
(vi) Others	6	60.09	77.78
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	7	275.41	288.72
		<b>1,916.16</b>	<b>2,135.33</b>
<b>TOTAL ASSETS</b>		<b>8,479.08</b>	<b>8,548.15</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	12	590.04	491.70
(b) Other Equity	13	5,238.42	4,538.32
<b>Total Equity</b>		<b>5,828.46</b>	<b>5,030.02</b>
<b>LIABILITIES</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	238.89	268.68
(ii) Lease Liability	33	179.46	195.62
(iii) Other Financial Liabilities	15	100.00	-
(b) Provisions	16	21.08	20.04
(c) Deferred Tax Liabilities (Net)	17	19.87	63.18
(d) Other Non-current Liabilities	18	-	-
		<b>559.30</b>	<b>547.52</b>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	685.21	1,451.06
(ii) Lease Liability	33	16.15	24.39
(iii) Trade Payables	20		
- Due to Micro, Small and Medium enterprises		99.70	91.44
- Due to Others		359.03	307.89
(iv) Other Financial Liabilities	15	508.45	604.30
(b) Other Current Liabilities	18	262.09	324.05
(c) Provisions	16	160.69	167.48
(d) Current Tax Liabilities (Net)		-	-
		<b>2,091.32</b>	<b>2,970.61</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>8,479.08</b>	<b>8,548.15</b>

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

Nuzhat Khan  
Partner  
M.No. 124960  
Mumbai May 22, 2023

For and on behalf of the Board of Directors

Saahil Parikh  
(DIN 00400079)  
Wholetime Director & CEO

Nilesh Jain  
(DIN 05263110)  
Wholetime Director

Surbhi Sharma  
ACS No:66485  
Company Secretary

Sandeep Kadam  
CFO

(All Figures are Rupees in Lacs unless otherwise stated)

## Standalone Statement of Profit and Loss for the year ended March 31, 2023

Particulars	Note	2022-23	2021-22
<b>I Revenue from Operations</b>	21	<b>4,254.67</b>	5,237.56
<b>II Other Income</b>	22	<b>113.73</b>	84.81
<b>III Total Income (I + II )</b>		<b>4,368.40</b>	5,322.37
<b>IV Expenses:</b>			
Cost of Materials Consumed	23	<b>643.74</b>	722.40
Purchase of Stock in trade	24	<b>1,684.48</b>	2,221.48
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	<b>401.48</b>	(151.57)
Employee Benefit Expenses	26	<b>744.78</b>	815.65
Finance Cost	27	<b>138.05</b>	167.54
Depreciation and Amortisation	28	<b>239.88</b>	190.70
Other Expenses	29	<b>1,193.56</b>	1,324.85
<b>Total Expenses (IV)</b>		<b>5,045.97</b>	5,291.05
<b>V Profit/ (Loss) Before exceptional items and Tax (III-IV)</b>		<b>(677.57)</b>	31.32
<b>VI Exceptional Items</b>		-	-
<b>VII Profit/ (Loss) Before Tax (V+VI)</b>		<b>(677.57)</b>	31.32
<b>VIII Tax Expense</b>			
1. Current Tax	30	-	-
2. Short / (Excess) Provision of earlier years	30	<b>1.54</b>	3.29
3. Deferred Tax Liability / (Asset) incl. MAT Credit	30	<b>(43.02)</b>	10.85
<b>IX Profit/ (Loss) for the period ( VII-VIII)</b>		<b>(636.09)</b>	17.18
<b>X Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to profit or loss			
(a) Actuarial gain / (loss)		<b>(2.43)</b>	5.28
Tax Effect thereon	31	-	-
(b) Fair Value change through Other Comprehensive Income		<b>(2.45)</b>	56.63
Tax Effect thereon	31	<b>0.28</b>	(11.17)
Other Comprehensive Income for the year, net of tax		<b>(4.60)</b>	50.74
<b>Total Comprehensive Income for the year</b>		<b>(640.69)</b>	67.92
<b>XI Earnings per Equity Share :</b>			
Par Value ₹ 10 each			
Basic (in ₹)	32	<b>(10.58)</b>	0.34
Diluted (in ₹)	32	<b>(10.58)</b>	0.34

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

**As per our report of even date attached  
For Natvarlal Vepari & Co.**  
Chartered Accountants  
Firm Registration No. 106971W

**Nuzhat Khan**  
Partner  
M.No. 124960  
Mumbai May 22, 2023

**For and on behalf of the Board of Directors**

**Saahil Parikh**  
(DIN 00400079)  
Wholetime Director & CEO

**Surbhi Sharma**  
ACS No:66485  
Company Secretary

**Nilesh Jain**  
(DIN 05263110)  
Wholetime Director

**Sandeep Kadam**  
CFO

(All Figures are Rupees in Lacs unless otherwise stated)

## Standalone Cash Flow Statement for the year ended 31st March, 2023

A. Cash Flow from Operating Activities	2022-23	2021-22
1) Net profit before taxation and extraordinary item	(677.57)	31.32
Adjustments for :		
Depreciation	239.88	190.70
Bad Debts w/off	17.53	6.13
Assets Scrap loss	1.36	16.14
(Profit)/ Loss on sale of Property, Plant & Equipment	(1.13)	5.44
Unwinding of Lease rent Income	(0.45)	(0.55)
Unwinding of Lease rent Expenses	0.01	0.16
Interest Income	(5.92)	(3.67)
Dividend Income	(52.54)	(52.54)
Interest Expense	134.12	167.54
2) Operating profit before working capital changes	(344.71)	360.67
Decrease / (Increase) in Inventories	399.42	(130.23)
Decrease / (Increase) in Trade Receivables	(235.07)	177.15
Decrease / (Increase) in Other Financial Assets	13.14	93.11
Decrease / (Increase) in Other Assets	10.95	14.34
Increase / (Decrease) in Trade Payables	47.68	(197.67)
Increase / (Decrease) in Other Financial Liabilities	76.46	113.17
Increase / (Decrease) in Other Liabilities	(61.96)	303.87
Increase / (Decrease) in Provisions	(8.18)	1.21
3) Cash generated from operation	(102.27)	735.62
Income Tax paid (net)	(40.03)	(55.21)
Net cash from operating activities	(142.30)	680.41
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment including capital WIP & Intangibles	(448.16)	(1,108.48)
Proceeds from Sale of Plant, Property and Equipment	35.17	7.16
Sale of Shares	-	167.86
Interest Received	5.23	2.83
Dividend Received	52.54	52.54
Net cash from / (used in) investing activities	(355.22)	(878.09)
C. Cash Flow from Financing Activities		
Proceeds from issue of shares (including securities premium)	1,475.09	-
Share issue expenses	(35.96)	-
Proceeds/ (Repayment) from short term borrowing (Net)	178.52	595.48
Repayment of Non-Current borrowing	(284.16)	(245.28)
Intercompany Deposit repaid	(890.00)	-
Intercompany Deposit received	200.00	-
Payment of Lease Liability		
- Interest	(21.60)	(23.59)
- Principal	(12.67)	(9.04)
Interest paid	(115.54)	(140.74)
Net cash from / (used in) financing activities	493.68	176.83
Net increase / (decrease) in cash and cash equivalents ( A + B + C )	(3.84)	(20.85)
Cash and cash equivalents at beginning of year	4.70	25.55
Cash and cash equivalents at end of year	0.86	4.70
Components of Cash & Cash equivalents :		
Cash and cheques on hand	0.46	0.86
Balance with banks	0.40	3.84
	0.86	4.70

Refer note no. 14 (f) for reconciliation of liabilities from financing activities

As per our report of even date attached  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

Nuzhat Khan  
Partner  
M.No. 124960  
Mumbai May 22, 2023

For and on behalf of the Board of Directors

Saahil Parikh  
(DIN 00400079)  
Wholetime Director & CEO

Surbhi Sharma  
ACS No:66485  
Company Secretary

Nilesh Jain  
(DIN 05263110)  
Wholetime Director

Sandeep Kadam  
CFO

## 1. Standalone Statement of Changes in Equity for the year ended March 31, 2023

(All Figures are Rupees in Lacs unless otherwise stated)

	No. of shares	Amount
<b>Equity Share Capital</b>		
Equity Share capital of face value (₹) 10.00 each		
Balance as at March 31, 2021	49,16,980	491.70
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	49,16,980	491.70
Changes in equity share capital during the year	9,83,396	98.34
<b>Balance as at March 31, 2023</b>	<b>59,00,376</b>	<b>590.04</b>

Other Equity Particulars	Reserves and Surplus			Other Equity		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other comprehensive income not Reclassified to P&L Fair Value of Investment through OCI	
Balance as on April 1, 2021	302.76	108.64	1,200.00	2,866.17	(7.17)	4,470.40
Profit for the period	-	-	-	17.18	-	17.18
Gain/ (Loss) on Fair Value of Investment through OCI (Net of tax thereon)	-	-	-	-	45.46	45.46
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	5.28	-	5.28
Transfer to Retained Earning on Sale of Investment Through OCI	-	-	-	35.97	(35.97)	-
Balance as on March 31, 2022	302.76	108.64	1,200.00	2,924.60	2.32	4,538.32
Profit for the period	-	-	-	(636.09)	-	(636.09)
Gain/ (Loss) on Fair Value of Investment through OCI (Net of tax thereon)	-	-	-	-	(2.17)	(2.17)
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	(2.43)	-	(2.43)
Issue of rights shares*	-	1,340.79	-	-	-	1,340.79
<b>Balance as on March 31, 2023</b>	<b>302.76</b>	<b>1,449.43</b>	<b>1,200.00</b>	<b>2,286.08</b>	<b>0.15</b>	<b>5,238.42</b>

\* Proceeds from Rights Issue is net off IPO expenses of ₹35.96 lacs.

### Note:

- The Company has sold 11,990 equity shares of Mexin Medicaments Pvt Ltd held as Investment at Fair Value through OCI during the year ended March 31, 2022. The aggregate of sale consideration net of acquisition cost and tax thereon of ₹ 35.97 lacs has been initially recognised under Other Comprehensive Income and subsequently reclassified under retained earning through Statement of Changes in Equity.
- Loss of ₹ 2.43 lacs and Gain of ₹ 5.28 lacs on remeasurement of defined employee benefit plans (net of tax) is recognized as a part of retained earnings for the years ended March 31, 2023 and 2022, respectively.

### As per our report of even date attached

**For Natvarlal Vepari & Co.**  
Chartered Accountants  
Firm Registration No. 106971W

**Nuzhat Khan**  
Partner  
M.No. 124960  
Mumbai May 22, 2023

### For and on behalf of the Board of Directors

**Saahil Parikh**  
(DIN 00400079)  
Wholetime Director & CEO

**Surbhi Sharma**  
ACS No:66485  
Company Secretary

**Nilesh Jain**  
(DIN 05263110)  
Wholetime Director

**Sandeep Kadam**  
CFO

## **Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended March 31, 2023.**

### **1. Corporate Information**

Incorporated in the year 1984, Makers Laboratories Limited is an integrated pharmaceutical company manufacturing and marketing around 200 formulations. The Company has one manufacturing unit in India manufacturing formulations for the Indian market.

The financial statements of the company for the year ended March 31, 2023 were authorised for issue in accordance with the resolution passed at the meeting of the Board of Directors held on May 22, 2023.

### **2. Significant Accounting Policies**

#### **A. Basis of Preparation**

##### Statement of Compliance

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

The financial statements have been prepared on a historical cost basis, except for the following:

- a. certain financial assets and liabilities (including derivative instruments) are measured at fair value; and
- b. defined benefit plans - plan assets measured at fair value

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements are presented in INR and all values are rounded to the nearest lacs, except otherwise stated.

#### **B. Use of Judgments, Estimates and Assumption**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

##### **a. Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management

judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**b. Defined benefit plans (Gratuity benefits)**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**c. Useful lives of Property, Plant and Equipment**

The company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**d. Impairment of Property, Plant and Equipment**

For property, plant and equipment and intangibles, an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

**e. Inventories**

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

**f. Recognition and measurement of other Provisions**

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

**C. Recent pronouncements**

Ministry of corporate affairs (MCA) notifies new standard or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued and amended from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

• **Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary

users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

- **Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

- **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

### **3. Current and non-current classification**

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

**An asset is current when :**

- It is expected to be realised or intended to be sold or consumed in normal operating cycle, or
- It is held primarily for the purpose of trading, or
- It is expected to be realised within twelve months after the reporting period, or
- It is 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, or
- It is held primarily for the purpose of trading, or
- 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.

### **4. Property, Plant and Equipment**

- a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Cost of acquisition comprises its purchase price including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing

the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price.

- b) Stores and spares which meet the definition of Property, Plant and Equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as Property, Plant and Equipment.
- c) Capital Work In Progress represents expenditure incurred on capital assets that are under construction or are pending capitalisation and includes project expenses pending allocation. Project expenses pending allocation are apportioned to the Property, Plant and Equipment of the project proportionately on capitalisation.
- d) Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period up to the time the asset is ready for its intended use.
- e) 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 Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- f) The residual useful life of Property, Plant & Equipment is reviewed at each balance sheet date and adjusted if required in the depreciation rates.

**g) Depreciation methods, estimated useful lives and residual value**

Depreciation on all assets of the Company is charged on straight line method over the useful life of assets mentioned in Schedule II to the Companies Act ,2013 or the useful life previously assessed by the management based on technical review whichever is lower for the proportionate period of use during the year. Intangible assets are amortised over the economic useful life estimated by the management.

The management's estimated useful life/useful life as per schedule II whichever is lower for the various tangible assets are as follows:

<b>Assets</b>	<b>Estimated useful life (Years)</b>
Leasehold Land	Period of Lease
Plant & Equipment	5 to 20 Years
Eff. Treatment Plant	15 Years
Vehicle	10 Years
Building	28 to 58 Years
Furniture & Fixtures	10 Years

**5. Intangible assets**

The Company has elected to fair value its intangible assets on transition date. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.



The management has estimated the economic useful life for the various intangible assets as follows:

Brands & Trademarks	4 Years
Software for internal use	4 Years

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.

## 6. Revenue recognition

- a. The Company derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns, product expiry claims and discounts.

Revenue is recognized on satisfaction of performance obligations upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

To recognize revenues, the Company applies the following five step approach:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenues when a performance obligation is satisfied.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognized over time.

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Where Revenue is recognized over time, the amount of revenue is determined on the basis of contract costs incurred in relation to estimated contract expenses.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue in respect of transactions thru parties acting as agents is recognised only on completion of the performance obligation of the agent with corresponding accrual of agency commissions.

The Company presents revenues net of indirect taxes in its statement of profit and loss.

- b. In case of export benefits which are in the nature of neutralisation of duties and taxes are grouped under material costs. All other export incentives are grouped under other operating revenue.

- c. Revenue in respect of insurance/other claims, commission, etc. are recognised only when it is reasonably certain that the ultimate collection will be made.
- d. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

#### **7. Borrowings**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

#### **8. Impairment of assets**

Carrying amount of Tangible assets, Intangible assets, Investments in Subsidiaries, Joint Venture and Associates (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### **9. Leases**

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" using the modified retrospective approach as per para C5(b) read along with para C8 of Appendix C, under which the lessee shall;

- (i) recognise lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application.
- (ii) recognise a right-of-use asset at the date of initial application for leases previously classified as an operating lease applying Ind AS 17. The lessee shall choose, on a lease-by-lease basis, to measure that right-of-use asset at either ;
  - its carrying amount as if the Standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application; or
  - an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

Accordingly, the comparative information has not been restated and continues to be reported under Ind AS 17 "Lease". Additionally, the disclosure requirements in Ind AS 116 have not generally been applied to comparative information. The following is the summary of the new and/or revised significant accounting policies related to Leases. Refer Note 1 "Significant Accounting policies", in the Company's 2019 Annual Report for the policies in effect for Leases prior to April 1, 2019. The effect of transition on Ind AS 116 was insignificant.

The Company, as a lessee, recognizes 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.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term

## 10. Inventories

Items of inventories are valued at lower of cost or estimated net realisable value as given below:

Raw Materials and Packing Materials	Lower of cost and net realisable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on First In First Out basis.
Work-in-process and Finished Goods	At lower of cost (material cost net of refundable taxes, labour cost and all manufacturing overheads) and net realisable value.
Stores and Spares	Stores and spare parts are valued at lower of cost computed on First-in-First- out method and net realisable value.
Traded Goods	Traded Goods are valued at lower of cost and net realisable value.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, estimated shelf life, price changes, introduction of competitive new products and such other related factors.

Cost in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition.

## 11. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities in the balance sheet.

## 12. Provisions, contingent liabilities and contingent assets

### Provision

A Provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**Contingent liabilities**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**Contingent assets**

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**13. Retirement and other employee benefits****Provident fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

**Gratuity**

Gratuity, a post-employment defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year/period on projected unit credit method.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

**Compensated absences**

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia, bonus and performance incentive are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**14. Foreign currencies****Transactions and balances**

- i. The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.
- ii. Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction where the settlement of such transactions are taking place at a later date. The exchange gain/loss on settlement / negotiation during the year is recognised in the statement of profit and loss. In case of advance payment for purchase of assets/ goods/services and advance receipt against sales of products/services, all such purchase/sales transaction are recorded at the rate at which such advances are paid/ received.
- iii. Foreign currency monetary transactions remaining unsettled at the end of the year are converted at year-end rates. The resultant gain or loss is accounted for in the statement of profit and loss.
- iv. Non-monetary items that are measured at historical cost denominated in foreign currency are translated using exchange rate at the date of transaction.

**15. Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

**16. Financial instruments****a. Financial assets & financial liabilities****Initial recognition and measurement**

All financial assets and liabilities are recognised initially at fair value.

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

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. 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.

**Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 9 details how the entity determines whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**De-recognition of financial instruments**

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

A financial liability (or a part of a financial liability) is de-recognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**b. Derivative financial instruments and hedge accounting****Initial recognition and subsequent measurement**

The Company uses derivative financial instruments such as forward currency contracts, interest rate swaps to hedge its foreign currency risks, interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss.

**17. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**18. Goods and service tax input credit**

Input tax credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

**19. Taxes****Tax expenses comprise Current Tax and Deferred Tax :****a. Current tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**b. Deferred tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

**c. MAT credit**

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The MAT credit to the extent there is reasonable certainty that the Company will utilize the credit is recognised in the statement of profit and loss and corresponding debit is done to the deferred tax asset as unused tax credit.

**20. Earnings per share**

Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(All Figures are Rupees in Lacs unless otherwise stated)

### Notes to Standalone financial statements as at and for the year ended March 31, 2023

#### 3. Property, Plant and Equipment

Particulars	Freehold Land	Building	Plant and Equipment	Office and Other Equipment	Effluent Treatment Plant	Furniture and Fixtures	Vehicles	R & D - Plant and Equipment	Total
<b>Gross Block</b>									
As on 31/03/2021	210.23	1,452.25	1,910.42	19.51	11.98	76.31	28.55	91.81	3,801.06
Additions	-	22.65	127.15	3.65	-	-	-	-	153.45
(Disposals) / Adjustments	-	(20.55)	(32.19)	-	-	-	-	-	(52.74)
As on 31/03/2022	210.23	1,454.35	2,005.38	23.16	11.98	76.31	28.55	91.81	3,901.77
Additions	-	184.66	1,113.45	4.44	-	19.96	-	-	1,322.51
(Disposals) / Adjustments	-	-	(90.16)	(0.57)	-	-	-	-	(90.73)
<b>As on 31/03/2023</b>	<b>210.23</b>	<b>1,639.01</b>	<b>3,028.67</b>	<b>27.03</b>	<b>11.98</b>	<b>96.27</b>	<b>28.55</b>	<b>91.81</b>	<b>5,133.55</b>
<b>Accumulated Depreciation</b>									
As on 31/03/2021	-	221.02	613.58	10.71	3.49	39.36	16.78	51.26	956.20
Charge for the year	-	42.17	106.20	2.38	0.59	3.86	2.30	4.91	162.41
(Disposals) / Adjustments	-	(7.72)	(16.28)	-	-	-	-	-	(24.00)
As on 31/03/2022	-	255.47	703.50	13.09	4.08	43.22	19.08	56.17	1,094.61
Charge for the year	-	38.48	156.72	3.20	0.59	5.25	2.30	4.91	211.45
(Disposals) / Adjustments	-	-	(55.03)	(0.30)	-	-	-	-	(55.33)
<b>As on 31/03/2023</b>	<b>-</b>	<b>293.95</b>	<b>805.19</b>	<b>15.99</b>	<b>4.67</b>	<b>48.47</b>	<b>21.38</b>	<b>61.08</b>	<b>1,250.73</b>
Net Block as on 31/03/2022	210.23	1,198.88	1,301.88	10.07	7.90	33.09	9.47	35.64	2,807.16
<b>Net Block as on 31/03/2023</b>	<b>210.23</b>	<b>1,345.06</b>	<b>2,223.48</b>	<b>11.04</b>	<b>7.31</b>	<b>47.80</b>	<b>7.17</b>	<b>30.73</b>	<b>3,882.82</b>



(All Figures are Rupees in Lacs unless otherwise stated)

### 3A. Other Intangible Assets

Particulars	Computer Software	Brand / Trade Mark	Total
<b>Gross Block</b>			
As on 31/03/2021	14.73	0.13	14.86
Additions	0.61	-	0.61
(Disposals) / Adjustments	-	-	-
As on 31/03/2022	15.34	0.13	15.47
Additions	3.87	-	3.87
(Disposals) / Adjustments	-	-	-
<b>As on 31/03/2023</b>	<b>19.21</b>	<b>0.13</b>	<b>19.34</b>
<b>Accumulated Amortisation</b>			
As on 31/03/2021	6.93	0.13	7.06
Charge for the year	2.60	-	2.60
(Disposals) / Adjustments	-	-	-
As on 31/03/2022	9.53	0.13	9.66
Charge for the year	2.75	-	2.75
(Disposals) / Adjustments	-	-	-
<b>As on 31/03/2023</b>	<b>12.28</b>	<b>0.13</b>	<b>12.41</b>
Net Block as on 31/03/2022	5.81	-	5.81
<b>Net Block as on 31/03/2023</b>	<b>6.93</b>	<b>-</b>	<b>6.93</b>

### 3B. Right to Use Asset

Particulars	Land
<b>Gross Block</b>	
As on 31/03/2021	257.03
Additions	-
(Disposals) / Adjustments	-
As on 31/03/2022	257.03
Additions	-
(Disposals) / Adjustments	-
<b>As on 31/03/2023</b>	<b>257.03</b>
<b>Accumulated Amortisation</b>	
As on 31/03/2021	50.69
Charge for the year	25.68
(Disposals) / Adjustments	-
As on 31/03/2022	76.37
Charge for the year	25.68
(Disposals) / Adjustments	-
<b>As on 31/03/2023</b>	<b>102.05</b>
Net Block as on 31/03/2022	180.66
<b>Net Block as on 31/03/2023</b>	<b>154.98</b>

### 3C. Capital Work In Progress/ Intangible Assets Under Development

Particulars	Capital Work In Progress			Intangible Assets Under Development	
	Building	Proj Exp Pending Allocation	Plant and Equipment	Total	Software
As at 31st March 2021	2.46	-	9.96	12.42	-
Additions	127.40	6.54	759.47	893.40	-
Capitalization	1.82	-	9.96	11.78	-
As at 31st March 2022	128.04	6.54	759.47	894.04	-
Additions	56.62	58.67	376.61	491.90	7.12
Capitalization	184.66	65.21	1,134.95	1,384.82	3.88
<b>As at 31st March 2023</b>	<b>-</b>	<b>-</b>	<b>1.13</b>	<b>1.13</b>	<b>3.24</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**CWIP and Intangible asset under development Ageing Schedule**

**As at March 31, 2023**

<b>CWIP for a period of</b>	<b>Projects in progress</b>	<b>Projects temporarily suspended</b>	<b>Total CWIP</b>	<b>Intangible Assets Under Development</b>
Less than 1 year	1.13	-	1.13	3.24
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>1.13</b>	<b>-</b>	<b>1.13</b>	<b>3.24</b>

**As at March 31, 2022**

<b>CWIP for a period of</b>	<b>Projects in progress</b>	<b>Projects temporarily suspended</b>	<b>Total</b>
Less than 1 year	893.41	-	893.41
1-2 years	0.64	-	0.64
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total</b>	<b>894.04</b>	<b>-</b>	<b>894.04</b>

**Details of Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan**

**As at March 31, 2023**

<b>Project Code</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>&gt; 3 years</b>	<b>Grand Total</b>
CWIP	4.15	-	-	-	4.15
<b>Total</b>	<b>4.15</b>				<b>4.15</b>

Note : There are no cost or time overruns of CWIP in previous year.

