



KIMIA
chemistry of well being

31st Annual Report
Financial Year 2023-24

CORPORATE INFORMATION

Board of Directors:	Statutory Auditors:						
Mr. Sameer Goel Chairman & Managing Director	M/s Singhi & Co. Chartered Accountants (FRN: 302049E)						
Mr. Jagdeep Dhawan Independent Director	Secretarial Auditors:						
Mrs. Richa Gupta Independent Director	M/s Rahul Chaudhary & Associates Company Secretries New Delhi						
Mr. Vipul Goel Director	Cost Auditors:						
Ms. Mita Namonath Jha Director (Resigned on 01 st April, 2024)	M/s Mahesh Singh & Co, Cost Accountants(FRN:100441)						
Key Managerial Personnel:	Listed with Stock Exchange:						
Mr. Sameer Goel Chief Executive Officer	BSE Limited 1 st Floor, Rotunda Building, PJ Towers, Dalal Street, Mumbai – 400001						
Mr. Lakshay Prakash CFO & Company Secretary (resigned on 12 th August, 2024)	Nomination & Remuneration Committee						
Audit Committee:	<table> <tr> <td>Mr. Jagdeep Dhawan</td> <td>Chairman</td> </tr> <tr> <td>Mr. Sameer Goel</td> <td>Member</td> </tr> <tr> <td>Mrs. Richa Gupta</td> <td>Member</td> </tr> </table>	Mr. Jagdeep Dhawan	Chairman	Mr. Sameer Goel	Member	Mrs. Richa Gupta	Member
Mr. Jagdeep Dhawan	Chairman						
Mr. Sameer Goel	Member						
Mrs. Richa Gupta	Member						
Registrar & Share Transfer Agent:	Banker:						
Beetal Financial & Computer Services (P) Limited Beetal House, 3 rd Floor, 99 Madangir, New Delhi – 110062	HDFC Bank Limited						
Registered Office:	Corporate Office:						
Vill. Bhondsi, Tehsil Sohna Distt. Gurugram – 122012, Haryana E-mail: compliance.kimia@gmail.com	974, 9 th Floor, Aggarwal Millenium Tower-II, Netaji Subhash Place, Pitampura, New Delhi – 110034						



CHAIRMAN PERSPECTIVE

Dear Shareholders,

The Company's core purpose revolves around providing wellness and healthy choices for its consumers, a mission that has remained constant despite the evolving external environment. The world is described as volatile, with challenges such as inflation, geopolitics, supply chain, disruptions, and fluctuating demand. The Company recognizes the importance of flexibility and adoptability, avoiding the trap of planning for one fixed future and instead preparing to thrive in a new reality.

The theme of optionality, keeping choices open, reducing risk concentration, and being agile is highlighted as crucial for business resilience and growth in an uncertain world.

The Company takes pride in being an early adopter of Environmental, Social and Governance (ESG) initiatives, with efforts in waste reduction, emissions control, and social equity. They have set new ESG goals for the coming decade, making sustainability a central part of their long-term strategy.

We are fortunate to have a young and diverse team shaping our future. Equally important is the fact that we want to build a long-lasting relationship with our employees. For that reason, diversity and inclusion remain very important issues for us. We constantly aim to expand the diversity of thought, background, experience, and gender of our employees. We are committed to nurturing talent, building careers, inspiring people so they can contribute their best and by doing all of these build a strong organisation.

The Company values its employees as key assets, with a commitment to diversify, inclusion, talent development and long-lasting relationships. Their efforts during the pandemic are acknowledged, emphasizing their role in maintaining business continuity.

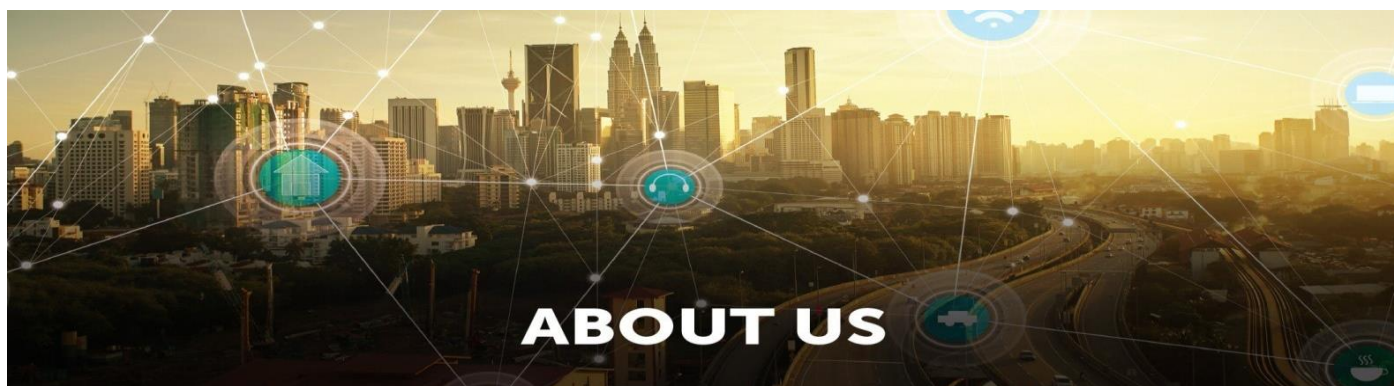
The Company expresses appreciation for shareholder's support and urges continued confidence in its vision and strategy moving forward.

Your support to us as a shareholder is of vital importance, and we hope that you will continue to repose your confidence in us in the future as well.