**4 Financial Assets - Investments**

**A Summary of Non Current Investments**

	<b>As at 31/03/2023</b>	<b>As at 31/03/2022</b>
Investment in Equity Instruments measured at Amortised Cost	<b>2,244.41</b>	2,244.41
Investment in Equity Instruments measured at Fair value through OCI	<b>7.78</b>	10.23
<b>Total</b>	<b>2,252.19</b>	2,254.64

(All Figures are Rupees in Lacs unless otherwise stated)

B	Details of Non-current Investments	Face Value per Equity Instrument (₹)	Number Of Equity Instruments		Amount	
			31-03-2023	31-03-2022	31-03-2023	31-03-2022
	<b>Investments measured at Amortised Cost fully paid</b>					
	<b>Quoted equity shares</b>					
1	Resonance Specialties Ltd - (Subsidiary)	10	<b>52,50,000</b>	52,50,000	<b>2,244.41</b>	2,244.41
	<b>Investments measured at FVTOCI fully paid up</b>					
	<b>Quoted equity shares</b>					
1	Ipca Laboratories Ltd *	1	<b>960</b>	960	<b>7.78</b>	10.23
	<b>Total</b>				<b>2,252.19</b>	2,254.64

C	Aggregate value of investments	31-03-2023	31-03-2022
	<b>Particulars</b>		
	Aggregate amount of quoted investments	<b>2,252.19</b>	2,254.64
	Aggregate market value of quoted investments	<b>4,079.15</b>	9,268.61

#### D Disclosure Under Section 186(4) of the Companies Act 2013

There are no transaction to be reported under 186(4).

E \* During the previous year, Ipca Laboratories Limited has sub-divided fully paid-up equity shares of ₹ 2 each into two fully paid equity shares of ₹ 1 each on 11<sup>th</sup> January, 2022. Accordingly, 480 fully paid-up equity shares of Ipca Laboratories Limited of ₹ 2 each held by the Company have been subdivided into 960 fully paid-up equity shares of ₹ 1 each.

F The Company has sold 11,990 equity shares of Mexin Medicaments Pvt. Ltd. held as Investment at Fair Value through OCI during the year ended March 31, 2022. The aggregate of sale consideration net of acquisition cost and tax thereon of ₹ 55.54 lacs has been initially recognised under Other Comprehensive Income and subsequently reclassified under retained earning through Statement of Changes in Equity.

#### 5 Financial Assets - Loans

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non Current	Current	Non Current	Current
(Unsecured, considered good)				
Loans given to Employees	-	<b>0.49</b>	0.24	0.87
<b>Total</b>	-	<b>0.49</b>	0.24	0.87

(All Figures are Rupees in Lacs unless otherwise stated)

**6 Financial Assets - Others**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
(Unsecured, considered good)				
Gratuity reimbursements and other claims receivable	-	4.74	-	4.99
Interest Receivable	-	0.71	-	0.68
Term Deposits with banks kept as margin money	-	-	-	1.27
Unbilled Revenue - Related Party	-	20.98	-	-
Other Receivable				
-Related Parties	-	1.17	-	5.10
-Others	-	32.49	-	65.74
Deposits	75.59	-	69.74	-
<b>Total</b>	<b>75.59</b>	<b>60.09</b>	<b>69.74</b>	<b>77.78</b>

**Details of Related Parties**

Ipca Laboratories Ltd		22.15		5.10
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**7 Other Non-Financial Assets**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
(Unsecured, considered good)				
Capital Advances	17.48	-	72.80	-
Prepaid Expenses (Refer note below)	3.68	16.19	0.89	20.14
Balance with Tax Authorities	-	227.25	0.44	245.72
Advance to Suppliers	-	20.18	-	13.77
Advances to Employees	-	8.72	-	7.42
Advances to Others	-	0.78	-	0.49
Prepaid Taxes (Net of provisions)	164.88	-	126.40	-
Other Receivables		2.29		1.18
<b>Total</b>	<b>186.04</b>	<b>275.41</b>	<b>200.53</b>	<b>288.72</b>

Note : In 2021-22, prepaid expenses (Current) include ₹ 11.45 Lacs towards Rights Issue Preparatory Work which has since been closed and the amount has been adjusted against the share premium.

**8 Inventories (Valued at Lower of Cost and Net Realisable Value)**

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Raw Materials and components	77.89	100.25
Packing Materials and components	89.92	63.06
Work-in-progress	36.28	31.72
Finished goods:		
Manufactured	115.67	207.10
Traded	466.17	780.79
In transit	-	-
Consumable Stores and Spares	33.61	36.04
<b>Total</b>	<b>819.54</b>	<b>1,218.96</b>

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Amount of inventories recognised as an expense	2,790.36	2,860.72
<b>Total</b>	<b>2,790.36</b>	<b>2,860.72</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**9 Financial Assets - Trade Receivables (Unsecured, at amortised cost)**

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022
Considered good	<b>752.99</b>	535.45
Which have significant increase in credit risk	<b>10.87</b>	2.31
Credit impaired	-	-
	<b>763.86</b>	537.76
Less: Expected credit loss allowance	<b>(10.87)</b>	(2.31)
<b>Total</b>	<b>752.99</b>	<b>535.45</b>

**Movement in the expected credit loss allowance**

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022
Balance at the beginning of the period	<b>2.31</b>	0.39
Adjustment during the year	<b>8.56</b>	1.92
Provision at the end of the period	<b>10.87</b>	2.31

Since the Company calculates impairment under the simplified approach the Company does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. Hence the additional disclosures in trade receivables for changes in credit risk and credit impaired trade receivables are not disclosed.

**As at March 31, 2023**

(Ageing from due date of payment)

<b>Range of O/s period</b>	<b>Undisputed</b>			<b>Total</b>
	<b>Considered Good</b>	<b>Significant increase in credit risk</b>	<b>credit impaired</b>	
Unbilled	-	-	-	-
Not Due	627.64	-	-	627.64
less than 6 months	110.28	9.83	-	120.11
6 months - 1 year	14.80	1.01	-	15.81
1-2 year	0.27	0.03	-	0.30
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>752.99</b>	<b>10.87</b>	-	<b>763.86</b>

**As at March 31, 2022**

(Ageing from due date of payment)

<b>Range of O/s period</b>	<b>Undisputed</b>			<b>Total</b>
	<b>Considered Good</b>	<b>Significant increase in credit risk</b>	<b>credit impaired</b>	
Unbilled	-	-	-	-
Not Due	489.38	-	-	489.38
less than 6 months	46.07	2.31	-	48.38
6 months - 1 year	-	-	-	-
1-2 year	-	-	-	-
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>535.45</b>	<b>2.31</b>	-	<b>537.76</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**10 Financial Assets - Cash & Cash Equivalents**

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Balances with banks	0.40	3.84
Cash on hand	0.46	0.86
<b>Total</b>	<b>0.86</b>	<b>4.70</b>

**11 Financial Assets - Bank Balances other than (10) above**

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Unpaid dividend accounts	6.78	8.85
<b>Total</b>	<b>6.78</b>	<b>8.85</b>

Note: Amounts required to be transferred to Investor Education Protection Fund are transferred.

**12 Equity Share Capital**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>No. of Shares</u>	<u>Amount</u>	<u>No. of Shares</u>	<u>Amount</u>
Face Value per share ( ₹)		10		10
<b>Authorised Capital</b>	<b>75,00,000</b>	<b>750.00</b>	75,00,000	750.00
<b>Issued, Subscribed and Paid up Capital</b>				
Issued & Subscribed	59,00,376	590.04	49,16,980	491.70
Paid up	59,00,376	590.04	49,16,980	491.70
<b>Total</b>		<b>590.04</b>		<b>491.70</b>

**Disclosures:**

**i) Reconciliation of Shares**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Numbers</u>	<u>Amount</u>	<u>Numbers</u>	<u>Amount</u>
Shares outstanding at the beginning of the period	49,16,980	491.70	49,16,980	491.70
Shares Issued during the period	9,83,396	98.34	-	-
Shares outstanding at the end of the period	59,00,376	590.04	49,16,980	491.70

**ii) Details of Shareholding in excess of 5%**

<u>Name of Shareholder</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Number of shares held</u>	<u>%</u>	<u>Number of shares held</u>	<u>%</u>
Kaygee Laboratories Private Limited	8,46,720	14.35%	6,50,000	13.22%
Kaygee Investments Private Limited	10,25,280	17.38%	8,54,400	17.38%
Paschim Chemicals Private Limited	9,66,672	16.38%	7,66,672	15.59%

**iii) Rights and obligations of shareholders**

The Company has only one class of share referred as Equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after payment of external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend is recommended by management which is subject to shareholder's approval at the General Meeting.

(All Figures are Rupees in Lacs unless otherwise stated)

iv) **Shareholding of Promoters**

**Shares held by promoters as at March 31, 2023**

Sr no	Promoter name	Shares held by promoters		Change in Promoter Shareholding
		No of shares	% of total shares	
1	Kaygee Investments Pvt Ltd	10,25,280	17.38	3.48
2	Paschim Chemicals Pvt Ltd	9,66,672	16.38	4.07
3	Kaygee Laboratories Pvt Ltd	8,46,720	14.35	4.00
4	Mexin Medicaments Pvt Ltd	1,83,907	3.12	0.87
5	Chandurkar Investments Pvt Ltd	84,411	1.43	0.40
6	Premchand Godha	1,27,033	2.15	0.60
7	Prashant Godha	1,22,937	2.08	0.58
8	Nirmal Jain	95,875	1.62	0.45
9	Usha Godha	57,315	0.97	0.27
10	Usha Chandurkar	41,000	0.69	0.16
11	Bhawna Godha	42,206	0.72	0.20
12	Sameer Chandurkar	22,000	0.37	0.08
	<b>Total</b>	<b>36,15,356</b>	<b>61.27</b>	
		<b>59,00,376</b>	<b>100.00</b>	

Shares held by promoters at March 31, 2022

Sr no	Promoter name	Shares held by promoters		Change in Promoter Shareholding
		No of shares	% of total shares	
1	Kaygee Investments Pvt Ltd	8,54,400	17.38	-
2	Paschim Chemicals Pvt Ltd	7,66,672	15.59	-
3	Kaygee Laboratories Pvt Ltd	6,50,000	13.22	-
4	Mexin Medicaments Pvt Ltd	1,41,180	2.87	-
5	Chandurkar Investments Pvt Ltd	64,800	1.32	-
6	Premchand Godha	97,520	1.98	-
7	Prashant Godha	94,375	1.92	-
8	Nirmal Jain	73,600	1.50	-
9	Usha Godha	44,000	0.89	-
10	Usha Chandurkar	33,000	0.67	-
11	Bhawna Godha	32,400	0.66	-
12	Sameer Chandurkar	18,000	0.37	-
	<b>Total</b>	<b>28,69,947</b>	<b>58.37</b>	
		<b>49,16,980</b>	<b>100.00</b>	

v) **Utilisation of Rights Issue proceeds as per the Prospectus are as follows:**

During the year, in accordance with provisions of the Companies Act and other relevant laws, the Company offered its shareholders to subscribe to a right issue of 9,83,396 equity shares at an issue price of ₹ 150/- (FV of ₹10 and securities premium of ₹140) per share aggregating to ₹1,475.09 lacs. The issue was fully subscribed.

Particulars	Planned as per Prospectus	Utilisation in 2022-23	Balance up to March 31, 2023
1 Capital expenditure towards upgradation of the existing manufacturing unit	1,122.00	(1,126.04)	(4.04)
2 Rights Issue Expenses	40.00	(35.96)	4.04
3 General Corporate Purposes	313.09	(313.09)	-
<b>Total</b>	<b>1,475.09</b>	<b>(1,475.09)</b>	<b>0.00</b>

The Surplus of Rights Issue expenses is being used against Capital Expenditure.

(All Figures are Rupees in Lacs unless otherwise stated)

### 13 Other Equity

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Capital Reserve	302.76	302.76
Securities Premium -(refer note 12(v))	1,449.43	108.64
General Reserve	1,200.00	1,200.00
Retained Earnings	2,286.08	2,924.60
Other Comprehensive Reserve		
- Remeasurement of Investment through FVOCI	0.15	2.32
<b>Total</b>	<b>5,238.42</b>	<b>4,538.32</b>

#### a) Security Premium Reserve

Securities premium account comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

#### b) General Reserve

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

### 14 Financial Liabilities - Borrowings

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	Non Current	Current	Non Current	Current
Term Loan - Yes bank	38.89	229.79	268.68	284.16
Less : Current Maturities shown under short term borrowings	-	(229.79)	-	(284.16)
Intercompany Deposit				
↳-Related Party *	200.00	-	-	-
<b>Total</b>	<b>238.89</b>	<b>-</b>	<b>268.68</b>	<b>-</b>
* Ipca Laboratories Ltd	200.00			
Secured Borrowing	38.89	229.79	268.68	284.16
Unsecured Borrowing	200.00	-	-	-

#### a) Details of Term Loan

<u>Name of the Instruments/ Institutions</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	Non Current	Current	Non Current	Current
Term Loan From Yes Bank	38.89	229.79	268.68	284.16
	38.89	229.79	268.68	284.16

i) The term loan-1 is for a period of 60 months. The term loan is repayable in 16 quarterly instalments beginning from February 29, 2020.

ii) The term loan-2 is repayable in 36 monthly instalments beginning from November 10, 2021

b) During the year, the company has received ICD from Ipca Laboratories Ltd of ₹ 200 lacs for a period of 2 years and the same carries interest @ 2% spread over 1 year SBI MCLR.



(All Figures are Rupees in Lacs unless otherwise stated)

**c) Details of securities and repayment terms of secured loans stated above**

- i) Secured by way of exclusive charge on plant and machinery located at new ophthalmic products manufacturing facility at Naroda, Ahmedabad. Equitable mortgage on the plot no. 30/4, Phase III GIDC, Naroda, Ahmedabad.
- ii) The new term loan - Secured by way of 100% Credit Guarantee by National Credit Guarantee Trust Companies Limited (NCGTC) and Extension of Charge on present & Current Assets of the Company and Fixed assets charged for YBL Term Loan taken earlier.

**d) Maturity Profile of Borrowings is as per the original sanction terms.**

<b>Particulars</b>	<b>31/03/2023</b>	<b>31/03/2022</b>
Instalment payable between 0 to 1 years	<b>229.79</b>	284.16
Instalment payable between 1 to 2 years	<b>238.89</b>	268.68
Instalment payable between 2 to 5 years	-	-
Instalment payable beyond 5 years	-	-
<b>Total</b>	<b>468.68</b>	<b>552.84</b>

**e) Satisfaction of charges with Registrar of Companies**

There are charges disclosed as outstanding of ₹1,141.90 Lacs as at March 31, 2023 in respect of borrowings which have been repaid long back. The Company is unable to close the satisfaction for lack of requisite documentation. The matter is being followed up by the Company.  
The Company has registered all charges on existing borrowings.

**f) Changes in liabilities arising out of Financing Activities as per IndAS 7**

<b>Particulars</b>	<b>As at March 31, 2023</b>		
	<b>Non-Current Borrowings</b>	<b>Current Maturities</b>	<b>Current Borrowings</b>
<b>Opening Balances</b>	<b>268.68</b>	<b>284.16</b>	<b>1,166.90</b>
Changes from Financing Cash Flows	<b>200.00</b>	<b>(284.16)</b>	<b>(711.48)</b>
Transfer to Current Maturities	<b>(229.79)</b>	<b>229.79</b>	-
<b>Closing Balances</b>	<b>238.89</b>	<b>229.79</b>	<b>455.42</b>

<b>Particulars</b>	<b>As at March 31, 2022</b>		
	<b>Non-Current Borrowings</b>	<b>Current Maturities</b>	<b>Current Borrowings</b>
Opening Balance	552.84	245.28	571.42
Changes from Financing Cash Flows	-	(245.28)	595.48
Transfer to Current Maturities	(284.16)	284.16	-
<b>Closing Balances</b>	<b>268.68</b>	<b>284.16</b>	<b>1,166.90</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**15 Other Financial Liabilities**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Security Deposits from				
-Dealers	100.00	327.64	-	353.74
-Others	-	1.00	-	6.45
-Related Party*	-	1.55	-	1.55
Unpaid dividends	-	6.78	-	8.85
Payable for Capital Goods	-	80.12	-	146.90
Interest accrued				
-Related Party #	-	4.57	-	5.51
-Others	-	15.16	-	17.69
Payable to Employees	-	71.63	-	63.61
<b>Total</b>	<b>100.00</b>	<b>508.45</b>	<b>-</b>	<b>604.30</b>

\* Resonance Specialties Ltd

# Ipca Laboratories Ltd

**16 Provisions**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Provision for breakage/damage	-	0.02	-	0.02
Provision for product expiry	-	32.03	-	30.40
Provision for sales return	-	71.48	-	85.90
Provision for Gratuity	-	19.36	-	10.53
Provision for leave encashment	21.08	8.48	20.04	7.16
Provision for leave travel assistance (LTA)	-	6.24	-	10.39
Provision for Tax ( Net of prepaid)	-	23.08	-	23.08
<b>Total</b>	<b>21.08</b>	<b>160.69</b>	<b>20.04</b>	<b>167.48</b>

The disclosure of provisions movement as required by Ind AS 37 is as follows:-

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
<b>(i) Provision for breakage/damage</b>		
Balance at the beginning of the period	0.02	0.20
Provisions/ Reversal during the year.	-	-
Utilisations during the period	-	-
<b>Provision at the end of the period</b>	<b>0.02</b>	<b>0.02</b>
<b>(ii) Provision for product expiry</b>		
Balance at the beginning of the period	30.40	19.77
Provisions/ Reversal during the year.	1.63	10.63
Utilisations during the period	-	-
<b>Provision at the end of the period</b>	<b>32.03</b>	<b>30.40</b>
<b>(iii) Provision for sales return</b>		
Balance at the beginning of the period	85.90	73.02
Provisions/ Reversal during the year.	(14.42)	12.88
Utilisations during the period	-	-
<b>Provision at the end of the period</b>	<b>71.48</b>	<b>85.90</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**(iv) Disclosure in accordance with Ind AS – 19 “Employee Benefits”, of the Companies (Indian Accounting Standards) Rules, 2015.**

**Gratuity**

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The following table summarizes the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet.

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Expense recognised in Statement of Profit &amp; Loss</b>		
Current Service cost	7.49	7.33
Interest expense	5.03	4.60
Expected Return on Plan Assets	(5.31)	(3.32)
Benefit paid but pending claim	-	-
Past Service cost	-	-
<b>Total</b>	<b>7.21</b>	<b>8.61</b>
<b>Expense recognised in Other Comprehensive Income</b>		
Return on plan assets (Greater)/Less than Discount Rate	1.12	3.53
Actuarial (Gain)/Loss due to Experience on DBO	(3.55)	1.75
<b>Total</b>	<b>(2.43)</b>	<b>5.28</b>
<b>Present value of funded defined benefit obligation</b>		
Fair value of Plan assets	(85.22)	(88.63)
Funded Status	19.36	10.53
<b>Net defined benefit (Asset) / Liability</b>	<b>19.36</b>	<b>10.53</b>
<b>Movements in present value of defined benefit obligation</b>		
Present value of defined benefit obligation at the beginning of the year	99.16	98.60
Current Service Cost	7.49	7.33
Interest Cost	5.03	4.60
Actuarial (Gain)/Loss	3.55	(1.75)
Benefits paid	(10.65)	(9.62)
Past Service Cost	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<b>104.58</b>	<b>99.17</b>
<b>Movements in fair value of the plan assets are as follows:</b>		
Opening fair value of plan assets	88.63	60.10
Adjustment to opening fair value	-	-
Expected returns on Plan Assets	5.31	3.32
Remeasurement (Gains)/Losses:	-	-
Actuarial (Gain)/Loss on Plan assets	1.12	3.53
Contribution from Employer	0.80	31.31
Benefits paid	-	-
Fund Charges	-	-
Benefit paid but pending claim	(10.65)	(9.62)
<b>Closing fair value of the plan asset</b>	<b>85.21</b>	<b>88.64</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**Remeasurement effect recognised on Other Comprehensive Income**

Actuarial (Gain)/Loss arising from experience adjustments	3.55	(1.75)
Actuarial (Gain)/Loss on Plan assets	<u>(1.12)</u>	<u>(3.53)</u>
<b>Total Actuarial (Gain)/Loss included in OCI</b>	<u>2.43</u>	<u>(5.28)</u>

**The principal assumptions used as at the balance sheet date used for purpose of actuarial valuations were as follows:**

**(v) Financial Assumptions**

Discount Rate	7.30%	5.99%
Salary Increase Rate	6.00%	6.00%

**(vi) Demographic Assumptions**

Mortality Rate	<b>IALM</b> <b>(2012-14)</b> <b>Ultimate</b>	IALM (2012-14) Ultimate
Withdrawal Rate	25%	25%
Retirement age	58 Years	58 Years

The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality.

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant.

**(vii) Defined Benefit Obligation**

**Discount rate**

a. Discount rate - 50 basis points	105.97	100.54
b. Discount rate + 50 basis points	103.22	97.83

**Salary increase rate**

a. Rate - 50 basis points	102.95	97.83
b. Rate + 50 basis points	106.23	100.53

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would clear in isolation of one another as some of the assumptions may be correlated.

Further more, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**(viii) Risk Characteristics of the Defined Benefit Plan**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:

- (i) **Investment Risk** : For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

(All Figures are Rupees in Lacs unless otherwise stated)

(ii) **Market Risk (Discount Rate)** : Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

(iii) **Longevity Risk** : The impact of longevity risk will depend on whether the benefits are paid before retirement age or after . Typically for the benefits paid on or before the retirement age , the longevity risk is not very material.

(iv) **Actuarial Risk** :

Salary Increase Assumption: Actual Salary increase that are higher than the assumed salary escalation will result in increase to the Obligation at a rate that is higher than expected

Attrition / Withdrawal Assumption: If actual withdrawal rates are higher than assumed withdrawal rate assumption, than the benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

#### 17 Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2023		As at March 31, 20202	
<b>(a) Deferred tax liabilities on account of</b>				
PPE including ROU Assets(Net)	199.87		82.18	
Fair Value Change of Investment through OCI	0.57	200.44	0.85	83.03
<b>(b) Deferred tax asset on account of</b>				
Compensated Advances	(11.31)		(6.85)	
Carried forward losses	(11.41)		(11.41)	
Unabsorbed depreciation*	(155.11)		-	
Other tax disallowance	(2.74)	(180.57)	(1.59)	(19.85)
<b>Net deferred tax liability</b>		<b>19.87</b>		<b>63.18</b>

\*The company has during the year created deferred asset on unabsorbed depreciation on the estimations that the company will be having sufficient profit to absorb the losses.

#### 18 Other Non-financial Liabilities

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non	Current	Non	Current
	Current		Current	
Advance from Customers- Contract Liabilities				
-Related Party *	-	238.51	-	300.00
-Others	-	1.26	-	0.75
Duties & Taxes Payable	-	16.38	-	17.29
Statutory dues payable	-	5.94	-	6.01
<b>Total</b>	-	<b>262.09</b>	-	<b>324.05</b>

\* Ipca Laboratories Ltd

(All Figures are Rupees in Lacs unless otherwise stated)

## 19 Short Term Borrowings

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non Current	Current	Non Current	Current
Current Maturities of long term loans	-	229.79	-	284.16
Working Capital Loan from Yes bank	-	455.42	-	276.90
Intercorporate Deposit				
-Related Party *				640.00
-Others	-	-	-	250.00
Total	-	685.21	-	1,451.06
* Ipca Laboratories Ltd				
Secured Borrowing	-	685.21	-	561.06
Unsecured Borrowing	-	-	-	890.00

- (a) Secured Borrowing - Exclusive charge on present and future current asset of the Company and Negative Lien on immovable property, plant and equipment of the company for there registered office located at 54-D, Kandivali Industrial Estate, Charkop, Kandivali (W), Mumbai, Maharashtra.
- (b) In 2021-22, unsecured Borrowing - Intercorporate deposit is for short term, as a bridge loan pending receipt of right issue proceeds repayable before March 31, 2023.
- (c) The rate of interest on short term borrowings ranges between 8% and 9%.
- (d) Disclosure for borrowings from banks or financial institutions on the basis of security of current assets - Refer Statement 3

The Company has a sanctioned working capital facilities from bank for ₹ 500.00 Lacs. The details of statement filed is given in Statement 2. The Company has been advised by its bankers to exclude stocks maintained with the Consignee Sales Distributors (CSDs). These stocks form part of the Company's inventory as per books. It is for this reason that there is a difference in the Company's inventory as per its books and the stock statemnts submitted to its bank. The company is also not availing any drawing power against these stocks.

## 20 Financial Liabilities - Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables for goods and services:		
- Total outstanding dues of Micro and small enterprise	99.70	91.44
- Others	359.03	307.89
<b>Total</b>	<b>458.73</b>	<b>399.33</b>

Trade payables and acceptances are non-interest bearing and are normally settled between 0-120 days.

### Details of dues to micro and small enterprises as defined under MSMED Act, 2006

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due	99.70	91.44
Interest due on above	0.26	-
Amount paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006		
- Principal amount paid beyond appointed day	215.27	659.21
- Interest paid thereon		
Amount of interest due and payable for the period of delay	3.67	4.26
Amount of interest accrued and remaining unpaid as at year end	12.81	8.88
Amount of further interest remaining due and payable in the succeeding year	-	-

The company has compiled the above information based on written confirmations from suppliers and have been determined to the extent such parties have been identified on the basis of the information available with the company. This has been relied upon by the auditors.

(All Figures are Rupees in Lacs unless otherwise stated)

(a) As at March 31, 2023

(Ageing from due date of payment)

Range of O/s period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-	-	92.46	-
Not Due	75.20	-	165.09	-
Less than 1 year	24.50	-	101.49	-
1-2 years	-	-	-	-
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>99.70</b>	<b>-</b>	<b>359.04</b>	<b>-</b>

(b) As at March 31, 2022

(Ageing from due date of payment)

Range of O/s period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-	-	81.20	-
Not Due	91.44	-	179.85	-
Less than 1 year	-	-	46.84	-
1-2 years	-	-	-	-
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>91.44</b>	<b>-</b>	<b>307.89</b>	<b>-</b>

**21 Revenue from Operations**

**Particulars**

	<b>2022-23</b>	<b>2021-22</b>
Sale of Products	<b>3,834.41</b>	4,291.79
Sale of services	<b>419.34</b>	942.59
<b>Other operating revenues</b>		
Sundry Creditors Balances written back	<b>0.40</b>	1.09
Miscellaneous income	<b>0.52</b>	2.09
<b>Total</b>	<b><u>4,254.67</u></b>	<b><u>5,237.56</u></b>

**A Disclosure in accordance with Ind AS - 115 "Revenue Recognition Disclosures", of the Companies ( Indian Accounting Standards) Rules, 2015**

(a) Disclosure relating to disaggregation of revenue in terms of Ind AS 115	<b>2022-23</b>	<b>2021-22</b>
Sale of Generic formulations	<b>3,834.41</b>	4,291.79
Sale of Services	<b>419.34</b>	942.59

(b) There are two parties (PY two parties) which each individually account for more that 10% of sales of the company. Aggregate revenue from these two parties is ₹1,144.35 Lacs (PY ₹1,956.14 lacs)

**B Movement of Contract Balances**

(a) Contractual Liabilities	<b>2022-23</b>	<b>2021-22</b>
Opening Balance	<b>300.75</b>	1.09
Addition during the year	<b>1.27</b>	300.75
Billed/Received during the Year	<b>(62.25)</b>	(1.09)
Closing Balance	<b>239.77</b>	300.75
The outstanding performance obligation is expected to be discharged in next one year.		
(b) Unbilled Revenue	<b>2022-23</b>	<b>2021-22</b>
Opening Balance	-	43.24
Addition during the year	<b>20.98</b>	-
Billed/Received during the Year	-	(43.24)
Closing Balance	<b>20.98</b>	-

(All Figures are Rupees in Lacs unless otherwise stated)

**22 Other Income**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest income	4.82	3.08
Interest income on financial asset on EIR basis	1.10	1.15
Dividend income - from investments	52.54	52.54
Profit on sale of property, plant & equipment	1.13	-
Rent Income	47.32	17.80
Miscellaneous Income	6.82	10.24
<b>Total</b>	<b>113.73</b>	<b>84.81</b>

**23 Cost of Materials Consumed**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Raw Materials Consumed</b>		
Opening stock	100.25	140.55
Add : Purchases (Net of discount)	493.31	489.78
	593.56	630.33
Less : Closing stock	77.89	100.25
	515.67	530.08
<b>Packing Materials Consumed</b>		
Opening stock	63.06	39.38
Add : Purchases (Net of discount)	154.93	216.00
	217.99	255.38
Less : Closing stock	89.92	63.06
	128.07	192.32
<b>Total</b>	<b>643.74</b>	<b>722.40</b>

**24 Purchases of Traded Goods**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Formulations	1,671.28	2,185.39
Others	13.20	36.09
<b>Total</b>	<b>1,684.48</b>	<b>2,221.48</b>

**25 Changes in inventories of Finished Goods(FG), Work-in-progress(WIP) and Traded Goods**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Inventory Adjustments - WIP</b>		
Stock at commencement	31.72	17.97
Less: - Stock at closing	36.29	31.72
	(4.57)	(13.75)
<b>Inventory Adjustments - FG</b>		
Stock at commencement	207.10	161.08
Less : Stock at closing	115.67	207.10
	91.43	(46.02)
<b>Inventory Adjustments - FG In transit</b>		
Stock at commencement	-	0.57
Less : Stock at closing	-	-
	-	0.57
<b>Inventory Adjustments - Traded Goods</b>		
Stock at commencement	780.79	688.42
Less : Stock at closing	466.17	780.79
	314.62	(92.37)
<b>Total</b>	<b>401.48</b>	<b>(151.57)</b>



(All Figures are Rupees in Lacs unless otherwise stated)

**26 Employee Benefits Expenses**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Salaries , bonus , perquisites , etc.	<b>667.86</b>	739.12
Contribution to provident and other funds	<b>38.53</b>	38.80
Leave encashment	<b>9.52</b>	9.09
Leave travel assistance	<b>6.90</b>	6.82
Gratuity fund contributions	<b>7.21</b>	8.61
Staff welfare expenses	<b>13.90</b>	12.86
Recruitment & training	<b>0.86</b>	0.35
<b>Total</b>	<b><u>744.78</u></b>	<u>815.65</u>

**27 Finance Cost**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest on loan	<b>88.99</b>	118.06
Unwinding of Financial Liabilities	<b>22.06</b>	24.11
Interest on Dealer's Deposit	<b>22.81</b>	21.11
Interest on MSME Creditors	<b>3.93</b>	4.26
Interest on Indirect tax	<b>0.21</b>	-
Interest on Direct tax	<b>0.05</b>	-
<b>Total</b>	<b><u>138.05</u></b>	<u>167.54</u>

**28 Depreciation & Amortisation**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Depreciation on tangible assets	<b>211.45</b>	163.19
Amortisation on intangible assets	<b>2.75</b>	1.83
Depreciation on Right of Use Assets	<b>25.68</b>	25.68
<b>Total</b>	<b><u>239.88</u></b>	<u>190.70</u>

**29 Other Expenses**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Commission & Distribution Charges	<b>141.81</b>	252.04
Outside manufacturing charges	<b>62.50</b>	65.19
Power and fuel	<b>377.29</b>	341.47
Consumption of stores and spares	<b>60.66</b>	68.41
Freight, forwarding and transportation	<b>79.17</b>	79.10
Field staff expenses	<b>78.65</b>	67.68
Repairs and maintenance - Refer note 1 below	<b>100.83</b>	73.85
Water charges	<b>7.97</b>	4.86
Loss on sale of property, plant & equipment	-	5.44
Assets scrapped	<b>1.36</b>	16.14
Sales and marketing expenses	<b>22.74</b>	65.47
Brand Recall Expenses - Domestic Marketing	<b>2.35</b>	5.21
Product information catalogue	<b>1.62</b>	0.07
Laboratory expenses and analytical Charges	<b>64.12</b>	67.91
Expenditure on research & development	<b>3.74</b>	32.38
Rent	<b>28.76</b>	27.43
Rates and taxes	<b>18.32</b>	24.05
Travelling expenses	<b>9.56</b>	13.48
Professional charges	<b>13.24</b>	15.23

(All Figures are Rupees in Lacs unless otherwise stated)

Printing and stationery	13.63	11.17
Books, subscription and software	0.56	1.38
GST expenses	9.16	4.17
Communication expenses	5.63	4.81
Insurance	15.76	14.39
Intellectual property right expenses	2.10	6.99
Remuneration to auditors - Refer note 2 below	10.38	9.95
Bank charges	0.02	0.46
Bad debts and other balance w/off	17.53	6.13
Security Charges	30.89	27.12
Donation	-	1.05
Remeasurement of Financial Liability	0.13	-
Miscellaneous expenses (none of which individually forms more than 1% of the operating revenue)	13.08	11.82
<b>Total</b>	<b><u>1,193.56</u></b>	<b><u>1,324.85</u></b>
<b>Details of:</b>		
<b>1 Repairs and Maintenance:</b>		
- Building	33.31	18.35
- Machinery	65.77	53.70
- Others	1.75	1.79
	<b><u>100.83</u></b>	<b><u>73.85</u></b>
<b>2 Remuneration To Auditors:</b>		
- Audit fees including Limited Review and Tax Audit	7.90	8.35
- Tax matters	2.48	1.60
- Other services and Out of pocket expenses	-	-
	<b><u>10.38</u></b>	<b><u>9.95</u></b>
<b>i) Total expenditure on R &amp; D is included in respective heads of accounts as under:</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<b><u>2021-22</u></b>
Employee benefits expenses	-	1.16
Laboratory Expenses	4.24	32.38
Depreciation	4.91	4.91
<b>Total</b>	<b><u>9.15</u></b>	<b><u>38.45</u></b>
<b>30 Tax Expense- Profit and Loss Account</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<b><u>2021-22</u></b>
Current Tax	-	-
Short / Excess Provision of earlier years	1.54	3.29
Deferred Tax	(43.02)	10.85
<b>Total</b>	<b><u>(41.48)</u></b>	<b><u>14.14</u></b>
<b>31 Tax Expense- Other Comprehensive Income</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<b><u>2021-22</u></b>
Current Tax	-	6.57
Deferred Tax	(0.28)	4.60
<b>Total</b>	<b><u>(0.28)</u></b>	<b><u>11.17</u></b>

(All Figures are Rupees in Lacs unless otherwise stated)

(i) **Reconciliation of current rate of tax and effective rate of tax:**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Profit/ (Loss) before Income taxes</b>	<b>(677.57)</b>	31.32
Enacted tax rates in India (%)	<b>25.17%</b>	25.17%
Computed expected tax expenses	<b>(170.54)</b>	7.88
Effect of deductible expenses	<b>(141.46)</b>	(81.00)
Effect of non- deductible expenses	<b>86.06</b>	61.70
Carry forward / (Set off) of losses	225.94	11.42
<b>Income tax expenses - Net</b>	<b>-</b>	<b>-</b>
<b>Tax on OCI</b>		
Actuarial changes	-	-
Capital Gain	-	35.97
Enacted tax rates in India (%) (11.44 / 15.60)	<b>11.44%</b>	11.44%
Computed expected tax expenses	-	4.11
Exemption under tax laws	-	(19.82)
Carry forward / (Set off) of losses	-	15.71
Others	-	-
<b>Income tax expenses - Net</b>	<b>-</b>	<b>-</b>

(ii) **Reconciliation of Deferred Tax of Profit and Loss account and Other Comprehensive Income**

**Deferred tax (assets) / liabilities in relation to statement of profit and loss:**

<b>Particulars</b>	<b>Opening (Asset)/ Liability</b>	<b>Recognized in P &amp; L (Asset)/ Liability</b>	<b>Recognized in OCI (Asset)/ Liability</b>	<b>Closing (Asset)/ Liability</b>
PPE including ROU Assets(Net)	59.59	22.59	-	82.18
Compensated Absences	(7.61)	0.76	-	(6.85)
Other tax disallowance	(0.50)	(1.09)	-	(1.59)
Unabsorbed Tax Loss	-	(11.41)	-	(11.41)
Fair Value Changes of Investment held through OCI	(3.75)	-	4.60	0.85
As at March 31, 2022	47.73	10.85	4.60	63.18
<b>PPE including ROU Assets(Net)</b>	<b>82.18</b>	<b>117.69</b>	<b>-</b>	<b>199.87</b>
<b>Compensated Absences</b>	<b>(6.85)</b>	<b>(4.46)</b>	<b>-</b>	<b>(11.31)</b>
<b>Unabsorbed Depreciation</b>	<b>-</b>	<b>(155.11)</b>	<b>-</b>	<b>(155.11)</b>
<b>Other tax disallowance</b>	<b>(1.59)</b>	<b>(1.15)</b>	<b>-</b>	<b>(2.74)</b>
<b>Unabsorbed Tax Loss</b>	<b>(11.41)</b>	<b>-</b>	<b>-</b>	<b>(11.41)</b>
<b>Fair Value Changes of Investment held through OCI</b>	<b>0.85</b>	<b>-</b>	<b>(0.28)</b>	<b>0.57</b>
<b>As at March 31, 2023</b>	<b>63.18</b>	<b>(43.02)</b>	<b>(0.28)</b>	<b>19.87</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**32 Disclosure as required by Accounting Standard – IND AS 33 “Earning Per Share” of the Companies (Indian Accounting Standards) Rules 2015.**

The earning per share is calculated by dividing the profit after tax by weighted average no. of shares outstanding for basic & diluted EPS.

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Profit/ (Loss) after tax	<b>(636.09)</b>	17.18
Closing equity shares outstanding (Nos.)	<b>59,00,376</b>	49,16,980
Opening equity shares outstanding (Nos.)	<b>49,16,980</b>	49,16,980
Add:- issued during the year (Nos.)	<b>9,83,396</b>	-
Closing equity shares outstanding (Nos.)	<b>59,00,376</b>	49,16,980
Weighted avg no. of shares outstanding (Nos.) (Basic)*	<b>60,13,789</b>	51,24,691
Weighted avg no. of shares outstanding (Nos.) (Diluted)	<b>60,13,789</b>	51,24,691
Nominal value of equity share (₹)	<b>10.00</b>	10.00
Basic EPS (₹)	<b>(10.58)</b>	0.34
Diluted EPS (₹)	<b>(10.58)</b>	0.34

\* Basic and diluted earnings per share have been adjusted appropriately for the bonus element in respect of rights issue in accordance with Ind AS 33.

**33 Disclosure in accordance with Ind AS – 116 “Leases”, of the Companies (Indian Accounting Standards) Rules, 2015.**

**i) The following is the carrying value of lease liability**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Opening Liability	<b>220.01</b>	229.05
Additions during the year	-	-
Finance cost accrued during the year	<b>21.60</b>	23.59
Deletions	-	-
Payment of lease liabilities	<b>(46.00)</b>	(32.63)
<b>Total</b>	<b>195.61</b>	220.01

**Breakup:**

	<b>2022-23</b>	<b>2021-22</b>
Current portion of Lease liability	<b>16.15</b>	24.39
Non Current portion of Lease liability	<b>179.46</b>	195.62
<b>Total</b>	<b>195.61</b>	220.01

**ii) Amounts recognised in the statement of cash flows**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Total cash outflow for leases	<b>46.00</b>	32.63

**iii) The details of the contractual maturities of lease liabilities**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Less than one year	<b>35.97</b>	45.99
One to five years	<b>194.42</b>	210.52
More than five years	<b>3.84</b>	61.49
<b>Total</b>	<b>234.23</b>	318.00

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(All Figures are Rupees in Lacs unless otherwise stated)

**34 Disclosure as required by IND AS 108 “Operating Segment”, of the Companies (Indian Accounting Standards) Rules, 2015.**

Based on the “management approach” as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company’s performance in accordance with IND AS “Operating Segment”. The Company has only one reportable operating segment i.e. Pharmaceuticals.

There are two parties which each individually account for more that 10% of sales of the Company. Aggregate revenue of these two parties is ₹ 1,144.35 Lacs.

**35 Disclosure in accordance with Ind AS - 24 “Related Party Disclosures”, of the Companies ( Indian Accounting Standards) Rules, 2015**

**A) List of related parties**

**Relationships**

**(i) Entities having control over the Company**

Kaygee Investments Pvt.Ltd. (w.e.f May 6, 2022)  
(Promoter holding together with its subsidiary more than 51%)

**Entities having Significant influence**

Kaygee Investments Pvt.Ltd. (upto May 5, 2022)  
(Promoter holding together with its subsidiary more than 20%)

**(ii) Entities where Holding Company is having control**

Kaygee Laboratories Pvt. Ltd.	Fellow Subsidiary
Paschim Chemicals Pvt. Ltd.	Fellow Subsidiary
Mexin Medicaments Pvt. Ltd.	Fellow Subsidiary

**(iii) Entities where Control Exists**

Resonance Specialties Ltd.	Subsidiary
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**(iv) Key Management Personnel**

Mr. Saahil Parikh	Whole time Director and CEO
Mr. Nilesh Jain	Whole time Director
Ms. Dipti Shah	Independent Director
Mr. R K P Verma	Independent Director
Mr. Prashant Godha	Additional Director
Mr. Vishal Jain	Additional Director

**(v) Entities in which promoters have significant influence**

Ipca Laboratories Ltd.

**(vi) Other Related parties**

Relative of Key Management Personnel  
Mr. Umesh Parikh

**B) Details of related party transaction are given in statement 1 attached to the financial statement.**

**36 Analytical Ratios as per requirements of Schedule III are given in Statement 2**

**37 CSR Expenditure**

Gross amount required to be spent by the Company during the year Nil (previous year Nil).

(All Figures are Rupees in Lacs unless otherwise stated)

### 38 Contingent Liabilities and Commitments

#### A) Contingent Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Counter Guarantees given to Banks in respect of guarantees given by the bank on behalf of the Company to Government Authorities	-	1.27
Other moneys for which the Company is contingently liable for tax and other matters not accepted by the Company	184.51	146.36
<b>Total</b>	<b>184.51</b>	<b>147.63</b>

#### B) Commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account. (Net of Capital Advances)	37.99	197.97
	<b>37.99</b>	<b>197.97</b>

### 39 Financial Instruments

The carrying value and fair value of financial instruments by categories is as follows:

Particulars	Carrying Value		Fair Value	
	31/03/2023	31/03/2022	31/03/2023	31/03/2022
<b>Financial assets</b>				
<b>Amortised Cost</b>				
Loans	0.49	1.11	0.49	1.11
Others	135.68	147.52	135.68	147.52
Trade receivables	752.99	535.45	752.99	535.45
Cash and cash equivalents	7.64	13.55	7.64	13.55
Equity Instruments	2,244.41	2,244.41	2,244.41	2,244.41
<b>FVTOCI</b>				
Equity Instruments	7.78	10.23	7.78	10.23
<b>Total Financial Assets</b>	<b>3,148.99</b>	<b>2,952.27</b>	<b>3,148.99</b>	<b>2,952.27</b>
<b>Financial liabilities</b>				
<b>Amortised Cost</b>				
Borrowings	924.10	1,719.74	924.10	1,719.74
Trade payables	458.73	399.33	458.73	399.33
Others	508.45	604.30	508.45	604.30
Lease Liability	195.61	220.01	195.61	220.01
<b>Total Financial Liabilities</b>	<b>2,086.89</b>	<b>2,943.38</b>	<b>2,086.89</b>	<b>2,943.38</b>

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, cash credit and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### 40 Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(All Figures are Rupees in Lacs unless otherwise stated)

Particulars	Date of Valuation	Fair Value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>For the year ended March 31, 2023</b>					
<b>Financial assets measured at fair value through OCI</b>					
Listed Equity Investments	31/03/2023	7.78	-	-	7.78
Unlisted Equity Investments	31/03/2023	-	-	-	-
		<u>7.78</u>	<u>-</u>	<u>-</u>	<u>7.78</u>
<b>Financial assets measured at Amortised Cost</b>					
Listed Equity Investments	31/03/2023	2,244.41	-	-	2,244.41
Loans	31/03/2023	-	-	0.49	0.49
Others	31/03/2023	-	-	135.68	135.68
Trade receivables	31/03/2023	-	-	752.99	752.99
Cash and cash equivalents	31/03/2023	-	-	7.64	7.64
		<u>2,244.41</u>	<u>-</u>	<u>896.80</u>	<u>3,141.21</u>
<b>Total Financial Assets</b>		<b>2,252.19</b>	<b>-</b>	<b>896.80</b>	<b>3,148.99</b>
<b>Financial Liabilities measured at Amortised Cost</b>					
Borrowings	31/03/2023	-	-	924.10	924.10
Lease Liability	31/03/2023	-	-	195.61	195.61
Trade Payable	31/03/2023	-	-	458.73	458.73
Other Financial Liability	31/03/2023	-	-	508.45	508.45
		<u>-</u>	<u>-</u>	<u>2,086.89</u>	<u>2,086.89</u>
<b>Total Financial Liability</b>		<b>-</b>	<b>-</b>	<b>2,086.89</b>	<b>2,086.89</b>
<b>For the year ended March 31, 2022</b>					
<b>Financial assets measured at fair value through OCI</b>					
Listed Equity Investments	31/03/2022	10.23	-	-	10.23
Unlisted Equity Investments	31/03/2022	-	-	-	-
		<u>10.23</u>	<u>-</u>	<u>-</u>	<u>10.23</u>
<b>Financial assets measured at Amortised Cost</b>					
Listed Equity Investments	31/03/2022	2,244.41	-	-	2,244.41
Loans	31/03/2022	-	-	1.11	1.11
Others	31/03/2022	-	-	147.52	147.52
Trade receivables	31/03/2022	-	-	535.45	535.45
Cash and cash equivalents	31/03/2022	-	-	13.55	13.55
		<u>2,244.41</u>	<u>-</u>	<u>697.63</u>	<u>2,942.05</u>
<b>Total Financial Assets</b>		<b>2,254.64</b>	<b>-</b>	<b>697.63</b>	<b>2,952.28</b>
<b>Financial Liabilities measured at Amortised Cost</b>					
Borrowings	31/03/2022	-	-	1,719.74	1,719.74
Lease Liability	31/03/2022	-	-	220.01	220.01
Trade Payable	31/03/2022	-	-	399.33	399.33
Other Financial Liability	31/03/2022	-	-	604.30	604.30
		<u>-</u>	<u>-</u>	<u>2,943.38</u>	<u>2,943.38</u>
<b>Total Financial Liability</b>		<b>-</b>	<b>-</b>	<b>2,943.38</b>	<b>2,943.38</b>

(All Figures are Rupees in Lacs unless otherwise stated)

#### 41 Financial Risk Factors

The Company's business activities are exposed to a variety of financial risks: Market/Business risk, credit risk, Exchange risk, etc. The Company's focus is to foresee the unpredictability of financial and business risks and seek to minimize potential adverse effects of these risks on its business and financial performance.

##### (i) Business/Market Risk

The primary business/market risk to the company is the price risk on account of the drug pricing regime in the country. The Indian generic formulations market is currently in the growth phase. It is expected that use of generic formulations will gradually increase in India. However, cut throat competition, quality issues of generics manufactured in the country and non existence of organised generic formulations distribution and retailing system are a cause of concern and is hampering the growth of generic formulations market.

##### (ii) Credit Risk

The Company has exposure to credit risks associated with sales to various Customers. To mitigate these credit risks arising out of this, the Company on a regular basis evaluates the credit risk associated with a customer. Customer where no credit insurance is available, the Company monitors such risk by continuously monitoring its exposure to such customer. Based on the historical data, the Company has made adequate provisions for expected loss because of credit risk, which is neither significant nor material.

#### 42 Capital Management

For the purpose of the Company's capital management, capital includes paid-up equity share capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholders' value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust its dividend payment ratio to shareholders, return capital to shareholders or issue fresh shares. The Company monitors capital using a gearing ratio, which is net debt divided by its total capital. The Company includes within its net debt the cash credit facilities, trade, lease and other payables less cash and cash equivalents.

<u>Particulars</u>	As at	As at
	<u>31/03/2023</u>	<u>31/03/2022</u>
Borrowings	<b>924.10</b>	1,719.74
Less: Cash and Cash Equivalents	<b>(0.86)</b>	(4.70)
Net debt	<b>923.24</b>	1,715.04
Total Equity Capital and net debt	<b>5,828.46</b>	5,030.02
Gearing Ratio	<b>0.16</b>	0.34

#### 43 Relationship with Struck off Companies

The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Company and the same is relied upon by the auditors.

#### 44 Figures of the previous year have been regrouped to conform to the requirements of Schedule III

#### 45 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the other explanatory notes form an integral part of the financial statements of the Company for the year ended March 31,2023

**As per our report of even date attached**  
**For Natvarlal Vepari & Co.**  
 Chartered Accountants  
 Firm Registration No. 106971W

**Nuzhat Khan**  
 Partner  
 M.No. 124960  
 Mumbai May 22, 2023

**For and on behalf of the Board of Directors**

**Saahil Parikh**  
 (DIN 00400079)  
 Wholetime Director & CEO

**Surbhi Sharma**  
 ACS No:66485  
 Company Secretary

**Nilesh Jain**  
 (DIN 05263110)  
 Wholetime Director

**Sandeep Kadam**  
 CFO



(All Figures are Rupees in Lacs unless otherwise stated)

**Statement - 1**

**Related Party Disclosure as required by Indian Accounting Standard – IND AS 24 “Related Party Transactions” of the Companies (Accounting Standards) Rule 2015.**

**Transactions with Related Parties**

Description	Entities having control over the Company		Entities where Holding Company is having control		Subsidiary		Key Management Personnel		Entities in which promoters have significant influence		Other Related Parties		Total	
	Mar' 23	Mar' 22	Mar' 23	Mar' 22	Mar' 23	Mar' 22	Mar' 23	Mar' 22	Mar' 23	Mar' 22	Mar' 23	Mar' 22	Mar' 23	Mar' 22
<b>Purchase of goods and services</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	73.41	85.80	-	-	73.41	85.80
<b>TOTAL</b>	-	-	-	-	-	-	-	-	73.41	85.80	-	-	73.41	85.80
<b>Purchase of assets</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	0.48	0.67	-	-	0.48	0.67
<b>TOTAL</b>	-	-	-	-	-	-	-	-	0.48	0.67	-	-	0.48	0.67
<b>Sales of goods and services</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	624.84	1,307.59	-	-	624.84	1,307.59
<b>TOTAL</b>	-	-	-	-	-	-	-	-	624.84	1,307.59	-	-	624.84	1,307.59
<b>Other income reimbursements</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	-	10.00	-	-	-	10.00
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-	10.00	-	-	-	10.00
<b>Rent income Received</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	17.40	-	-	-	17.40	-
Resonance Specialties Ltd	-	-	-	-	3.00	3.00	-	-	-	-	-	-	3.00	3.00
<b>TOTAL</b>	-	-	-	-	3.00	3.00	-	-	-	-	-	-	20.40	3.00
<b>Sale of Shares</b>														
Kaygee Investments Pvt.Ltd.	-	-	-	-	-	-	-	-	-	167.86	-	-	-	167.86
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-	167.86	-	-	-	167.86
<b>Issue of Rights Shares (including securities premium)</b>														
Kaygee Investments Pvt Ltd	256.32	-	-	-	-	-	-	-	-	-	-	-	256.32	-
Paschim Chemicals Pvt Ltd	-	-	300.00	-	-	-	-	-	-	-	-	-	300.00	-
Kaygee Laboratories Pvt Ltd	-	-	295.08	-	-	-	-	-	-	-	-	-	295.08	-
Mexin Medicaments Pvt Ltd	-	-	64.09	-	-	-	-	-	-	-	-	-	64.09	-
<b>TOTAL</b>	256.32	-	659.17	-	-	-	-	-	-	-	-	-	915.49	-
<b>Dividend Income :</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	0.04	0.04	-	-	0.04	0.04
Resonance Specialties Ltd	-	-	-	-	52.50	52.50	-	-	-	-	-	-	52.50	52.50
<b>TOTAL</b>	-	-	-	-	52.50	52.50	-	-	0.04	0.04	-	-	52.54	52.54
<b>Other expenses paid:</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	0.09	2.63	-	-	0.09	2.63
<b>TOTAL</b>	-	-	-	-	-	-	-	-	0.09	2.63	-	-	0.09	2.63
<b>Other expenses recovered:</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	12.76	-	-	-	12.76	-
<b>TOTAL</b>	-	-	-	-	-	-	-	-	12.76	-	-	-	12.76	-
<b>Advance received</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	-	300.00	-	-	-	300.00
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-	300.00	-	-	-	300.00
<b>ICD received</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	200.00	640.00	-	-	200.00	640.00
<b>TOTAL</b>	-	-	-	-	-	-	-	-	200.00	640.00	-	-	200.00	640.00
<b>ICD Paid</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	640.00	-	-	-	640.00	-
<b>TOTAL</b>	-	-	-	-	-	-	-	-	640.00	-	-	-	640.00	-
<b>ICD interest paid</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	15.90	6.13	-	-	15.90	6.13
<b>TOTAL</b>	-	-	-	-	-	-	-	-	15.90	6.13	-	-	15.90	6.13
<b>Remuneration to Directors</b>														
Mr. Saahil Parikh	-	-	-	-	-	-	-	51.22	49.60	-	-	-	51.22	49.60
Mr. Nilesh Jain	-	-	-	-	-	-	-	31.07	27.09	-	-	-	31.07	27.09
<b>TOTAL</b>	-	-	-	-	-	-	-	82.29	76.69	-	-	-	82.29	76.69
<b>Provident Fund</b>														
Mr. Saahil Parikh	-	-	-	-	-	-	-	4.25	3.94	-	-	-	4.25	3.94
Mr. Nilesh Jain	-	-	-	-	-	-	-	2.59	2.39	-	-	-	2.59	2.39
<b>TOTAL</b>	-	-	-	-	-	-	-	6.84	6.33	-	-	-	6.84	6.33
<b>Sitting Fee to Non-executive Directors</b>														
Ms. Dipti Shah	-	-	-	-	-	-	-	1.80	1.45	-	-	-	1.80	1.45
Mr. R K P Verma	-	-	-	-	-	-	-	2.00	1.85	-	-	-	2.00	1.85
Mr. Prashant Godha	-	-	-	-	-	-	-	0.90	0.75	-	-	-	0.90	0.75
Mr. Vishal Jain	-	-	-	-	-	-	-	2.30	1.95	-	-	-	2.30	1.95
<b>TOTAL</b>	-	-	-	-	-	-	-	7.00	6.00	-	-	-	7.00	6.00
<b>Salaries Paid</b>														
Mr. Umesh Parikh	-	-	-	-	-	-	-	-	-	23.88	23.88	23.88	23.88	
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-	23.88	23.88	23.88	23.88	
<b>Closing Balances of Related Parties</b>														
<b>Receivables</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	46.16	74.11	-	-	46.16	74.11
Resonance Specialties Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	-	-	-	-	-	-	-	-	46.16	74.11	-	-	46.16	74.11
<b>Payables</b>														
Ipca Laboratories Ltd	-	-	-	-	-	-	-	-	453.21	958.25	-	-	453.21	958.25
Resonance Specialties Ltd	-	-	-	-	1.50	1.50	-	-	-	-	-	-	1.50	1.50
<b>TOTAL</b>	-	-	-	-	1.50	1.50	-	-	453.21	958.25	-	-	454.71	959.75

(All Figures are Rupees in Lacs unless otherwise stated)

**Statement - 2 Ratios**

Sr. No.	Ratio	Numerator/Denominator	Ratio (2022-23)	Ratio (2021-22)	% of Variation	Reason for variance
1	Current ratio	Current Asset / Current Liabilities	0.92	0.72	27.47%	Improvement in current ratio is primarily due to repayment of short term borrowings ₹ 640 Lacs and increase in trade receivables
2	Debt-Equity ratio	Total Debts / Shareholders Equity	0.16	0.34	-53.63%	Improvement in debt-equity ratio is on account of increase in equity on account issue of rights share & premium collected on the same and subsequent repayment of short term borrowings out of the proceeds.
3	Debt Service Coverage ratio # Debts includes Lease Liability	Earnings available for debt service / Debt Service#	-0.55	0.96	-157.85%	On account of net losses incurred during the year the debt service coverage is negative
4	Return on Equity ratio (ROE)	Net Profits after taxes – Preference Dividend / Average Shareholder's Equity	-11.72%	0.34%	-3506.66%	On account of net losses incurred during the year the return on equity is negative
5	Inventory Turnover ratio	Cost of goods sold / Average Inventory	2.74	2.48	10.42%	Marginal improvement in inventory ratio is on account of decrease in average inventory levels
6	Trade Receivables turnover ratio	Sales / Average Accounts Receivable	6.60	8.35	-20.89%	Decrease in revenue and increase in receivables has resulted in decrease in ratio.
7	Trade Payables turnover ratio	Net Credit Purchases / Average Trade Payables	5.44	5.82	-6.64%	Decrease in purchases and subsequent decrease in trade payables has resulted in marginal decrease in ratio .
8	Net Capital turnover ratio	Revenue / Average working capital	(8.42)	(16.82)	-49.94%	Decrease in sales and increase in current liabilities has resulted in decrease in the ratio.
9	Net Profit ratio	Net Profit after Tax / Net Sales	-14.95%	0.33%	-4655.48%	Net loss during the year has resulted in negative net profit ratio.
10	Return on Capital Employed (ROCE)	Earning before interest and taxes / Capital Employed	-7.97%	2.92%	-372.93%	Net loss during the year has resulted in negative net ROCE .
11	Return on Investment (ROI)	$\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	0.00%	0.00%	0.00%	Since the Company does not have any treasury investments, this ratio is not worked out.

Where:

T1 = End of time period

T0 = Beginning of time period

t = Specific date falling between T1 and T0

MV(T1) = Market Value at T1

MV(T0) = Market Value at T0

C(t) = Cash inflow, cash outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as  $[T1 - t] / T1$

Companies may provide ROI separately for each asset class (e.g., equity, fixed income, money market, etc.).

**Statement - 3**

(All Figures are Rupees in Lacs unless otherwise stated)

**Details of Returns Submitted to the lenders 2022-23**

Sr No	Month	Name of the lender	Facility	Sanctioned Amount	As per Books		As Submitted to the lenders		Difference		Reason for Difference
					Stock	Book debts	Stock	Book debts	Stock	Book debts	
1	Jun-22	YES BANK LTD	CASH CREDIT	500.00	1,446.77	633.44	1,360.17	633.68	86.60	-0.24	1) The difference in Stock is on account of Ind As provision entries and Stock consumables stores. 2) The difference in Book Debts is on account of GST & transfer cost variations and Ind As provision entries.
2	Sep-22	YES BANK LTD	CASH CREDIT	500.00	1,509.12	705.26	1,425.38	721.98	83.74	-16.72	
3	Dec-22	YES BANK LTD	CASH CREDIT	500.00	1,153.72	732.18	1,070.48	717.19	83.24	14.99	
4	Mar-23	YES BANK LTD	CASH CREDIT	500.00	819.54	770.31	738.96	766.99	80.58	3.32	

**Details of Returns Submitted to the lenders 2021-22**

Sr No	Month	Name of the lender	Facility	Sanctioned Amount	As per Books		As Submitted to the lenders		Difference		Reason for Difference
					Stock	Book debts	Stock	Book debts	Stock	Book debts	
1	Jun-21	YES BANK LTD	CASH CREDIT	500.00	1,143.93	677.13	935.61	666.10	208.33	11.03	The difference is due to Stock in the books valued net of GST and including stock lying with Consignee Sale Distributors (CSDs).
2	Sep-21	YES BANK LTD	CASH CREDIT	500.00	1,077.61	865.21	903.26	858.71	174.35	6.50	
3	Dec-21	YES BANK LTD	CASH CREDIT	500.00	1,126.29	694.78	986.11	683.03	140.17	11.75	
4	Mar-22	YES BANK LTD	CASH CREDIT	500.00	1,128.38	542.85	981.45	537.77	146.92	5.08	

## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**Makers Laboratories Limited**  
**Mumbai**

**Report on the Audit of the Consolidated Financial Statements**

### **Opinion**

We have audited the accompanying Consolidated Financial Statements of Makers Laboratories Limited (hereinafter referred to as the "Holding Company") and its Subsidiary (The Holding Company and its Subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated loss, their consolidated total Comprehensive loss, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence by us 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters:

Sr No	Key Audit Matters (KAM's)	How the KAM's were addressed in our audit
1.	Inventory Valuation The Company manufactures and sells pharmaceutical products which carry shelf life. As a result, significant level of judgement is involved in estimating inventory valuation. Judgement is required to assess the appropriate net realisable value for short dated pharmaceutical products. Such judgements include management expectations for future sales and inventory liquidation plans.	Our procedures included, amongst others: <ul style="list-style-type: none"> <li>• We attended stock counts to identify whether any inventory was obsolete,</li> <li>• We assessed the basis for the inventory valuation, the consistency in policy and the rationale in its application,</li> <li>• We tested the accuracy of the ageing of inventories based on system generated reports,</li> <li>• We tested the arithmetical accuracy of valuation files; and</li> <li>• We reviewed product-wise historical data relating to sales return etc. and impact on valuation.</li> <li>• We have assessed the adequacy of disclosure in the Standalone Statements.</li> </ul>

2.	Revenue recognition as per INDAS 115 - Revenue from Contracts with customers.	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• We have assessed the Company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e. Ind AS 115;</li> <li>• We have conducted testing of design, implementation and operating effectiveness of key internal financial controls over timing of recognition of revenue from sale of goods and subsequent adjustments made to the transaction price;</li> <li>• We have also performed substantive audit procedures on selected statistical samples of customer contracts. Verified terms and condition related to acceptance of goods, acknowledgement on delivery receipts and tested the transit time to deliver the goods and its revenue recognition.</li> <li>• We also assessed the issue of principal and agency arrangements in the transactions of sale of goods through Consignee Sales Distributors and accounted the revenue as per the principles of Ind AS 115.</li> <li>• Our tests of details focused on period end samples to verify only revenue pertaining to current year which satisfies the condition of revenue recognition is recognized based on terms and conditions set out in sale agreements/ contracts and delivery documents.</li> <li>• We have assessed the adequacy of disclosure in the Standalone Financial Statements.</li> </ul>
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**Information Other than the Consolidated Financial Statements and Auditors' Report Thereon**

The Holding Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Holding Company's Annual Report excluding the Consolidated and Standalone Financial Statements and our Independent Auditors' Report thereon.

Our opinion on the Consolidated Financial Statements does not cover the Other Information and we do not and will not express any form of assurance or conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the Other Information identified above and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in

accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

1. identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. 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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. obtain sufficient appropriate audit evidence regarding the Consolidated Financial Statements and other financial information of the Group to express an opinion on the Consolidated Financial Statement. We are responsible for the direction, supervision and performance of the audit of financial information of the Holding Company included in the Statement of which we are the independent auditors. For the other entity included in the Consolidated Financial Statement, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them .We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

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

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

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

#### **Other Matters**

We did not audit the financial statements of Resonance Specialties Limited, whose financial statements reflect total assets of ₹ 6,579.37 Lacs as at March 31, 2023, total revenue of ₹ 6,042.71 Lacs and net cash inflow/ (outflow) amounting to ₹ (424.24) Lacs for the year ended on that date, as considered in the preparation of the consolidated financial statements . The said financial statements have been audited by their respective independent auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditor and the procedures stated by us in paragraph above. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

#### **Report on Other Legal and Regulatory Requirements**

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us for the Company and received from the auditor of the subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
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 of the aforesaid Consolidated Financial Statements.

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with relevant books of account and other relevant records maintained for the purpose of preparation of the Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of internal financial controls with reference to Financial Statements of the Holding Company and its subsidiary incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Consolidated Financial Statements.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group Company to its directors during the year is within the limits prescribed as per Schedule V read with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates -Refer Note 37 to the Consolidated Financial Statements.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were material foreseeable losses.
  - iii. In case of Holding Company, there was no delay in transfer of the amount required to be transferred to the Investor Education and Protection Fund. However, in case of the subsidiary company the balance in unpaid dividend account includes an amount of ₹ 4.09 Lacs pertaining to dividend declared in FY 14-15 which was to be transferred by September 30, 2022 and is yet to be transferred. The subsidiary has already communicated to the bank to transfer the amount in Investor Education and Protection Fund and as per the latest communication with the bank it will be transferred in the coming months.
  - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other



persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries .

- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company, and based on the report received from the subsidiary auditor, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. There are no events of dividend declared and paid by the Holding Company during the year until the date of this report, hence compliance with provisions of section 123 of the Companies Act, 2013 is not required.  
On the basis of the report of the auditor of the subsidiary company we report that the subsidiary has complied with the provisions of section 123 in respect of the dividends declared and paid during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

**For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No- 106971W

**Nuzhat Khan**

Partner  
M. No. - 124960  
Mumbai, Dated: May 22, 2023  
UDIN: 23124960BGVGD9876

**ANNEXURE A****To the Independent Auditors' Report on the Consolidated Financial Statements of  
Makers Laboratories Limited**

As required by clause 3(xxi) of the Companies (Auditors Report) Order, 2020 relating to any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, we report hereinbelow in the table qualifications/ adverse reporting by the auditors.

<b>S. No.</b>	<b>Name of the Company / CIN</b>	<b>Relationship Holding /Subsidiary /Associate /Joint Venture</b>	<b>Clause number of the Caro report which is qualified or adverse.</b>
1	Resonance Specialties Limited	Subsidiary	vii(a)

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Makers Laboratories Limited (hereinafter referred to as 'the Holding Company') and its subsidiary which is incorporated in India, as on that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the companies included in the Group is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and Subsidiary which is company incorporated in India, 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 Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to Financial Statements.

#### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are

recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements .

**Inherent limitations of Internal Financial Controls with reference to Financial Statements.**

Because of the inherent limitations of financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its subsidiary, which is company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to financial statements of subsidiary, which is company incorporated in India, are based on the corresponding report of the auditor of such companies incorporated in India.

**For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No- 106971W

**Nuzhat Khan**

Partner  
M. No. - 124960  
Mumbai, Dated: May 22, 2023  
UDIN: 23124960BGVGD9876

(All Figures are Rupees in Lacs unless otherwise stated)

## Consolidated Balance Sheet as at March 31, 2023

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment	3	8,228.49	6,626.08
(b) Capital Work-in-Progress	3C	45.36	938.44
(c) Right Of Use Asset	3B	154.98	180.66
(d) Other Intangible Assets	3A	68.89	22.82
(e) Intangible Assets Under Development	3C	3.24	-
(f) Financial Assets			
(i) Investments	4	7.78	22.08
(ii) Loans	5	-	0.24
(iii) Others	6	145.68	140.84
(g) Other Non-current Assets	7	241.42	211.08
		<b>8,895.84</b>	<b>8,142.24</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	3,132.10	2,384.39
(b) Financial Assets			
(i) Investments	4	-	-
(ii) Trade Receivables	9	1,986.72	1,355.47
(iii) Cash and Cash Equivalents	10	72.24	230.85
(iv) Bank Balances other than (iii) above	11	364.66	636.20
(v) Loans	5	0.49	1,000.87
(vi) Others	6	61.04	81.78
(c) Current Tax Assets (Net)		8.41	-
(d) Other Current Assets	7	708.00	601.50
		<b>6,333.66</b>	<b>6,291.06</b>
<b>TOTAL ASSETS</b>		<b>15,229.50</b>	<b>14,433.30</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	12	590.04	491.70
(b) Other Equity	13	6,330.09	5,466.34
<b>Equity attributable to the shareholders of the Holding company</b>		<b>6,920.13</b>	<b>5,958.04</b>
Non Controlling Interest		4,047.34	3,851.19
<b>LIABILITIES</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	431.82	268.68
(ii) Lease Liability	33	179.46	194.49
(iii) Other Financial Liabilities	15	100.00	-
(b) Provisions	16	26.80	43.05
(c) Deferred Tax Liabilities (Net)	17	770.20	817.09
(d) Other Non-current Liabilities	18	-	-
		<b>1,508.28</b>	<b>1,323.31</b>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	714.12	1,451.06
(ii) Lease Liability	33	16.14	25.51
(ii) Trade Payables	20		
- Due to Micro, Small and Medium enterprises		124.42	153.87
- Due to Others		889.56	392.20
(iv) Other Financial Liabilities	15	550.33	677.44
(b) Other Current Liabilities	18	274.28	391.39
(c) Provisions	16	184.90	190.54
(d) Current Tax Liabilities (Net)		-	18.75
		<b>2,753.75</b>	<b>3,300.76</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>15,229.50</b>	<b>14,433.30</b>

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached  
For Natvarlal Vepari & Co.

Chartered Accountants  
Firm Registration No. 106971W

**Nuzhat Khan**  
Partner  
M.No. 124960  
Mumbai May 22, 2023

For and on behalf of the Board of Directors

**Saahil Parikh**  
(DIN 00400079)  
Wholetime Director & CEO

**Nilesh Jain**  
(DIN 05263110)  
Wholetime Director

**Surbhi Sharma**  
ACS No:66485  
Company Secretary

**Sandeep Kadam**  
CFO

(All Figures are Rupees in Lacs unless otherwise stated)

## Consolidated Statement of Profit and Loss for the year ended March 31, 2023

Particulars	Note	2022-23	2021-22
<b>I Revenue from Operations</b>	21	<b>10,127.78</b>	12,720.17
<b>II Other Income</b>	22	<b>227.60</b>	260.43
<b>III Total Income (I + II)</b>		<b>10,355.38</b>	12,980.60
<b>IV Expenses:</b>			
Cost of Materials Consumed	23	<b>2,877.23</b>	2,969.88
Purchase of Stock in trade	24	<b>1,684.47</b>	2,221.48
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	<b>(493.59)</b>	56.74
Employee Benefit Expenses	26	<b>1,173.08</b>	1,251.06
Finance Cost	27	<b>212.10</b>	167.85
Depreciation & Amortisation	28	<b>424.17</b>	402.35
Other Expenses	29	<b>4,561.77</b>	4,343.16
<b>Total Expenses (IV)</b>		<b>10,439.23</b>	11,412.52
<b>V Profit/ (Loss) Before exceptional items and Tax (III-IV)</b>		<b>(83.85)</b>	1,568.08
<b>VI Exceptional Items income/ (expenses)</b>	36	-	0.75
<b>VII Profit/ (Loss) Before Tax (V+VI)</b>		<b>(83.85)</b>	1,568.83
<b>VIII Tax Expense</b>			
1. Current Tax	30	<b>180.37</b>	441.26
2. Short / (Excess) Provision of earlier years	30	<b>1.54</b>	(20.51)
3. Deferred Tax Liability / (Asset) incl. MAT Credit	30	<b>(46.61)</b>	(23.65)
<b>IX Profit/ (Loss) for the period ( VII-VIII)</b>		<b>(219.15)</b>	1,171.73
<b>X Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to profit or loss			
(a) Actuarial gain and loss		<b>3.37</b>	(4.85)
Tax Effect thereon	31	-	2.63
(b) Fair Value change through Other Comprehensive Income		<b>(2.45)</b>	56.63
Tax Effect thereon	31	<b>0.28</b>	(11.17)
<b>Other Comprehensive Income for the year, net of tax</b>		<b>1.20</b>	43.24
<b>Total Comprehensive Income for the year</b>		<b>(217.95)</b>	1,214.97
<b>Profit for the period attributable to :</b>			
Owners of the parent		<b>(475.08)</b>	497.84
Non-controlling interest - profit / (loss)		<b>255.93</b>	673.89
		<b>(219.15)</b>	1,171.73
<b>Other Comprehensive Income for the period attributable to :</b>			
Owners of the parent		<b>(1.96)</b>	47.33
Non-controlling interest - profit / (loss)		<b>3.16</b>	(4.09)
		<b>1.20</b>	43.24
<b>Total Comprehensive Income for the period attributable to :</b>			
Owners of the parent		<b>(477.04)</b>	545.17
Non-controlling interest - profit / (loss)		<b>259.09</b>	669.80
		<b>(217.95)</b>	1,214.97
<b>XI Earnings per Equity Share :</b>			
Par Value ₹10 each			
Basic (in ₹)	32	<b>(7.90)</b>	9.71
Diluted (in ₹)	32	<b>(7.90)</b>	9.71

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

**As per our report of even date attached**

**For Natvarlal Vepari & Co.**

Chartered Accountants

Firm Registration No. 106971W

**Nuzhat Khan**

Partner

M.No. 124960

Mumbai May 22, 2023

**For and on behalf of the Board of Directors**

**Saahil Parikh**

(DIN 00400079)

Wholetime Director & CEO

**Surbhi Sharma**

ACS No:66485

Company Secretary

**Nilesh Jain**

(DIN 05263110)

Wholetime Director

**Sandeep Kadam**

CFO

(All Figures are Rupees in Lacs unless otherwise stated)

## Consolidated Cash Flow Statement for the year ended March 31, 2023

Particulars	Apr 22 - Mar 23	Apr 21 - Mar 22
<b>A. Cash Flow from Operating Activities</b>		
1) <b>Net profit before taxation and extraordinary item</b>	<b>(83.85)</b>	1,568.83
<b>Adjustments for :</b>		
Depreciation	424.17	402.35
(Profit)/ Loss on sale of Property, Plant & Equipment	(1.77)	5.17
(Profit)/Loss on sale of Mutual funds	(0.07)	(6.82)
Assets Scrapped	1.36	16.14
Bad debts w/off	17.53	6.13
Unwinding of Lease rent Income	(0.33)	(0.44)
Unwinding of Lease rent Expenses	0.01	0.16
Interest income	(87.87)	(74.99)
Dividend income	(0.04)	(0.04)
Interest expense	212.10	173.26
	<b>481.24</b>	2,089.75
2) <b>Operating profit before working capital changes</b>		
Decrease / (Increase) in Inventories	(747.71)	362.29
Decrease / (Increase) in Trade Receivables	(648.80)	299.20
Decrease / (Increase) in Other Financial Assets	13.56	91.76
Decrease / (Increase) in Other Assets	(110.10)	222.25
Increase / (Decrease) in Trade Payables	456.18	(930.19)
Increase / (Decrease) in Other Financial Liabilities	76.18	(62.43)
Increase / (Decrease) in Other Liabilities	(117.11)	317.64
Increase / (Decrease) in Provisions	(18.52)	22.89
3) <b>Cash generated from operation</b>	<b>(615.08)</b>	2,413.16
Income tax paid (net)	(246.90)	(563.31)
<b>Net cash from operating activities</b>	<b>(861.98)</b>	1,849.85
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant & Equipment including CWIP & Intangibles	(1,290.73)	(988.82)
Proceeds from Sale of Plant, Property and Equipment	40.28	60.63
Intercompany loans (given)/repaid	1,000.00	(1,000.00)
Sale of Investments	-	167.86
Sale of mutual funds	11.92	70.32
Movement in other bank balances	272.92	(559.60)
Interest received	90.82	70.41
Dividend received	0.04	0.04
<b>Net cash from / (used) in investing activities</b>	<b>125.25</b>	(2,179.16)
<b>C. Cash Flow from Financing Activities</b>		
Issue of Share	1,475.09	-
Share issue expenses	(35.96)	-
Interest paid	(190.00)	(160.90)
Proceeds/(Repayment) from short term borrowing	178.52	534.59
Intercompany deposit repaid- Current	(890.00)	-
Intercompany deposit received- Non-current	200.00	-
Repayment of Non-Current borrowing	(284.16)	(245.28)
Proceeds from Non-Current borrowing	221.84	-
Payment of lease Liability		
- Interest	(21.60)	(23.59)
- Principal	(12.67)	(9.04)
Dividend & dividend tax paid	(62.94)	(62.94)
<b>Net cash from (used in) financing activities</b>	<b>578.12</b>	32.84
<b>Net increase / (decrease) in cash and cash equivalents ( A+B+C )</b>	<b>(158.61)</b>	(296.47)
Cash and cash equivalents at beginning of year	230.85	527.32
Cash and cash equivalents at end of year	<b>72.24</b>	<b>230.85</b>
<b>Components of Cash &amp; Cash equivalents :</b>		
Cash and cheques on hand	0.60	1.38
Balance with banks	71.64	229.47
	<b>72.24</b>	<b>230.85</b>

Refer note no. 14 (e) for reconciliation of liabilities from financing activities

As per our report of even date attached  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

Nuzhat Khan  
Partner  
M.No. 124960  
Mumbai May 22, 2023

For and on behalf of the Board of Directors

Saahil Parikh  
(DIN 00400079)  
Wholetime Director & CEO

Nilesh Jain  
(DIN 05263110)  
Wholetime Director

Surbhi Sharma  
ACS No:66485  
Company Secretary

Sandeep Kadam  
CFO

## 1. Consolidated Statement of Changes in Equity for the year ended March 31, 2023

(All Figures are Rupees in Lacs unless otherwise stated)

	No. of shares	Amount
Equity share capital of face value (₹) 10.00 each	49,16,980	491.70
Balance as at March 31, 2021	-	-
Changes in equity share capital during the year	49,16,980	491.70
Balance as at March 31, 2022	9,83,396	98.34
Changes in equity share capital during the year	59,00,376	590.04
<b>Balance as at March 31, 2023</b>		<b>590.04</b>

Particulars	Other Equity			Total
	Reserves and Surplus	Attributed to the Shareholders of the Company	Non Controlling Interest	
Capital Reserve	302.76			
Securities Premium	108.64			
General Reserve	1,200.00			
Capital Reserve on Bargain purchase	322.70			
Retained earnings	2,994.24	4,921.17	3,244.33	8,165.50
Other comprehensive income not Reclassified to P&L	(7.17)	497.84	673.89	1,171.73
Fair Value of Investment through OCI	45.46	-	(62.94)	(62.94)
Gain/ (Loss) on Fair Value of Investment through OCI (Net of tax thereon)		45.46	(4.09)	41.37
Actuarial gain/(loss) on gratuity (Net of tax thereon)		1.87		1.87
Transfer to Retained Earning on Sale of Investment Through OCI		35.97		
Balance as on Mar 31, 2022	302.76	3,529.92	3,851.19	9,317.53
Issue of rights shares*	1,340.79	(475.08)	255.93	(219.15)
Dividend paid for the year 2022-23		-	(62.94)	(62.94)
Gain/ (Loss) on Fair Value of Investment through OCI (Net of tax thereon)		(2.17)	3.16	0.99
Actuarial gain/(loss) on gratuity (Net of tax thereon)		0.21		0.21
<b>Balance as on Mar 31, 2023</b>	<b>302.76</b>	<b>3,055.05</b>	<b>4,047.34</b>	<b>10,377.43</b>

\* Proceeds from Rights Issue is net off IPO expense of ₹35.96 lacs.

### Note:

- In previous year, the Holding Company has sold 11,990 equity shares of Mexin Medicaments Pvt Ltd held as Investment at Fair Value through OCI. The aggregate of sale consideration net of acquisition cost and tax thereon of ₹ 35.97 lacs has been initially recognised under Other Comprehensive Income and subsequently reclassified under retained earning through Statement of Changes in Equity.
- During the year the holding company has issued 9,83,396 equity shares of face value of ₹ 10/- each for a price of ₹150/- per equity share (including premium of ₹ 140/- per equity share) aggregating to ₹ 1,475.09 lacs in the ratio of 1 equity share for every 5 fully paid equity shares held by the existing shareholders on the record date, i.e. on April 1, 2022.
- Gain of ₹ 0.21 lacs and gain of ₹ 1.87 lacs on remeasurement of defined employee benefit plans (net of tax) is recognized as a part of retained earnings for the years ended March 31, 2023 and 2022, respectively.

### As per our report of even date attached

**For Natvarial Vepari & Co.**  
Chartered Accountants  
Firm Registration No. 106971W

**Muzhat Khan**  
Partner  
M.No. 124960  
Mumbai May 22, 2023

### For and on behalf of the Board of Directors

**Saahil Parikh**  
(DIN 00400079)  
Wholetime Director & CEO

**Surbhi Sharma**  
ACS No:66485  
Company Secretary

**Nitesh Jain**  
(DIN 05263110)  
Wholetime Director

**Sandeep Kadam**  
CFO



## **Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended March 31, 2023.**

### **1. Corporate Information:**

Incorporated in the year 1984, Makers Laboratories Limited is an integrated pharmaceutical company manufacturing and marketing around 200 formulations. The Company has one manufacturing unit in India manufacturing formulations for the Indian market.

The consolidated financial statements for the year ended March 31, 2023, were authorised for issue in accordance with the resolution passed at the meeting of the Board of Directors held on May 22, 2023.

### **2. a. Basis and Principles of Consolidation:**

The consolidated financial statements relate to the Company, and its aforesaid Subsidiary (the holding and subsidiary together referred to as "The Group"). The consolidated financial statements have been prepared in accordance with Indian Accounting Standard - 110 "Consolidated Financial Statement" of the Companies (Indian Accounting Standards) Rules 2015 as amended by the Companies (Indian Accounting Standards) Amendment) Rules, 2016 and other relevant provisions of the Act. The consolidated financial statements have been prepared on the following basis:

The consolidated financial statements of the Group are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain/loss from such transactions are eliminated upon consolidation. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded. The financial statements of the Subsidiary used in consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March. The difference between the cost to the Company of its investments in the subsidiary over the Company's portion of equity computed on acquisition date based on fair value of assets and liabilities are recognized in the financial statement as Goodwill / Capital Reserve on consolidation.

The Subsidiary included in the Consolidation and the Company's holding therein is as follows:

1. Resonance Specialties Limited, an entity in which there is de facto control and in which the Company's interest is 45.48%.

### **3. Significant Accounting Policies:**

#### **i. Basis of Preparation**

##### **Statement of Compliance**

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

The financial statements have been prepared on a historical cost basis, except for the following:

- a. certain financial assets and liabilities (including derivative instruments) are measured at fair value; and
- b. defined benefit plans - plan assets measured at fair value.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements are presented in INR and all values are rounded to the nearest lacs, except otherwise stated.

**ii. Use of Judgments, Estimates and Assumption**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**a. Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the timing and the level of future taxable profits together with future tax planning strategies.

**b. Defined benefit plans (Gratuity benefits)**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**c. Useful lives of Property, Plant and Equipment**

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**d. Impairment of Property, Plant and Equipment**

For property, plant and equipment and intangibles, an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the assets or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

**e. Inventories**

The Group estimates the net realizable value (NRV) of its inventories by considering estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

**f. Recognition and measurement of other Provisions**

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on experience and circumstances known at the closing date. The actual outflow of resources at a future date may, therefore, vary from the amount included in other provisions.

**iii. Recent pronouncements**

Ministry of corporate affairs (MCA) notifies new standard or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued and amended from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

**• Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

**• Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

**• Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty” Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

**iv. Current and non-current classification**

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle, or
- It is held primarily for the purpose of trading, or
- It is expected to be realised within twelve months after the reporting period, or
- It is 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, or
- It is held primarily for the purpose of trading, or
- 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 Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**v. Property, Plant and Equipment**

- a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Cost of acquisition comprises its purchase price including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price.
- b) Stores and spares which meet the definition of Property, Plant and Equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as Property, Plant and Equipment.
- c) Capital Work in Progress represents expenditure incurred on capital assets that are under construction or are pending capitalization and includes project expenses pending allocation. Project expenses pending allocation are apportioned to the Property, Plant and Equipment of the project proportionately on capitalization.
- d) Cost of borrowing for assets taking substantial time to be ready for use is capitalized for the period up to the time the asset is ready for its intended use.
- e) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- f) The residual useful life of Property, Plant & Equipment is reviewed at each balance sheet date and adjusted if required in the depreciation rates.
- g) Depreciation methods, estimated useful lives and residual value.

Depreciation on all assets of the Group is charged on straight line method over the useful life of assets mentioned in Schedule II to the Companies Act ,2013 or the useful life previously assessed by the management based on technical review whichever is lower for the proportionate period of use during the year. Intangible assets are amortised over the economic useful life estimated by the management.

The management's estimated useful life/useful life as per schedule II whichever is lower for the various tangible assets are as follows:

<b>Assets</b>	<b>Estimated useful life (Years)</b>
Leasehold Land	Period of Lease
Plant and Equipment	5 to 20 Years
Effluent Treatment Plant	15 Years
Vehicle	10 Years
Building	28 to 58 Years
Furniture and Fixtures	10 Years

Gains or losses arising from derecognition of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**vi. Intangible assets**

The Group has elected to fair value its intangible assets on transition date. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on several factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

The management has estimated the economic useful life for the various intangible assets as follows:

Brands and Trademarks	4 Years
Software for internal use	4 Years

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 recognized in the statement of profit and loss when the asset is derecognized.

**vii. Revenue recognition**

- a. The Group derives revenues primarily from sale of products and services. Revenue from sale of goods is recognized net of returns, product expiry claims and discounts.

Revenue is recognized on satisfaction of performance obligations upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

To recognize revenues, the Group applies the following five step approach:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenues when a performance obligation is satisfied.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognized over time.

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

Where Revenue is recognized over time, the amount of revenue is determined on the basis of contract costs incurred in relation to estimated contract expenses.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue in respect of transactions thru parties acting as agents is recognized only on completion of the performance obligation of the agent with corresponding accrual of agency commissions.

The Group presents revenues net of indirect taxes in its statement of profit and loss.

- b. In case of export benefits which are in the nature of neutralisation of duties and taxes are grouped under material costs. All other export incentives are grouped under other operating revenue.
- c. Revenue in respect of insurance/other claims, commission, etc. are recognized only when it is reasonably certain that the ultimate collection will be made.
- d. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

#### **viii. Borrowings**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

#### **ix. Impairment of assets**

Carrying amount of Tangible assets, Intangible assets, Investments in Subsidiaries, Joint Venture and Associates (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Group's assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### **x. Leases**

The Group, as a lessee, recognizes 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 Group 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 Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**xi. Inventories**

Items of inventories are valued at lower of cost or estimated net realisable value as given below:

Raw Materials and Packing Materials	Lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on First in First Out basis.
Work-in-process and Finished Goods	At lower of cost (material cost net of refundable taxes, labour cost and all manufacturing overheads) and net realisable value.
Stores and Spares	Stores and spare parts are valued at lower of cost computed on First-in-First- out method and net realisable value.
Traded Goods	Traded Goods are valued at lower of cost and net realisable value.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, estimated shelf life, price changes, introduction of competitive new products and such other related factors.

Cost in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition.

**xii. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities in the balance sheet.

**xiii. Provisions, contingent liabilities and contingent assets**

**Provision**

A Provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**Contingent liabilities**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**Contingent assets**

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

**xiv. Retirement and other employee benefits****Provident fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

**Gratuity**

Gratuity, a post-employment defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year/period on projected unit credit method.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

**Compensated absences**

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia, bonus and performance incentive are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**xv. Foreign currencies**

Transactions and balances:

- i. The functional currency of the Group is the Indian rupee. These financial statements are presented in Indian rupees.
- ii. Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction where the settlement of such transactions are taking place at a later date. The exchange gain/loss on settlement / negotiation during the year is recognized in the statement of profit and loss. In case of advance payment for purchase of assets/ goods/services and advance receipt against sales of products/services, all such purchase/sales transaction are recorded at the rate at which such advances are paid/ received.



- iii. Foreign currency monetary transactions remaining unsettled at the end of the year are converted at year-end rates. The resultant gain or loss is accounted for in the statement of profit and loss.
- iv. Non-monetary items that are measured at historical cost denominated in foreign currency is translated using exchange rate at the date of transaction.

**xvi. Fair Value Measurement**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

**xvii. Financial instruments****a. Financial assets & financial liabilities****Initial recognition and measurement**

All financial assets and liabilities are recognized initially at fair value.

In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset is treated as cost of acquisition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) is recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. 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.

**Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 9 details how the entity determines

whether there has been a significant increase in credit risk. For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

**De-recognition of financial instruments**

A financial asset is de-recognized only when,

- The Group has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

A financial liability (or a part of a financial liability) is de-recognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**b. Derivative financial instruments and hedge accounting**

Initial recognition and subsequent measurement

The Group uses derivative financial instruments such as forward currency contracts, interest rate swaps to hedge its foreign currency risks, interest rate risks, respectively.

Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognized in the statement of profit and loss.

**xviii. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

**xix. Goods and service tax input credit**

Input tax credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

**xx. Taxes**

Tax expenses comprise Current Tax and Deferred Tax:

**a. Current tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws

enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**b. Deferred tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

For items recognized in OCI or equity, deferred / current tax is also recognized in OCI or equity.

**c. MAT credit**

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is reasonable certainty that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The MAT credit to the extent there is reasonable certainty that the Group will utilize the credit is recognized in the statement of profit and loss and corresponding debit is done to the deferred tax asset as unused tax credit.

**xxi. Earnings per share**

Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(All Figures are Rupees in Lacs unless otherwise stated)

### Notes to Consolidated financial statements as at and for the year ended March 31, 2023

#### 3. Property, Plant and Equipment

Particulars	Freehold Land	Leasehold Land	Building	Plant and Equipment	Office and Other Equipment	Effluent Treatment Plant	Furniture and Fixtures	Vehicles	R & D - Plant and Equipment	Total
<b>Gross Block</b>										
As on 01/04/2021	210.23	2,816.82	1,650.15	5,438.98	72.75	11.98	97.95	61.63	233.04	10,593.53
Additions	-	-	35.25	128.77	8.15	-	-	-	2.04	174.21
Disposals / Adjustments	-	-	(20.55)	(84.66)	(46.85)	-	(16.90)	(13.44)	-	(182.40)
As on 31/03/2022	210.23	2,816.82	1,664.85	5,483.09	34.05	11.98	81.05	48.19	235.08	10,585.34
Additions	-	-	219.92	1,771.83	9.34	-	26.66	-	5.20	2,032.95
Disposals / Adjustments	-	-	-	(91.35)	(0.57)	-	(1.25)	(13.14)	(0.37)	(106.68)
<b>As on 31/03/2023</b>	<b>210.23</b>	<b>2,816.82</b>	<b>1,884.77</b>	<b>7,163.57</b>	<b>42.82</b>	<b>11.98</b>	<b>106.46</b>	<b>35.05</b>	<b>239.91</b>	<b>12,511.61</b>
<b>Accumulated Depreciation</b>										
As on 01/04/2021	-	13.21	407.09	2,970.32	58.86	3.49	56.93	41.05	142.94	3,693.89
Charge for the year	-	43.49	62.41	230.94	4.40	0.59	4.36	4.99	14.63	365.81
Disposals / Adjustments	-	-	(7.72)	(18.82)	(44.31)	-	(15.62)	(13.99)	-	(100.46)
As on 31/03/2022	-	56.70	461.78	3,182.44	18.95	4.08	45.67	32.05	157.57	3,959.24
Charge for the year	-	43.49	41.24	278.47	5.13	0.59	5.99	3.22	12.57	390.70
Disposals / Adjustments	-	-	-	(56.01)	(0.30)	-	(0.87)	(9.29)	(0.35)	(66.82)
<b>As on 31/03/2023</b>	<b>-</b>	<b>100.19</b>	<b>503.02</b>	<b>3,404.90</b>	<b>23.78</b>	<b>4.67</b>	<b>50.79</b>	<b>25.98</b>	<b>169.79</b>	<b>4,283.12</b>
Net Block as on 31/03/2022	210.23	2,760.12	1,203.07	2,300.65	15.10	7.90	35.38	16.14	77.51	6,626.10
<b>Net Block as on 31/03/2023</b>	<b>210.23</b>	<b>2,716.63</b>	<b>1,381.75</b>	<b>3,758.67</b>	<b>19.04</b>	<b>7.31</b>	<b>55.67</b>	<b>9.07</b>	<b>70.12</b>	<b>8,228.49</b>

(All Figures are Rupees in Lacs unless otherwise stated)

### 3A Other Intangible Assets

Particulars	Computer Software	Brand / Trade Mark	Inhouse developed technology	Total
<b>Gross Block</b>				
As on 01/04/2021	14.73	0.13	138.94	153.80
Additions	0.61	-		0.61
Disposals / Adjustments	-	-		-
As on 31/03/2022	15.34	0.13	138.94	154.41
Additions	3.87	-	50.00	53.87
Disposals / Adjustments	-	-	-	-
<b>As on 31/03/2023</b>	<b>19.21</b>	<b>0.13</b>	<b>188.94</b>	<b>208.28</b>
<b>Accumulated Amortisation</b>				
As on 01/04/2021	6.93	0.13	113.66	120.72
Charge for the year	2.60	-	8.26	10.86
Disposals / Adjustments	-	-	-	-
As on 31/03/2022	9.53	0.13	121.92	131.58
Charge for the year	2.75	-	5.05	7.80
Disposals / Adjustments	-	-	-	-
<b>As on 31/03/2023</b>	<b>12.28</b>	<b>0.13</b>	<b>126.97</b>	<b>139.38</b>
Net Block as on 31/03/2022	5.81	-	17.02	22.83
<b>Net Block as on 31/03/2023</b>	<b>6.93</b>	<b>-</b>	<b>61.97</b>	<b>68.89</b>

### 3B Right to Use Asset

Particulars	Land
<b>Gross Block</b>	
As on 31/03/2021	257.03
Additions	-
Disposals / Adjustments	-
As on 31/03/2022	257.03
Additions	-
Disposals / Adjustments	-
<b>As on 31/03/2023</b>	<b>257.03</b>
<b>Accumulated Amortisation</b>	
As on 01/04/2021	50.69
Charge for the year	25.68
Disposals / Adjustments	-
As on 31/03/2022	76.37
Charge for the year	25.68
Disposals / Adjustments	-
<b>As on 31/03/2023</b>	<b>102.05</b>
Net Block as on 31/03/2022	180.66
<b>Net Block as on 31/03/2023</b>	<b>154.98</b>

(All Figures are Rupees in Lacs unless otherwise stated)

### 3C Capital Work In Progress/ Intangible Assets Under Development

Particulars	Capital Work In Progress			Intangible Assets Under Development	
	Building	Proj Exp Pending Allo	Plant and Equipment	Total	Software
As at 31st March 2021	2.63	-	13.53	16.16	-
Additions	127.40	6.54	820.03	953.96	-
Capitalization	1.82	-	29.86	31.68	-
As at 31st March 2022	128.21	6.54	803.70	938.44	-
Additions	56.62	58.67	1,116.80	1,232.09	7.12
Capitalization	184.66	65.21	1,875.30	2,125.17	3.88
<b>As at 31st March 2023</b>	<b>0.17</b>	<b>-</b>	<b>45.20</b>	<b>45.36</b>	<b>3.24</b>

### CWIP Ageing Schedule

As at March 31, 2023

CWIP for a period of	Projects in progress	Projects temporarily suspended	Total	Intangible Assets Under Development
Less than 1 year	45.36	-	45.36	3.24
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>45.36</b>	<b>-</b>	<b>45.36</b>	<b>3.24</b>

As at March 31, 2022

CWIP for a period of	Projects in progress	Projects temporarily suspended	Total
Less than 1 year	934.23	-	934.23
1-2 years	4.21	-	4.21
2-3 years	-	-	-
More than 3 years	-	-	-
<b>Total</b>	<b>938.44</b>	<b>-</b>	<b>938.44</b>

### Details of Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2023

Project Code	Less than 1 year	1-2 years	2-3 years	> 3 years	Grand Total
Makers-01	4.15	-	-	-	4.15
<b>Total</b>	<b>4.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.15</b>

Note : There are no cost or time overruns of CWIP in previous year and hence no disclosure for the same is made

(All Figures are Rupees in Lacs unless otherwise stated)

#### 4 Financial Assets - Investments

##### A Summary of Non Current Investments

	As at 31/03/2023	As at 31/03/2022
Investment in Equity Instruments measured at Amortised Cost	-	-
Investment in Equity Instruments measured at Fair value through OCI	7.78	10.23
Investment in Equity Instruments measured at Fair value through PL	-	11.85
<b>Total</b>	<b>7.78</b>	<b>22.08</b>

##### B Details of Non-current Investments

	Face Value per Equity Instrument (₹)	Number Of Equity Instruments		Amount	
		31-03-2023	31-03-2022	31-03-2023	31-03-2022
<b>Investments measured at fair value through OCI (fully paid)</b>					
<b>Quoted equity shares</b>					
1 Ipca Laboratories Ltd*	1	960	960	7.78	10.23
<b>Investments measured at fair value through P&amp;L (fully paid)</b>					
Investment in Mutual Funds					
1 SBI Magnum Medium Duration Fund Growth Units Purchased 28771.928 NAV 41.1898	-	-	-	-	11.85
<b>Total</b>				<b>7.78</b>	<b>22.08</b>

##### C Aggregate value of investments

Particulars	31-03-2023	31-03-2022
Aggregate amount of quoted investments	7.78	22.08
Aggregate market value of quoted investments	7.78	22.08
Aggregate amount of unquoted investments	-	-

**D** Disclosure Under Section 186(4) of the Companies Act 2013  
There are no transactions to be reported under Section 186(4).

**E** \*During previous year Ipca Laboratories Limited has sub-divided fully paid-up equity shares of ₹2 each into two fully paid equity shares of ₹ 1 each on 11<sup>th</sup> January, 2022. Accordingly, 480 fully paid-up equity shares of Ipca Laboratories Limited of ₹ 2 each held by the Company have been subdivided into 960 fully paid-up equity shares of ₹ 1 each.

**F** The Company has sold 11,990 equity shares of Mexin Medicaments Pvt. Ltd. held as Investment at Fair Value through OCI during the year ended March 31, 2022. The aggregate of sale consideration net of acquisition cost and tax thereon of ₹ 55.54 lacs has been initially recognised under Other Comprehensive Income and subsequently reclassified under retained earning though Statement of Changes in Equity.

(All Figures are Rupees in Lacs unless otherwise stated)

**5 Financial Assets - Loans**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
(Unsecured, considered good)				
Inter Corporate Deposits	-	-	-	1,000.00
Loans given to Employees	-	<b>0.49</b>	0.24	0.87
<b>Total</b>	<b>-</b>	<b>0.49</b>	<b>0.24</b>	<b>1,000.87</b>

**6 Financial Assets - Others**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
(Unsecured, considered good)				
Gratuity reimbursements and other claims receivable	-	<b>5.37</b>	-	4.99
Interest Receivable	-	<b>1.02</b>	-	4.63
Term Deposits with banks kept as margin money	-	-	-	1.27
Unbilled Revenue - Related Party	-	<b>20.98</b>	-	-
Other Receivables				
-Related Parties	-	<b>1.17</b>	-	5.10
-Other Parties	-	<b>32.50</b>	-	65.79
Maharashtra Pollution Control Board Advance	<b>52.13</b>	-	52.13	-
Deposits	<b>93.55</b>	-	88.71	-
<b>Total</b>	<b>145.68</b>	<b>61.04</b>	<b>140.84</b>	<b>81.78</b>
<b>Details of Related Parties</b>				
Ipca Laboratories Ltd		<b>22.15</b>		5.10

**7 Other Non-Financial Assets**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
(Unsecured, considered good)				
Capital Advances	<b>61.71</b>	-	72.80	-
Prepaid Expenses (Refer note below)	<b>3.68</b>	<b>35.34</b>	0.89	27.62
Balance with Tax Authorities	-	<b>591.19</b>	0.45	260.94
Export Incentive Receivable	-	<b>10.61</b>	-	13.92
Advance to suppliers				
-Related Party*	-	<b>31.80</b>	-	242.35
-Others	-	<b>27.27</b>	-	46.06
Advances to Employees	-	<b>8.72</b>	-	8.94
Advances to Others	-	<b>0.78</b>	-	0.49
Prepaid Taxes (Net of provisions)	<b>174.77</b>	-	136.94	-
Other Receivables	<b>1.26</b>	<b>2.29</b>	-	1.18
<b>Total</b>	<b>241.42</b>	<b>708.00</b>	<b>211.08</b>	<b>601.50</b>

Note : In 2021-22, prepaid expenses (Current) included ₹11.45 Lacs towards Rights Issue Preparatory Work which has since been closed and the amount has been adjusted against the share premium.

\* Kaygee Laboratories Pvt Ltd



(All Figures are Rupees in Lacs unless otherwise stated)

**8 Inventories (Valued at Lower of Cost or Net Realisable Value)**

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022	
Raw Materials and components	<b>398.59</b>	167.22	
Packing Materials and components	<b>95.26</b>	69.26	
Work-in-progress	<b>687.95</b>	200.27	
<b>Finished goods:</b>			
Manufactured	<b>1,409.35</b>	1,088.84	
Traded	<b>466.17</b>	780.79	
In transit	-	-	1,869.63
Consumable Stores and Spares	<b>74.78</b>	78.01	
<b>Total</b>	<b>3,132.10</b>	<b>2,384.39</b>	

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022	
Amount of inventories recognised as an expense	<b>4,173.85</b>	5,386.33	
Amount of write - down of inventories recognised as an expense	-	-	
<b>Total</b>	<b>4,173.85</b>	<b>5,386.33</b>	

**9 Financial Assets - Trade Receivables (Unsecured, at amortised cost)**

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022	
Considered good	<b>1,986.72</b>	1,355.47	
Which have significant increase in credit risk	<b>10.87</b>	2.31	
Credit impaired	-	-	
	<b>1,997.59</b>	1,357.78	
Less : Expected credit loss allowance	<b>(10.87)</b>	(2.31)	
<b>Total</b>	<b>1,986.72</b>	<b>1,355.47</b>	

The Holding Company calculates impairment under the simplified approach and hence the Company does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. Hence the additional disclosures in trade receivables for changes in credit risk and credit impaired trade receivables are not disclosed.

**Movement in the expected credit loss allowance**

<b>Particulars</b>	<b>As at March 31, 2023</b>	As at March 31, 2022	
Balance at the beginning of the period	<b>2.31</b>	0.39	
Adjustment during the year	<b>8.56</b>	1.92	
Provision at the end of the period	<b>10.87</b>	2.31	

(All Figures are Rupees in Lacs unless otherwise stated)

**As at March 31, 2023**

Range of O/s period	Undisputed			Total
	Considered Good	Significant increase in credit risk	credit impaired	
Unbilled	-	-	-	-
Not Due	1,713.64	-	-	1,713.64
less than 6 months	233.00	9.83	-	242.83
6 months - 1 year	39.81	1.01	-	40.82
1-2 year	0.27	0.03	-	0.30
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>1,986.72</b>	<b>10.87</b>	<b>-</b>	<b>1,997.59</b>

**As at March 31, 2022**

Range of O/s period	Undisputed			Total
	Considered Good	Significant increase in credit risk	credit impaired	
Unbilled	-	-	-	-
Not Due	1,068.10	-	-	1,068.10
less than 6 months	287.37	2.31	-	289.68
6 months - 1 year	-	-	-	-
1-2 year	-	-	-	-
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>1,355.47</b>	<b>2.31</b>	<b>-</b>	<b>1,357.78</b>

**10 Financial Assets - Cash & Cash Equivalents**

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Balances with banks	<b>71.64</b>	229.47
Cash on hand	<b>0.60</b>	1.38
<b>Total</b>	<b><u>72.24</u></b>	<u>230.85</u>

**11 Financial Assets - Bank Balances other than (10) above**

<u>Particulars</u>	<u>As at March 31, 2023</u>	<u>As at March 31, 2022</u>
Unpaid dividend accounts- Refer Note (a) below	<b>32.38</b>	31.00
In Fixed Deposits		
- Margin Money*	<b>11.28</b>	20.20
- Other Deposits	<b>321.00</b>	585.00
<b>Total</b>	<b><u>364.66</u></b>	<u>636.20</u>

**(a) Unpaid Dividend**

In case of Holding Company-There are no amounts to be transferred to Investor Education and Protection Fund as on date

In case of Subsidiary Component-The balance in unpaid dividend account includes an amount of ₹4.09 lacs pertaining to dividend declared in FY 14-15. The subsidiary has already communicated to the bank to transfer the amount in Investor Education and Protection Fund and as per the latest communication with the bank it will be transferred in the coming months.

\*(Under Lien towards margin of Letter of Credit and Bank Guarantees)

(All Figures are Rupees in Lacs unless otherwise stated)

**12 Equity Share Capital Particulars**

	As at Mar 31, 2023		As at Mar 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Face Value per share (₹)		<b>10.00</b>		10.00
<b>Authorised Capital Issued, Subscribed and Paid up Capital</b>	<b>75,00,000</b>	<b>750.00</b>	75,00,000	750.00
Issued & Subscribed	<b>59,00,376</b>	<b>590.04</b>	49,16,980	491.70
Paid up	<b>59,00,376</b>	<b>590.04</b>	49,16,980	491.70
<b>Total</b>		<b>590.04</b>		<b>491.70</b>

**Disclosures:**

**i) Reconciliation of Shares Particulars**

	As at Mar 31, 2023		As at Mar 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	<b>49,16,980</b>	<b>491.70</b>	49,16,980	491.70
Shares Issued during the year	<b>9,83,396</b>	<b>98.34</b>	-	-
Shares outstanding at the end of the year	<b>59,00,376</b>	<b>590.04</b>	49,16,980	491.70

**ii) Details of Shareholding in excess of 5% Name of Shareholder**

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	%	Number of shares held	%
Kaygee Laboratories Private Limited	<b>8,46,720</b>	<b>14.35</b>	6,50,000	13.22
Kaygee Investments Private Limited	<b>10,25,280</b>	<b>17.38</b>	8,54,400	17.38
Paschim Chemicals Private Limited	<b>9,66,672</b>	<b>16.38</b>	7,66,672	15.59

**iii) Rights and obligations of shareholders**

The Company has only one class of share referred as Equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after payment of external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend is recommended by management which is subject to shareholder's approval at the General Meeting.

**iv) Shareholding of Promoters**

**Shares held by promoters as at March 31, 2023**

Sr no	Promoter name	Shares held by promoters		Change in Promoter Shareholding
		No of shares	% of total shares	
1	Kaygee Investments Pvt Ltd	10,25,280	17.38	<b>3.48</b>
2	Paschim Chemicals Pvt Ltd	9,66,672	16.38	<b>4.07</b>
3	Kaygee Laboratories Pvt Ltd	8,46,720	14.35	<b>4.00</b>
4	Mexin Medicaments Pvt Ltd	1,83,907	3.12	<b>0.87</b>
5	Chandurkar Investments Pvt Ltd	84,411	1.43	<b>0.40</b>
6	Premchand Godha	1,27,033	2.15	<b>0.60</b>
7	Prashant Godha	1,22,937	2.08	<b>0.58</b>
8	Nirmal Jain	95,875	1.62	<b>0.45</b>
9	Usha Godha	57,315	0.97	<b>0.27</b>
10	Usha Chandurkar	41,000	0.69	<b>0.16</b>
11	Bhawna Godha	42,206	0.72	<b>0.20</b>
12	Sameer Chandurkar	22,000	0.37	<b>0.08</b>
	<b>Total</b>	<b>36,15,356</b>	<b>61.27</b>	
		<b>59,00,376</b>	<b>100.00</b>	

(All Figures are Rupees in Lacs unless otherwise stated)

Shares held by promoters as at March 31, 2022

Sr no	Promoter name	Shares held by promoters		Change in Promoter Shareholding
		No of shares	% of total shares	
1	Kaygee Investments Pvt Ltd	8,54,400	17.38	-
2	Paschim Chemicals Pvt Ltd	7,66,672	15.59	-
3	Kaygee Laboratories Pvt Ltd	6,50,000	13.22	-
4	Mexin Medicaments Pvt Ltd	1,41,180	2.87	-
5	Chandurkar Investments Pvt Ltd	64,800	1.32	-
6	Premchand Godha	97,520	1.98	-
7	Prashant Godha	94,375	1.92	-
8	Nirmal Jain	73,600	1.50	-
9	Usha Godha	44,000	0.89	-
10	Usha Chandurkar	33,000	0.67	-
11	Bhawna Godha	32,400	0.66	-
12	Sameer Chandurkar	18,000	0.37	-
	Total	28,69,947	58.37	
		49,16,980	100.00	

**v) Utilisation of Rights Issue proceeds as per the Prospectus as at March 31, 2023 are as follows**

During the year, in accordance with provisions of the Companies Act and other relevant laws, the Company offered its shareholders to subscribe to a right issue of 9,83,396 equity shares at an issue price of ₹ 150/- (FV of ₹10 and securities premium of ₹140) per share aggregating to ₹1,475.09 lacs. The issue was fully subscribed.

Particulars	Planned as per Prospectus	Utilisation in 2022-23	Balance up to March 31, 2023
1 Capital expenditure towards upgradation of the existing manufacturing unit	1,122.00	(1,126.04)	(4.04)
2 Rights Issue Expenses	40.00	(35.96)	4.04
3 General Corporate Purposes	313.09	(313.09)	-
<b>Total</b>	<b>1,475.09</b>	<b>(1,475.09)</b>	<b>0.00</b>

The Surplus of Rights Issue expenses is being used against Capital Expenditure.

**13 Other Equity**

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve	302.76	302.76
Capital Reserve on Bargain Purchase	322.70	322.70
Securities Premium -(refer note 12(v))	1,449.43	108.64
General Reserve	1,200.00	1,200.00
Retained Earnings	3,055.05	3,529.92
Other Comprehensive Reserve		
- Remeasurement of Investment through FVOCI	0.15	2.32
<b>Total</b>	<b>6,330.09</b>	<b>5,466.34</b>

**a) Security Premium Reserve:**

Securities premium account comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

(All Figures are Rupees in Lacs unless otherwise stated)

**b) General Reserve :**

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

**c) Capital Reserve on Bargain Purchase:**

Capital Reserve on Bargain Purchase represents the excess of the fair value of Assets less Liabilities over the purchase consideration in accordance with Ind AS 103

**14 Financial Liabilities - Borrowings**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Term Loan - Yes bank	<b>231.82</b>	<b>258.70</b>	268.68	284.16
Less : Current Maturities shown under short term borrowings		<b>(258.70)</b>		(284.16)
Intercompany Deposit -Related Party *	<b>200.00</b>	-	-	-
<b>Total</b>	<b>431.82</b>	<b>-</b>	<b>268.68</b>	<b>-</b>
* Ipca Laboratories Ltd				
Secured Borrowing	<b>231.82</b>	<b>258.70</b>	268.68	284.16
Unsecured Borrowing	<b>200.00</b>	-	-	-

**a) Details of Term Loan**

<u>Name of the Instruments/ Institutions</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Term Loan From Yes Bank	<b>231.82</b>	<b>258.70</b>	268.68	284.16
	<b>231.82</b>	<b>258.70</b>	268.68	284.16

**b) In case of Holding Company**

- The term loan-1 is for a period of 60 months. The term loan is repayable in 16 quarterly instalments beginning from February 29, 2020.
- The term loan-2 is repayable in 36 monthly instalments beginning from November 10, 2021.

**Details of securities and repayment terms of secured loans stated above**

- Secured by way of exclusive charge on plant and machinery located at new ophthalmic products manufacturing facility at Naroda, Ahmedabad. Equitable mortgage on the plot no. 30/4, Phase III GIDC, Naroda, Ahmedabad.
- The new term loan - Secured by way of 100% Credit Guarantee by National Credit Guarantee Trust Companies Limited (NCGTC) and Extension of Charge on present & Current Assets of the Company and Fixed assets charged for YBL Term Loan taken earlier.

**c) In case of Subsidiary Company**

**Details of securities and repayment terms of secured loans stated above**

Term Loan of ₹ 2.23Cr is taken from YES bank secured by sole charge by way of hypothecation on all movable fixed assets and second charge by way of hypothecation on current assets of the company Term loan is for a period of 60 months payable in 54 equal monthly installments starting from 29 September 2023.

Term loan carry interest rate of 8.75% p.a. - Linked to repo rate

(All Figures are Rupees in Lacs unless otherwise stated)

d) **The Group has taken the borrowing for a specific purpose and it has been utilized for the same purpose only.**

e) **Maturity Profile of Borrowings is as per the original sanction terms.**

(The maturity profile is as per the repayment schedule without any Ind AS adjustment)

<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
Instalment payable between 0 to 1 years	<b>258.70</b>	284.16
Instalment payable between 1 to 2 years	<b>288.45</b>	268.68
Instalment payable between 2 to 5 years	<b>144.54</b>	-
Instalment payable beyond 5 years	-	-
<b>Total</b>	<b>691.68</b>	<b>552.84</b>

f) During the year, the Holding company has received ICD from Ipca Laboratories Ltd of ₹200 lacs for a period of 2 years and the same carries interest @ 2% spread over 1 year SBI MCLR.

g) **Changes in liabilities arising out of financing activities**

<b>Particulars</b>	<b>As at March 31, 2023</b>		
	<b>Non-Current Borrowings</b>	<b>Current Maturities</b>	<b>Current Borrowings</b>
Opening Balances	<b>268.68</b>	<b>284.16</b>	<b>1,166.90</b>
Changes from Financing Cash Flows	<b>421.84</b>	<b>(284.16)</b>	<b>(711.48)</b>
Effect of changes in foreign currency	-	-	-
Transfer to Current Maturities	<b>(258.70)</b>	<b>258.70</b>	-
<b>Closing Balances</b>	<b>431.82</b>	<b>258.70</b>	<b>455.42</b>

<b>Particulars</b>	<b>As at March 31, 2022</b>		
	<b>Non-Current Borrowings</b>	<b>Current Maturities</b>	<b>Current Borrowings</b>
Opening Balances	552.84	245.28	632.31
Changes from Financing Cash Flows	-	(245.28)	534.59
Effect of changes in foreign currency	-	-	-
Transfer to Current Maturities	(284.16)	284.16	-
Closing Balances	<b>268.68</b>	<b>284.16</b>	<b>1,166.90</b>

## 15 Other Financial Liabilities

<b>Particulars</b>	<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>	
	<b>Non-Current</b>	<b>Current</b>	<b>Non-Current</b>	<b>Current</b>
Security Deposits from				
-Dealers	<b>100.00</b>	<b>327.64</b>	-	354.24
-Others	-	<b>1.00</b>	-	5.95
Unpaid dividends- Refer Note 11(a)	-	<b>32.38</b>	-	31.00
Payable for Capital Goods	-	<b>80.12</b>	-	184.96
Interest accrued	-	<b>0.16</b>	-	-
-Related Party #	-	<b>4.57</b>	-	5.51
-Others	-	<b>15.16</b>	-	17.69
Payable to Employees	-	<b>89.30</b>	-	78.09
<b>Total</b>	<b>100.00</b>	<b>550.33</b>	-	<b>677.44</b>
# Ipca Laboratories Ltd				

(All Figures are Rupees in Lacs unless otherwise stated)

16 Provisions Particulars	As at March 31, 2023		As at March 31, 2022	
	Non Current	Current	Non Current	Current
Provision for breakage/damage	-	0.02	-	0.02
Provision for product expiry	-	32.03	-	30.40
Provision for sales return	-	71.48	-	85.90
Provision for Gratuity	-	19.36	8.86	10.53
Provision for leave encashment	26.80	10.74	34.19	12.34
Provision for leave travel assistance (LTA)	-	6.82	-	10.39
Provision for Tax ( Net of prepaid)	-	44.45	-	40.96
<b>Total</b>	<b>26.80</b>	<b>184.90</b>	<b>43.05</b>	<b>190.54</b>

The disclosure of provisions movement as required by Ind AS 37 is as follows:-

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(i) Provision for breakage/damage</b>		
Balance at the beginning of the period	0.02	0.02
Provisions/ Reversal during the year.	-	-
Utilisations during the period	-	-
Provision at the end of the period	0.02	0.02
<b>(ii) Provision for product expiry</b>		
Balance at the beginning of the period	30.40	19.77
Provisions/ Reversal during the year.	1.63	10.63
Utilisations during the period	-	-
Provision at the end of the period	32.03	30.40
<b>(iii) Provision for sales return</b>		
Balance at the beginning of the period	85.90	73.02
Provisions/ Reversal during the year.	(14.42)	12.88
Utilisations during the period	-	-
Provision at the end of the period	71.48	85.90

**(iv) Disclosure in accordance with Ind AS – 19 “Employee Benefits”, of the Companies (Indian Accounting Standards) Rules,2015.**

#### Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The following table summarizes the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet.

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Expense recognised in Statement of Profit &amp; Loss</b>		
Current Service cost	11.90	10.48
Interest expense	6.86	5.63
Expected Return on Plan Assets	(6.87)	(3.32)
Benefit paid but pending claim	-	-
Past Service cost	-	-
<b>Total</b>	<b>11.89</b>	<b>12.79</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**Expense recognised in Other Comprehensive Income**

Return on plan assets (Greater)/Less than Discount Rate	0.21	(3.48)
Actuarial (Gain)/Loss due to Experience on DBO	3.16	8.33
<b>Total</b>	<u>3.37</u>	<u>4.85</u>

Present value of funded defined benefit obligation	137.93	134.22
Fair value of Plan assets	(119.84)	(114.83)
Funded Status	18.09	19.39
<b>Net defined benefit (Asset) / Liability</b>	<u>18.09</u>	<u>19.39</u>

**Movements in present value of defined benefit obligation**

Present value of defined benefit obligation at the beginning of the year	134.22	119.64
Current Service Cost	11.90	10.48
Interest Cost	6.86	5.63
Actuarial (Gain)/Loss	(3.16)	8.33
Benefits paid	(11.89)	(9.86)
Past Service Cost	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<u>137.93</u>	<u>134.22</u>

**Movements in fair value of the plan assets are as follows**

Opening fair value of plan assets	114.83	60.10
Adjustment to opening fair value	-	-
Expected returns on Plan Assets	6.88	3.32
Remeasurement Gains/(Losses)	-	-
Actuarial Gain/(Loss) on Plan assets	0.21	3.48
Contribution from Employer	9.80	57.55
Benefits paid	(1.23)	-
Fund Charges	-	-
Benefit paid but pending claim	(10.65)	(9.62)
<b>Closing fair value of the plan asset</b>	<u>119.84</u>	<u>114.83</u>

**Remeasurement effect recognised on Other Comprehensive Income**

Actuarial (Gain)/Loss arising from experience adjustments	(3.16)	8.33
Actuarial (Gain)/Loss on Plan assets	(0.21)	(3.48)
<b>Total Actuarial (Gain)/Loss included in OCI</b>	<u>(3.37)</u>	<u>4.85</u>

**The principal assumptions used as at the balance sheet date for purpose of actuarial valuations were as follows:**

**(v) Financial Assumptions**

Discount Rate	7.30%	5.99%
Salary Increase Rate	6.00%	6.00%

**(vi) Demographic Assumptions**

Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal Rate	25%	25%
Retirement age	58 Years	58 Years



(All Figures are Rupees in Lacs unless otherwise stated)

The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality.

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant.

**(vii) Defined Benefit Obligation**

Discount rate		
a. Discount rate - 50 basis points	<b>140.39</b>	136.75
b. Discount rate + 50 basis points	<b>135.58</b>	131.82
Salary increase rate		
a. Rate - 50 basis points	<b>135.29</b>	131.81
b. Rate + 50 basis points	<b>140.65</b>	136.73

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would clear in isolation of one another as some of the assumptions may be correlated.

Further more, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**(viii) Risk Characteristics of the Defined Benefit Plan**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow

- (i) Investment Risk** – For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
- (ii) Market Risk (Discount Rate)** – Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
- (iii) Longevity Risk** : The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material.
- (iv) Actuarial Risk**  
 Salary Increase Assumption: Actual Salary increase that are higher than the assumed salary escalation , will result in increase to the Obligation at a rate that is higher than expected  
 Attrition / Withdrawal Assumption: If actual withdrawal rates are higher than assumed withdrawal rate assumption ,than the benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

(All Figures are Rupees in Lacs unless otherwise stated)

**17 Deferred Tax Liabilities (Net)**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
<b>(a) Deferred tax liabilities on account of</b>				
PPE including ROU Assets and R & D Assets	<b>347.22</b>		227.26	
Fair Value changes on Business Combination	<b>609.68</b>		619.43	
Fair Value Change of Investment through PL	-		0.14	
Fair Value Change of Investment through OCI	<b>0.57</b>	<b>957.47</b>	0.85	847.68
<b>(b) Deferred tax asset on account of</b>				
Fair Value Change of Investment through OCI	-		-	
Compensated Advances	<b>(11.88)</b>		(11.71)	
Unabsorbed depreciation*	<b>(155.11)</b>		-	
Carried forward losses	<b>(11.41)</b>		(11.41)	
Other tax disallowance	<b>(8.87)</b>	<b>(187.27)</b>	(7.47)	(30.59)
<b>Net deferred tax liability</b>		<b>770.20</b>		<b>817.09</b>

\*The company has during the year created deferred asset on unabsorbed depreciation on the estimations that the company will be having sufficient profit to absorb the losses.

**18 Other Non-financial Liabilities**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Advance from Customers- Contract Liabilities				
-Related Party *	-	<b>238.51</b>		300.00
-Others	-	<b>2.41</b>		46.58
Duties & Taxes Payable	-	<b>27.42</b>	-	38.80
Other Payables	-	<b>5.94</b>	-	6.01
<b>Total</b>	-	<b>274.28</b>	-	<b>391.39</b>

\* Ipca Laboratories Ltd

**19 Short Term Borrowings**

<u>Particulars</u>	<u>As at March 31, 2023</u>		<u>As at March 31, 2022</u>	
	<u>Non Current</u>	<u>Current</u>	<u>Non Current</u>	<u>Current</u>
Current Maturities of long term borrowings	-	<b>258.70</b>	-	284.16
Working Capital Loan from Yes Bank	-	<b>455.42</b>	-	276.90
Intercorporate Deposit				
-Related Party *	-	-	-	640.00
-Others	-	-	-	250.00
<b>Total</b>	-	<b>714.12</b>	-	<b>1,451.06</b>

\* Ipca Laboratories Ltd

Secured Borrowing	-	<b>714.12</b>	-	561.06
Unsecured Borrowing	-	-	-	890.00

(All Figures are Rupees in Lacs unless otherwise stated)

### Holding Company

- Secured Borrowing - Exclusive charge on present and future current asset of the Company and Negative Lien on immovable fixed assets of the company for there registered office located at 54-D, Kandivali Industrial Estate, Charkop, Kandivali (W), Mumbai, Maharashtra.
- Unsecured Borrowing - Intercorporate deposit is for short term, as a bridge loan pending receipt of right issue proceeds repayable before March 31, 2023.
- The rate of interest on short term borrowings ranges between 8% and 9%.
- Disclosure for borrowings from banks or financial institutions on the basis of security of current assets - Refer Statement 2

The Company has a sanctioned working capital facilities from bank for ₹ 500.00 Lacs. The details of statement filed is given in Statement 2. The Company has been advised by its bankers to exclude stocks maintained with the Consignee Sales Distributors (CSDs). These stocks form part of the Company's inventory as per books. It is for this reason that there is a difference in the Company's inventory as per its books and the stock statements submitted to its bank. The company is also not availing any drawing power against these stocks.

### Subsidiary Company

Current reporting period as on 31.03.2023

- Working Capital facility of ₹ 8 Cr is taken from YES bank secured by first pari pasu charge on all present and future current assets and second charge on movable fixed assets of the company
- Working capital borrowing carry interest rate of 9.20% p.a. linked to repo rate  
Previous reporting period as on 31.03.2022
- Working Capital facility of ₹ 5 Cr is taken from bank secured by first pari pasu charge on all present and future current assets and movable fixed assets of the company
- Working capital borrowing carry interest rate of YBL EBLR + 1.15% per annum

## 20 Financial Liabilities - Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables for goods and services		
- Total outstanding dues of Micro and small enterprise	124.42	153.87
- Others	889.56	392.20
<b>Total</b>	<b>1,013.98</b>	<b>546.07</b>

### (a) As at March 31, 2023

Range of O/s period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-	-	155.20	-
Not Due	99.92	-	559.97	-
Less than 1 year	24.50	-	174.37	-
1-2 years	-	-	0.02	-
2-3 year	-	-	-	-
> 3 years	-	-	-	-
<b>Total</b>	<b>124.42</b>	<b>-</b>	<b>889.56</b>	<b>-</b>

### (b) As at March 31, 2022

Range of O/s period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-	-	113.45	-
Not Due	153.87	-	229.29	-
Less than 1 year	-	-	49.38	-
1-2 years	-	-	-	-
2-3 year	-	-	0.08	-
> 3 years	-	-	-	-
<b>Total</b>	<b>153.87</b>	<b>-</b>	<b>392.20</b>	<b>-</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**21 Revenue from Operations**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Sale of Products	<b>9,664.35</b>	11,713.45
Sale of Services	<b>419.34</b>	942.59
<b>Other operating revenues</b>		
Export Benefit/Duty Drawback	<b>43.17</b>	57.58
Sundry Creditors Balances written back	<b>0.40</b>	4.46
Miscellaneous income	<b>0.52</b>	2.09
<b>Total</b>	<b>10,127.78</b>	12,720.17

**A Disclosure in accordance with Ind AS - 115 "Revenue Recognition Disclosures", of the Companies (Indian Accounting Standards) Rules, 2015**

<b>(a) Disclosure relating to disaggregation of revenue in terms of Ind AS 115</b>	<b>2022-23</b>	<b>2021-22</b>
Sale of Generic formulations	<b>3,834.41</b>	4,291.79
Sale of Chemicals	<b>5,829.94</b>	7,421.66
Sale of Services	<b>419.34</b>	942.59

**(b) There are no parties (PY two parties) which each individually account for more that 10% of sales of the company. Aggregate revenue from these two parties for PY ₹ 1,956.14 lacs**

**B Movement of Contract Balances**

<b>(a) Contractual Liabilities</b>	<b>2022-23</b>	<b>2021-22</b>
Opening Balance	<b>346.58</b>	66.94
Addition during the year	<b>1.27</b>	300.75
Billed/Received during the Year	<b>(106.93)</b>	(21.11)
Closing Balance	<b>240.92</b>	346.58

The outstanding performance obligation is expected to be discharged in next one year.

**(b) Unbilled Revenue** **20.98** -

**22 Other Income**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest income	<b>86.77</b>	74.39
Interest income on financial asset on EIR basis	<b>1.10</b>	0.60
Dividend income - from investments	<b>0.04</b>	0.04
Profit on sale of property, plant & equipment	<b>1.77</b>	0.27
Rent Income	<b>44.20</b>	14.68
Profit on Sale of MF	<b>0.07</b>	6.82
Foreign Exchange Gain	<b>70.39</b>	43.11
Net gain on financial asset through FVTPL	-	0.55
MEIS Application Income	-	96.48
Miscellaneous Income	<b>23.26</b>	23.49
<b>Total</b>	<b>227.60</b>	260.43

(All Figures are Rupees in Lacs unless otherwise stated)

**23 Cost of Materials Consumed**

<b>Particulars</b>	<b>2022-23</b>		<b>2021-22</b>	
<b>Raw Materials Consumed</b>				
Opening stock	<b>167.22</b>		483.54	
Add : Purchases (Net of discount)	<b>2,948.02</b>		2,425.17	
	<b>3,115.24</b>		2,908.71	
Less : Closing stock	<b>398.59</b>	<b>2,716.65</b>	167.22	2,741.49
<b>Packing Materials Consumed</b>				
Opening stock	<b>69.26</b>		45.40	
Add : Purchases (Net of discount)	<b>186.58</b>		252.25	
	<b>255.84</b>		297.65	
Less : Closing stock	<b>95.26</b>	<b>160.58</b>	69.26	228.39
<b>Total</b>		<b><u>2,877.23</u></b>		<b><u>2,969.88</u></b>

**24 Purchases of Traded Goods**

<b>Particulars</b>	<b>2022-23</b>		<b>2021-22</b>	
Formulations	<b>1,671.27</b>		2,185.39	
Others	<b>13.20</b>		36.09	
<b>Total</b>	<b><u>1,684.47</u></b>		<b><u>2,221.48</u></b>	

**25 Changes in inventories of Finished Goods(FG), Work-in-progress(WIP) and Traded Goods**

<b>Particulars</b>	<b>2022-23</b>		<b>2021-22</b>	
<b>Inventory Adjustments - WIP</b>				
Stock at commencement	<b>200.26</b>		374.02	
Less: - Stock at closing	<b>687.96</b>	<b>(487.70)</b>	200.26	173.76
<b>Inventory Adjustments - FG</b>				
Stock at commencement	<b>1,088.84</b>		1,063.62	
Less : Stock at closing	<b>1,409.35</b>	<b>(320.51)</b>	1,088.84	(25.22)
<b>Inventory Adjustments - FG In transit</b>				
Stock at commencement	-		0.57	
Less : Stock at closing	-	-	-	0.57
<b>Inventory Adjustments - Traded Goods</b>				
Stock at commencement	<b>780.79</b>		688.42	
Less : Stock at closing	<b>466.17</b>	<b>314.62</b>	780.79	(92.37)
<b>Total</b>		<b><u>(493.59)</u></b>		<b><u>56.74</u></b>

**26 Employee Benefits Expenses**

<b>Particulars</b>	<b>2022-23</b>		<b>2021-22</b>	
Salaries , bonus , perquisites , etc.	<b>1,071.33</b>		1,125.53	
Contribution to provident and other funds	<b>60.73</b>		56.93	
Leave encashment	<b>0.69</b>		28.41	
Leave travel assistance	<b>7.48</b>		6.82	
Gratuity fund contributions	<b>11.89</b>		12.79	
Staff welfare expenses	<b>20.10</b>		20.23	
Recruitment & training	<b>0.86</b>		0.35	
<b>Total</b>		<b><u>1,173.08</u></b>		<b><u>1,251.06</u></b>

(All Figures are Rupees in Lacs unless otherwise stated)

<b>27 Finance Cost</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest on loan	89.20	118.48
Unwinding of Financial Liabilities	21.94	24.00
Interest on ICD	2.23	-
Interest on Dealer's Deposit	22.81	21.11
Interest on MSME Creditors	3.93	4.26
Interest on Income Tax	0.05	-
Interest on Goods & Service Tax	71.94	-
<b>Total</b>	<b>212.10</b>	<b>167.85</b>
<b>28 Depreciation &amp; Amortisation</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Depreciation on tangible assets	390.69	365.81
Amortisation on intangible assets	7.80	10.86
Depreciation on Right of Use Assets	25.68	25.68
<b>Total</b>	<b>424.17</b>	<b>402.35</b>
<b>29 Other Expenses</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Commission & Distribution Charges	141.81	265.48
Outside manufacturing charges	2,011.71	2,025.77
Power and fuel	1,252.32	859.98
Consumption of stores and spares	105.74	138.23
Freight, forwarding and transportation	249.76	255.27
Field staff expenses	78.65	67.68
Repairs and maintenance	160.05	124.43
Water charges	18.07	18.12
Loss on sale of property, plant & equipment	-	5.44
Assets scrapped	1.36	16.14
Sales and marketing expenses	46.30	65.47
Brand Recall Expenses - Domestic Marketing	2.35	5.21
Product information catalogue	1.62	0.07
Laboratory expenses and analytical Charges	64.12	67.91
Expenditure on research & development	25.80	52.71
Rent	34.54	27.43
Rates and taxes	63.59	51.48
Travelling expenses	14.86	19.34
Professional charges	54.82	67.22
Printing and stationery	13.63	11.17
Books, subscription and software	0.56	1.38
GST expenses	9.16	33.39
Communication expenses	15.03	14.61
Insurance	43.60	33.56
Intellectual property right expenses	2.10	6.99
Remuneration to auditors - Refer note 2 below	10.38	9.95
Remuneration to Component Auditors	6.50	6.50
Bank charges	7.45	5.87
Bad debts and other balance w/off	17.53	6.13
Security Charges	30.89	27.12

(All Figures are Rupees in Lacs unless otherwise stated)

Donation	<b>15.05</b>	1.05
Director Sitting Fee	<b>8.05</b>	7.05
CSR Expenses	<b>25.00</b>	17.25
Effluent Treatment & Desludging Charges	<b>11.68</b>	9.45
Remeasurement of Financial Liability	<b>0.13</b>	-
Miscellaneous expenses (none of which individually forms more than 1% of the operating revenue)	<b>17.56</b>	18.31
<b>Total</b>	<b><u>4,561.77</u></b>	<b><u>4,343.16</u></b>
<b>Details of:</b>		
<b>1 Repairs and Maintenance</b>		
- Building	<b>48.36</b>	18.43
- Machinery	<b>99.30</b>	101.08
- Others	<b>12.39</b>	4.91
	<b><u>160.05</u></b>	<u>124.43</u>
<b>2 Remuneration To Auditors</b>		
- Audit fees including Limited Review and Tax Audit	<b>10.38</b>	8.35
- Tax matters	<b>3.48</b>	1.60
- Other services and Out of pocket expenses	<b>-</b>	-
	<b><u>13.86</u></b>	<u>9.95</u>
<b>i) Total expenditure on R &amp; D is included in respective heads of accounts as under</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<u>2021-22</u>
Employee benefits expenses	-	1.16
Laboratory Expenses	<b>26.30</b>	52.71
Depreciation	<b>4.91</b>	4.91
<b>Total</b>	<b><u>31.21</u></b>	<u>58.78</u>
<b>30 Tax Expense- Profit and Loss Account</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<u>2021-22</u>
Current Tax	<b>180.37</b>	441.26
Short / Excess Provision of earlier years	<b>1.54</b>	(20.51)
Deferred Tax	<b>(46.61)</b>	(23.65)
<b>Total</b>	<b><u>135.30</u></b>	<u>397.10</u>
<b>31 Tax Expense- Other Comprehensive Income</b>		
<b>Particulars</b>	<b><u>2022-23</u></b>	<u>2021-22</u>
Current Tax	-	-
Short / Excess Provision of earlier years	-	6.57
Deferred Tax	<b>(0.28)</b>	1.97
<b>Total</b>	<b><u>(0.28)</u></b>	<u>8.54</u>

(All Figures are Rupees in Lacs unless otherwise stated)

**(i) Reconciliation of current rate of tax and effective rate of tax**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Profit/ (Loss) before Income taxes	<b>(83.85)</b>	1,568.83
Enacted tax rates in India (%)	<b>25.17%</b>	25.17%
Enacted tax rates in India on Capital Gains (%)	<b>17.16%</b>	17.16%
Computed expected tax expenses	<b>(21.10)</b>	394.87
Effect of non- deductible expenses	<b>142.01</b>	109.90
Effect of deductible expenses	<b>(180.15)</b>	(114.77)
MAT Credit Adjusted	-	-
Tax effect for Loss within group companies	-	-
Carry forward / (Set off) of losses	<b>239.19</b>	24.60
Tax on Capital Gains at FVTPL	<b>0.33</b>	3.40
Others	<b>0.09</b>	3.76
<b>Income tax expenses - Net</b>	<b>180.37</b>	421.76
<b>Tax on OCI</b>		
Actuarial changes	-	4.85
Enacted tax rates in India (%)	-	25.17%
Computed expected tax expenses	-	1.22
Capital Gain	-	35.97
Enacted tax rates in India (%)	-	11.44%
Computed expected tax expenses	-	4.11
Exemption under tax laws	-	(19.82)
Set off of losses and other deductions	-	15.71
Tax effect for Loss within group companies	-	(1.23)
Others	-	-
<b>Income tax expenses - Net</b>	<b>-</b>	<b>-</b>

**(ii) Reconciliation of Deferred Tax of Profit and loss account and Other Comprehensive Income**

**Deferred tax (assets) / liabilities in relation to statement of profit and loss:**

<b>Particulars</b>	<b>Opening March</b>	<b>Recognized in P &amp; L</b>	<b>Recognized in OCI</b>	<b>Closing March</b>
Depreciation including on ROU, R&D Assets, Amortisation and impairment	225.91	1.35	-	227.26
Fair Value change on Business Combination	629.18	(9.75)	-	619.43
Compensated Absences	(7.61)	(4.10)	-	(11.71)
Other tax disallowance	(8.82)	3.98	(2.63)	(7.47)
Unabsorbed Tax Loss	-	(11.41)	-	(11.41)
Fair Value Changes of Investment held through PL	3.86	(3.72)	-	0.14
Fair Value Changes of Investment held through OCI	(3.75)	-	4.60	0.85
As at March 31, 2022	838.77	(23.65)	1.97	817.09
<b>Depreciation including on ROU, R&amp;D Assets, Amortisation and impairment</b>	<b>227.26</b>	<b>119.96</b>	<b>-</b>	<b>347.22</b>
<b>Fair Value change on Business Combination</b>	<b>619.43</b>	<b>(9.75)</b>	<b>-</b>	<b>609.68</b>
<b>Compensated Absences</b>	<b>(11.71)</b>	<b>(0.17)</b>	<b>-</b>	<b>(11.88)</b>
<b>Unabsorbed Depreciation</b>	<b>-</b>	<b>(155.11)</b>	<b>-</b>	<b>(155.11)</b>
<b>Other tax disallowance</b>	<b>(7.47)</b>	<b>(1.40)</b>	<b>-</b>	<b>(8.87)</b>
<b>Unabsorbed Tax Loss</b>	<b>(11.41)</b>	<b>-</b>	<b>-</b>	<b>(11.41)</b>
<b>Fair Value Changes of Investment held through PL</b>	<b>0.14</b>	<b>(0.14)</b>	<b>-</b>	<b>(0.00)</b>
<b>Fair Value Changes of Investment held through OCI</b>	<b>0.85</b>	<b>-</b>	<b>(0.28)</b>	<b>0.57</b>
<b>As at March 31, 2023</b>	<b>817.09</b>	<b>(46.61)</b>	<b>(0.28)</b>	<b>770.20</b>



(All Figures are Rupees in Lacs unless otherwise stated)

**32 Disclosure as required by Accounting Standard – IND AS 33 “Earning Per Share” of the Companies (Indian Accounting Standards) Rules 2015.**

The earning per share is calculated by dividing the profit after tax by weighted average no. of shares outstanding for basic & diluted EPS.

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Profit/ (Loss) after tax	<b>(475.08)</b>	497.84
Closing equity shares outstanding (Nos.)	<b>59,00,376</b>	49,16,980
Opening equity shares outstanding (Nos.)	<b>49,16,980</b>	49,16,980
Add:- Issued during the year (Nos.)	<b>9,83,396</b>	-
Closing equity shares outstanding (Nos.)	<b>59,00,376</b>	49,16,980
Weighted avg no. of shares outstanding (Nos.) (Basic)*	<b>60,13,789</b>	51,24,691
Weighted avg no. of shares outstanding (Nos.) (Diluted)	<b>60,13,789</b>	51,24,691
Nominal value of equity share (₹)	<b>10.00</b>	10.00
Basic EPS (₹)	<b>(7.90)</b>	9.71
Diluted EPS (₹)	<b>(7.90)</b>	9.71

\* Basic and diluted earnings per share have been adjusted appropriately for the bonus element in respect of rights issue in accordance with Ind AS 33.

**33 Disclosure in accordance with Ind AS – 116 “Leases”, of the Companies (Indian Accounting Standards) Rules, 2015.**

**i) The following is the carrying value of lease liability:**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Opening Liability	<b>220.00</b>	229.05
Additions during the year	-	-
Finance cost accrued during the year	<b>21.60</b>	23.58
Deletions	-	-
Payment of lease liabilities	<b>(46.00)</b>	(32.63)
<b>Total</b>	<b>195.60</b>	220.00

**Breakup:**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Current portion of Lease liability	<b>16.14</b>	25.51
Non Current portion of Lease liability	<b>179.46</b>	194.49
<b>Total</b>	<b>195.60</b>	220.00

**ii) Amounts recognised in the statement of cash flows**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Total cash outflow for leases	<b>46.00</b>	32.63

**iii) The details of the contractual maturities of lease liabilities:**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Less than one year	<b>35.97</b>	45.99
One to five years	<b>194.42</b>	210.52
More than five years	<b>3.84</b>	61.49
<b>Total</b>	<b>234.23</b>	318.00

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(All Figures are Rupees in Lacs unless otherwise stated)

**34 Disclosure as required by IND AS 108 "Operating Segment", of the Companies (Indian Accounting Standards) Rules, 2015.**

There are no parties (PY 2 parties) which each individually account for more than 10% of sales of the company. Aggregate revenue of these two parties in PY is ₹ 1,956.14 Lacs.

The disclosure for Segment Reporting is made on the information reviewed by the "Chief Operating Decision Maker (CODM)", or which are otherwise regularly provided to the CODM.

Pursuant to acquisition of Resonance Specialties Limited (Resonance), the group has two reportable segments viz. "Pharmaceutical" (Makers) and "Chemical Manufacturing" (Resonance) as per Indian Accounting Standard "Operating Segment (Ind AS- 108)". Segment information is given here in below:

<u>Particulars</u>	<b>2022-23</b>		
	<b>Pharmaceutical</b>	<b>Chemical Manufacturing</b>	<b>Total</b>
Revenue from External Customers	4,254.67	5,873.11	10,127.78
Other Income	58.11	169.49	227.60
<b>Total Revenue</b>	<b>4,312.78</b>	<b>6,042.60</b>	<b>10,355.38</b>
Interest Expenses	137.93	74.17	212.10
Depreciation and Amortisation	239.88	184.27	424.15
Other Expenses	4,668.03	5,134.94	9,802.97
<b>Total Expenses</b>	<b>5,045.84</b>	<b>5,393.38</b>	<b>10,439.22</b>
Extraordinary item	-	-	-
Segment Results - PBT	(733.06)	649.22	(83.84)
Tax	(41.48)	176.79	135.31
<b>Segment Results - PAT</b>	<b>(691.58)</b>	<b>472.43</b>	<b>(219.15)</b>
<b>Segment Assets</b>	<b>6,234.69</b>	<b>8,994.82</b>	<b>15,229.51</b>
<b>Segment Liabilities</b>	<b>2,652.07</b>	<b>1,609.96</b>	<b>4,262.03</b>
<u>Particulars</u>	<b>2021-22</b>		
	<b>Pharmaceutical</b>	<b>Chemical Manufacturing</b>	<b>Total</b>
Revenue from External Customers	5,240.93	7,421.66	12,662.59
Other Income	29.19	288.82	318.01
<b>Total Revenue</b>	<b>5,270.12</b>	<b>7,710.48</b>	<b>12,980.60</b>
Interest Expenses	167.43	5.83	173.26
Depreciation and Amortisation	190.70	211.65	402.35
Other Expenses	4,936.18	5,900.73	10,836.91
<b>Total Expenses</b>	<b>5,294.31</b>	<b>6,118.21</b>	<b>11,412.52</b>
Extraordinary item	-	0.75	0.75
Segment Results - PBT	(24.19)	1,593.02	1,568.83
Tax	14.14	382.96	397.10
<b>Segment Results - PAT</b>	<b>(38.33)</b>	<b>1,210.06</b>	<b>1,171.73</b>
<b>Segment Assets</b>	<b>6,303.75</b>	<b>8,129.55</b>	<b>14,433.30</b>
<b>Segment Liabilities</b>	<b>3,519.58</b>	<b>1,104.49</b>	<b>4,624.07</b>

(All Figures are Rupees in Lacs unless otherwise stated)

**35 Disclosure in accordance with Ind AS - 24 "Related Party Disclosures", of the Companies ( Indian Accounting Standards) Rules, 2015**

**A) List of related parties**

**Relationships**

**(i) Entities having control over the Company**

Kaygee Investments Pvt.Ltd. (w.e.f May 6, 2022)  
(Promoter holding together with its subsidiary more than 51%)  
Entities having Significant influence

Kaygee Investments Pvt.Ltd. (upto May 5, 2022)  
(Promoter holding together with its subsidiary more than 20%)

**(ii) Entities where Holding Company is having control**

Kaygee Laboratories Pvt. Ltd. Fellow Subsidiary  
Paschim Chemicals Pvt. Ltd. Fellow Subsidiary  
Mexin Medicaments Pvt. Ltd. Fellow Subsidiary

**(iii) Key Management Personnel**

Mr. Saahil Parikh Whole time Director  
Mr. Nilesh Jain Whole time Director  
Ms. Dipti Shah Independent Director  
Mr. R K P Verma Independent Director  
Mr. Prashant Godha Additional Director  
Mr. Vishal Jain Additional Director

**(iv) Entities in which promoters have significant influence**

Ipca Laboratories Ltd.

**(v) Other Related parties**

Relative of Key Management Personnel  
Mr. Umesh Parikh

**B) Details of related party transaction are given in statement 1 attached to the financial statement.**

**36 Exceptional Items**

Particulars	As at March 31, 2023	As at March 31, 2022
Insurance Claim received	-	3.69
Loss by Cyclone	-	(2.94)
<b>Total</b>	<b>-</b>	<b>0.75</b>

**37 Contingent Liabilities and Commitments**

**A) Contingent Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Guarantees given by the bank on behalf of the Group to Government Authorities and Others	<b>63.10</b>	21.27
Other moneys for which the Group is contingently liable for tax and other matters not accepted by the Group	<b>220.00</b>	196.14
Claims against the Group not acknowledged as debts	-	38.61
Demand raised by MPCB disputed by the Group	<b>173.77</b>	355.97
<b>Total</b>	<b>456.87</b>	<b>611.99</b>

**B) Commitments**

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Estimated amount of contracts remaining to be executed on capital account. (Net of Capital Advances)		
- Tangible Assets	<b>37.99</b>	197.97
(b) Outstanding Letter of Credit	<b>385.73</b>	-
	<b>423.72</b>	<b>197.97</b>

(All Figures are Rupees in Lacs unless otherwise stated)

### 38 Disclosure of Interest in Other entities as per Ind AS 112

Consolidated financial statements comprises the financial statements of Makers Laboratories Limited and its subsidiary Resonance Specialties Limited

The following table summarises the information relating to the subsidiary that has NCI. The amounts disclosed for each subsidiary are before intra-group eliminations.

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Non-current assets	<b>2,161.86</b>	1,521.62
Current assets	<b>4,417.51</b>	4,155.73
Non-current liabilities	<b>343.66</b>	164.26
Current liabilities	<b>666.39</b>	332.76
Net assets	<b>5,569.32</b>	5,180.33
<b>Net assets attributable to NCI</b>	<b>4,047.34</b>	3,851.19
Revenue	<b>6,042.71</b>	7,710.58
Profit for the year	<b>498.62</b>	1,235.98
Profit/(Loss) allocated to NCI	<b>255.93</b>	673.89
Other comprehensive income	<b>5.80</b>	(7.50)
OCI allocated to NCI	<b>3.16</b>	(4.09)
Cash flow from operating activities	<b>(837.08)</b>	1,332.58
Cash flow from investing activities	<b>320.14</b>	(880.02)
Cash flow from financing activities	<b>92.70</b>	(186.18)
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>(424.24)</b>	266.38

Note: All the figures have been taken from Standalone Financial Statements of the component.

### 39 Financial Instruments

The carrying value and fair value of financial instruments by categories is as follows:

<b>Particulars</b>	<b>Carrying Value</b>		<b>Fair Value</b>	
	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
<b>Financial assets</b>				
<b>Amortised Cost</b>				
Loans	<b>0.49</b>	1,001.11	<b>0.49</b>	1,001.11
Others	<b>206.72</b>	222.62	<b>206.72</b>	222.62
Trade receivables	<b>1,986.72</b>	1,355.47	<b>1,986.72</b>	1,355.47
Cash and cash equivalents	<b>436.90</b>	867.05	<b>436.90</b>	867.05
<b>FVTPL</b>				
Mutual Fund	-	11.85	-	11.85
<b>FVTOCI</b>				
Equity Instruments	<b>7.78</b>	10.23	<b>7.78</b>	10.23
<b>Total Financial Assets</b>	<b>2,638.61</b>	3,468.33	<b>2,638.61</b>	3,468.33
<b>Financial liabilities</b>				
<b>Amortised Cost</b>				
Borrowings	<b>1,145.94</b>	1,719.74	<b>1,145.94</b>	1,719.74
Trade payables	<b>1,013.98</b>	546.07	<b>1,013.98</b>	546.07
Others	<b>650.33</b>	677.44	<b>650.33</b>	677.44
Lease Liability	<b>195.60</b>	220.00	<b>195.60</b>	220.00
<b>Total Financial Liabilities</b>	<b>3,005.85</b>	3,163.25	<b>3,005.85</b>	3,163.25

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, cash credit and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(All Figures are Rupees in Lacs unless otherwise stated)

#### 40 Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Particulars	Date of Valuation	Fair Value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets measured at fair value through P&amp;L</b>					
Listed Equity Investments	31-03-2023	-	-	-	-
		-	-	-	-
<b>Financial assets measured at fair value through OCI</b>					
Listed Equity Investments	31-03-2023	7.78	-	-	7.78
Unlisted Equity Investments	31-03-2023	-	-	-	-
		<b>7.78</b>	-	-	<b>7.78</b>
<b>Financial assets measured at Amortised Cost</b>					
Listed Equity Investments	31-03-2023	-	-	-	-
Loans	31-03-2023	-	-	0.49	0.49
Others	31-03-2023	-	-	206.72	206.72
Trade receivables	31-03-2023	-	-	1,986.72	1,986.72
Cash and cash equivalents	31-03-2023	-	-	436.90	436.90
		-	-	<b>2,630.83</b>	<b>2,630.83</b>
<b>Total Financial Assets</b>		<b>7.78</b>	-	<b>2,630.83</b>	<b>2,638.61</b>
<b>Financial Liabilities measured at Amortised Cost</b>					
Borrowings	31-03-2023	-	-	1,145.94	1,145.94
Lease Liability	31-03-2023	-	-	195.60	195.60
Trade Payable	31-03-2023	-	-	1,013.98	1,013.98
Other Financial Liability	31-03-2023	-	-	650.33	650.33
		-	-	<b>3,005.85</b>	<b>3,005.85</b>
<b>Total Financial Liability</b>		-	-	<b>3,005.85</b>	<b>3,005.85</b>
Financial assets measured at fair value through P&L					
Listed Equity Investments	31-03-2022	11.85	-	-	11.85
		11.85	-	-	11.85
Financial assets measured at fair value through OCI					
Listed Equity Investments	31-03-2022	10.23	-	-	10.23
Unlisted Equity Investments	31-03-2022	-	-	-	-
		<b>10.23</b>	-	-	<b>10.23</b>

(All Figures are Rupees in Lacs unless otherwise stated)

Financial assets measured at Amortised Cost				
Listed Equity Investments	31-03-2022	-	-	-
Loans	31-03-2022	-	-	1,001.11
Others	31-03-2022	-	-	222.62
Trade receivables	31-03-2022	-	-	1,355.47
Cash and cash equivalents	31-03-2022	-	-	867.05
				<u>3,446.25</u>
Total Financial Assets		<u>22.08</u>	-	<u>3,446.25</u>
Financial Liabilities measured at Amortised Cost				
Borrowings	31-03-2022	-	-	1,719.74
Lease Liability	31-03-2022	-	-	220.00
Trade Payable	31-03-2022	-	-	546.07
Other Financial Liability	31-03-2022	-	-	677.44
				<u>3,163.25</u>
Total Financial Liability		-	-	<u>3,163.25</u>

#### 41 Financial Risk Factors

The Group's business activities are exposed to a variety of financial risks: Market/Business risk, credit risk, Exchange risk, etc. The Group's focus is to foresee the unpredictability of financial and business risks and seek to minimize potential adverse effects of these risks on its business and financial performance.

##### (i) Business/Market Risk

The primary business/market risk to the Group is the price risk on account of the drug pricing regime in the country. The Indian generic formulations market is currently in the growth phase. It is expected that use of generic formulations will gradually increase in India. However, cut throat competition, quality issues of generics manufactured in the country and non existence of organised generic formulations distribution and retailing system are a cause of concern and is hampering the growth of generic formulations market.

##### (ii) Credit Risk

The Group has exposure to credit risks associated with sales to various Customers. To mitigate these credit risks arising out of this, the Group on a regular basis evaluates the credit risk associated with a customer. Customer where no credit insurance is available, the Group monitors such risk by continuously monitoring its exposure to such customer. Based on the historical data, the Group has made adequate provisions for expected loss because of credit risk, which is neither significant nor material.

##### (iii) Foreign currency risk

The Group has a system of regularly monitoring its currency wise exposures. The significant part of Group's receivables and payables are in US Dollars which operates as a natural hedge against each other. The Group has a policy not to borrow in a currency where it has no business exposure. The Group is in the process of starting currency hedging to safeguard currency exchange losses.

##### (iv) The unhedged foreign currency exposure is as follows:

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency	Amount	Amount in Foreign Currency	Amount
<b>i. Unhedged foreign exchange liability</b>					
Trade and Other Payables	USD	-	-	-	-
Advances Received	USD	-	-	-	-
<b>ii. Unhedged Receivables in foreign currency</b>					
Trade and Other Receivables	USD	13.31	1,080.94	4.62	350.40
Advances to Suppliers	USD	-	-	0.33	25.10

**Note:** The above disclosure is after considering natural hedge between receivables and payables.

(All Figures are Rupees in Lacs unless otherwise stated)

### Sensitivity Analysis

The following tables demonstrate the sensitivity to a reasonably possible change in USD and GBP exchange rates, with all other variables held constant. 5% is the sensitivity rate which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items that are not hedged by derivative instruments and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes foreign vendors. A positive number below indicates increase in profit or equity where the INR strengthens by 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit.

Currency	% Change in Currency	Effect on Profit	
		As at March 31, 2023	As at March 31, 2022
USD	+5%	54.05	18.78
	-5%	(54.05)	(18.78)
EURO	+5%	-	-
	-5%	-	-

### (v) Interest risk

The Group has domestic borrowings mainly in the nature of bank overdraft facilities. The domestic interest risk is exposed to the changes in the RBI bank rate. The Group manages this risk by managing its working capital effectively.

## 42 Capital Management

For the purpose of the Group's capital management, capital includes paid-up equity share capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholders' value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust its dividend payment ratio to shareholders, return capital to shareholders or issue fresh shares. The Group monitors capital using a gearing ratio, which is net debt divided by its total capital. The Group includes within its net debt the cash credit facilities, trade, lease and other payables less cash and cash equivalents.

Particulars	31/03/2023	31/03/2022
Borrowings	1,145.94	1,719.74
Less: Cash and Cash Equivalents	(72.24)	(230.85)
Net debt	1,073.70	1,488.89
Total Equity Capital and net debt	6,920.13	5,958.04
Gearing Ratio	0.16	0.25

No changes were made in the objectives, policies or processes for managing the capital during the years ended March 31, 2023 and March 31, 2022.

## 43 Disclosure as per Schedule III of Companies Act, 2013

Particulars	2022-23			
	Parent	Subsidiary	NCI	Total
<b>Net Assets, i.e. Total Assets minus Total Liabilities</b>				
Amount	3,582.62	3,337.51	4,047.34	10,967.47
As % of consolidated Net assets	32.67	30.43	36.93	100.00
<b>Share in Profit or (loss)</b>				
Amount	(691.58)	216.50	255.93	(219.15)
As % of consolidated Profit or (Loss)	315.57	(98.79)	(116.78)	100.00

(All Figures are Rupees in Lacs unless otherwise stated)

**Share in Other Comprehensive Income**

Amount (4.60) 2.64 3.16 1.20

As % of consolidated OCI Profit or (Loss) (383.33) 220.00 263.33 100.00

**Share in Total Comprehensive Income**

Amount (696.18) 219.14 259.09 (217.95)

As % of consolidated Total OCI Profit or (Loss) 319.42 (100.55) (118.88) 100.00

Particulars

2021-22

	Parent	Subsidiary	NCI	Total
Net Assets , i.e. Total Assets minus Total Liabilities				
Amount	2,784.17	3,173.87	3,851.19	9,809.23
As % of consolidated Net assets	28.38	32.36	39.26	100.00
Share in Profit or (loss)				
Amount	(38.33)	536.17	673.89	1,171.73
As % of consolidated Profit or (Loss)	(3.27)	45.76	57.51	100.00
Share in Other Comprehensive Income				
Amount	50.74	(3.41)	(4.09)	43.24
As % of consolidated OCI Profit or (Loss)	117.35	(7.89)	(9.46)	100.00
Share in Total Comprehensive Income				
Amount	12.41	532.76	669.80	1,214.97
As % of consolidated Total OCI Profit or (Loss)	1.02	43.85	55.13	100.00

**44 Relationship with Struck off Companies**

The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Group and the same is relied upon by the auditors.

**45 Figures for the previous year have been regrouped to conform to the requirements of Schedule III.**

**46** The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Group for the year ended March 31,2023.

**As per our report of even date attached  
For Natvarlal Vepari & Co.**

Chartered Accountants  
Firm Registration No. 106971W

**Nuzhat Khan**

Partner  
M.No. 124960  
Mumbai May 22, 2023

**For and on behalf of the Board of Directors**

**Saahil Parikh**  
(DIN 00400079)  
Wholetime Director & CEO

**Nilesh Jain**  
(DIN 05263110)  
Wholetime Director

**Surbhi Sharma**  
ACS No:66485  
Company Secretary

**Sandeep Kadam**  
CFO



(All Figures are Rupees in Lacs unless otherwise stated)

**Statement 1**  
**Related Party Disclosure as required by Indian Accounting Standard – IND AS 24 “Related Party Transactions” of the Companies (Accounting Standards) Rule 2015.**  
**Transactions with Related Parties**

Description	Entities having control over the Company		Entities where Holding Company is having control		Key Management Personnel		Entities in which promoters have significant influence		Other Related Parties		Total	
	Mar 23	Mar 22	Mar 23	Mar 22	Mar 23	Mar 22	Mar 23	Mar 22	Mar 23	Mar 22	Mar 23	Mar 22
<b>Purchase of goods and services</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	73.41	85.80	-	-	73.41	85.80
Kaygee Laboratories Pvt. Ltd.	-	-	-	-	-	-	1,949.71	1,960.58	-	-	1,949.71	1,960.58
<b>TOTAL</b>	-	-	-	-	-	-	2,023.12	2,046.38	-	-	2,023.12	2,046.38
<b>Purchase of Assets</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	0.48	0.67	-	-	0.48	0.67
<b>TOTAL</b>	-	-	-	-	-	-	0.48	0.67	-	-	0.48	0.67
<b>Sales of goods and services</b>												
Kaygee Laboratories Pvt. Ltd.	-	-	-	-	-	-	1.26	-	-	-	1.26	-
Ipca Laboratories Ltd.	-	-	-	-	-	-	653.02	1,307.59	-	-	653.02	1,307.59
<b>TOTAL</b>	-	-	-	-	-	-	654.28	1,307.59	-	-	654.28	1,307.59
<b>Sale of Capital Assets</b>												
Kaygee Laboratories Pvt. Ltd.	-	-	-	-	-	-	59.42	49.93	-	-	59.42	49.93
<b>TOTAL</b>	-	-	-	-	-	-	59.42	49.93	-	-	59.42	49.93
<b>Donation paid</b>												
Prabhat Foundation	-	-	-	-	-	-	-	17.25	-	-	-	17.25
<b>TOTAL</b>	-	-	-	-	-	-	-	17.25	-	-	-	17.25
<b>Other expenses reimbursements</b>												
Ipca Laboratories Ltd	-	-	-	-	-	-	12.76	10.00	-	-	12.76	10.00
<b>TOTAL</b>	-	-	-	-	-	-	12.76	10.00	-	-	12.76	10.00
<b>Rent Income Received</b>												
Ipca Laboratories Ltd	-	-	-	-	-	-	17.40	-	-	-	17.40	-
<b>TOTAL</b>	-	-	-	-	-	-	17.40	-	-	-	17.40	-
<b>Sale of Shares</b>												
Kaygee Investments Pvt.Ltd.	-	-	-	-	-	-	-	167.86	-	-	-	167.86
<b>TOTAL</b>	-	-	-	-	-	-	-	167.86	-	-	-	167.86
<b>Issue of Rights Shares (including securities premium)</b>												
Kaygee Investments Pvt.Ltd.	256.32	-	-	-	-	-	-	-	-	-	256.32	-
Paschim Chemicals Pvt. Ltd.	-	-	300.00	-	-	-	-	-	-	-	300.00	-
Kaygee Laboratories Pvt. Ltd.	-	-	295.08	-	-	-	-	-	-	-	295.08	-
Mexin Medicaments Pvt. Ltd.	-	-	64.09	-	-	-	-	-	-	-	64.09	-
<b>TOTAL</b>	256.32	-	659.17	-	-	-	-	-	-	-	915.49	-
<b>Dividend Income :</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	0.04	0.04	-	-	0.04	0.04
<b>TOTAL</b>	-	-	-	-	-	-	0.04	0.04	-	-	0.04	0.04
<b>Other expenses paid:</b>												
Ipca Laboratories Ltd	-	-	-	-	-	-	0.09	2.63	-	-	0.09	2.63
<b>TOTAL</b>	-	-	-	-	-	-	0.09	2.63	-	-	0.09	2.63
<b>Interest Received</b>												
Kaygee Laboratories Pvt. Ltd.	-	-	-	-	-	-	21.66	7.20	-	-	21.66	7.20
<b>TOTAL</b>	-	-	-	-	-	-	21.66	7.20	-	-	21.66	7.20
<b>Interest Paid</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	1.83	-	-	-	1.83	-
<b>TOTAL</b>	-	-	-	-	-	-	1.83	-	-	-	1.83	-
<b>Advance received</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	-	300.00	-	-	-	300.00
<b>TOTAL</b>	-	-	-	-	-	-	-	300.00	-	-	-	300.00
<b>ICD received</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	400.00	640.00	-	-	400.00	640.00
<b>TOTAL</b>	-	-	-	-	-	-	400.00	640.00	-	-	400.00	640.00
<b>ICD paid</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	840.00	-	-	-	840.00	-
<b>TOTAL</b>	-	-	-	-	-	-	840.00	-	-	-	840.00	-
<b>ICD interest paid</b>												
Ipca Laboratories Ltd	-	-	-	-	-	-	15.90	6.13	-	-	15.90	6.13
<b>TOTAL</b>	-	-	-	-	-	-	15.90	6.13	-	-	15.90	6.13
<b>Remuneration to Directors</b>												
Mr. Saahil Parikh	-	-	-	-	51.22	49.60	-	-	-	-	51.22	49.60
Mr. Nilesh Jain	-	-	-	-	31.07	27.09	-	-	-	-	31.07	27.09
<b>TOTAL</b>	-	-	-	-	82.29	76.69	-	-	-	-	82.29	76.69
<b>Provident Fund</b>												
Mr. Saahil Parikh	-	-	-	-	4.25	3.94	-	-	-	-	4.25	3.94
Mr. Nilesh Jain	-	-	-	-	2.59	2.39	-	-	-	-	2.59	2.39
<b>TOTAL</b>	-	-	-	-	6.84	6.33	-	-	-	-	6.84	6.33
<b>Sitting Fee to Non-executive Directors</b>												
Ms. Dipti Shah	-	-	-	-	1.80	1.45	-	-	-	-	1.80	1.45
Mr. R K P Verma	-	-	-	-	4.10	3.70	-	-	-	-	4.10	3.70
Mr. Prashant Godha	-	-	-	-	2.65	2.25	-	-	-	-	2.65	2.25
Mr. Vishal Jain	-	-	-	-	2.30	1.95	-	-	-	-	2.30	1.95
<b>TOTAL</b>	-	-	-	-	10.85	9.35	-	-	-	-	10.85	9.35
<b>Salaries Paid</b>												
Mr. Umesh Parikh	-	-	-	-	-	-	-	-	23.88	23.88	23.88	23.88
<b>TOTAL</b>	-	-	-	-	-	-	-	-	23.88	23.88	23.88	23.88
<b>Closing Balances of Related Parties</b>												
<b>Advances Against Supplies</b>												
Kaygee Laboratories Pvt. Ltd.	-	-	-	-	-	-	53.11	242.35	-	-	53.11	242.35
<b>TOTAL</b>	-	-	-	-	-	-	53.11	242.35	-	-	53.11	242.35
<b>Receivables</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	74.34	74.11	-	-	74.34	74.11
<b>TOTAL</b>	-	-	-	-	-	-	74.34	74.11	-	-	74.34	74.11
<b>Payables</b>												
Ipca Laboratories Ltd.	-	-	-	-	-	-	453.21	958.25	-	-	453.21	958.25
<b>TOTAL</b>	-	-	-	-	-	-	453.21	958.25	-	-	453.21	958.25

Note- Vista Organics Private Limited merged with Kaygee Laboratories Private Limited as per order of Regional Director dated 23rd May 2022.

(All Figures are Rupees in Lacs unless otherwise stated)

**Statement - 2**

**Details of Returns Submitted to the lenders 2022-23**

Sr No	Month	Name of the lender	Facility	Sanctioned Amount	As per Books		As Submitted to the lenders		Difference		Reason for Difference
					Stock	Book debts	Stock	Book debts	Stock	Book debts	
1	Jun-22	YES BANK LTD	CASH CREDIT	500.00	1,446.77	633.44	1,360.17	633.68	86.60	-0.24	1) The difference in Stock is on account of Ind As provision entries and Stock consumables stores.
2	Sep-22	YES BANK LTD	CASH CREDIT	500.00	1,509.12	705.26	1,425.38	721.98	83.74	-16.72	2) The difference in Book Debts is on account of GST & transfer cost variations and Ind As provision entries.
3	Dec-22	YES BANK LTD	CASH CREDIT	500.00	1,153.72	732.18	1,070.48	717.19	83.24	14.99	
4	Mar-23	YES BANK LTD	CASH CREDIT	500.00	819.54	770.31	738.96	766.99	80.58	3.32	

**Details of Returns Submitted to the lenders 2021-22**

Sr No	Month	Name of the lender	Facility	Sanctioned Amount	As per Books		As Submitted to the lenders		Difference		Reason for Difference
					Stock	Book debts	Stock	Book debts	Stock	Book debts	
1	Jun-21	YES BANK LTD	CASH CREDIT	500.00	1,143.93	677.13	935.61	666.10	208.33	11.03	The difference is due to Stock in the books valued net of GST and including stock lying with Consignee Sale Distributors (GSDs).
2	Sep-21	YES BANK LTD	CASH CREDIT	500.00	1,077.61	865.21	903.26	858.71	174.35	6.50	
3	Dec-21	YES BANK LTD	CASH CREDIT	500.00	1,126.29	694.78	986.11	683.03	140.17	11.75	
4	Mar-22	YES BANK LTD	CASH CREDIT	500.00	1,128.38	542.85	981.45	537.77	146.92	5.08	

**Form AOC-1**

(All Figures are Rupees in Lacs unless otherwise stated)

(Pursuant to first proviso to section 129 (3) read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**
**Part "A": Subsidiaries**

Sr. No	Name of Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Total Investments	Total Income/ Turnover	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend (Re)	% of Shareholding
1	Resonance Specialities Ltd.	INR	1,154.40	4,414.92	6,579.37	1,010.05	-	6,042.71	685.14	185.01	500.13	1.00	45.48%

- 1) Financials reporting period of all subsidiaries is 31st March.
- 2) The Company owns 45.48% interest in the above subsidiary

**For and on behalf of the Board of Directors**

<b>Saahil Parikh</b> (DIN 00400079) Wholetime Director	<b>Nilesh Jain</b> (DIN 05263110) Wholetime Director
<b>Surbhi Sharma</b> (ACS-66485) Company Secretary	<b>Sandeep Kadam</b> CFO

Mumbai  
22<sup>nd</sup> May, 2023





## **Makers Laboratories Limited**

Registered Office:

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Charkop, Kandivli (West),  
Mumbai - 400 067.

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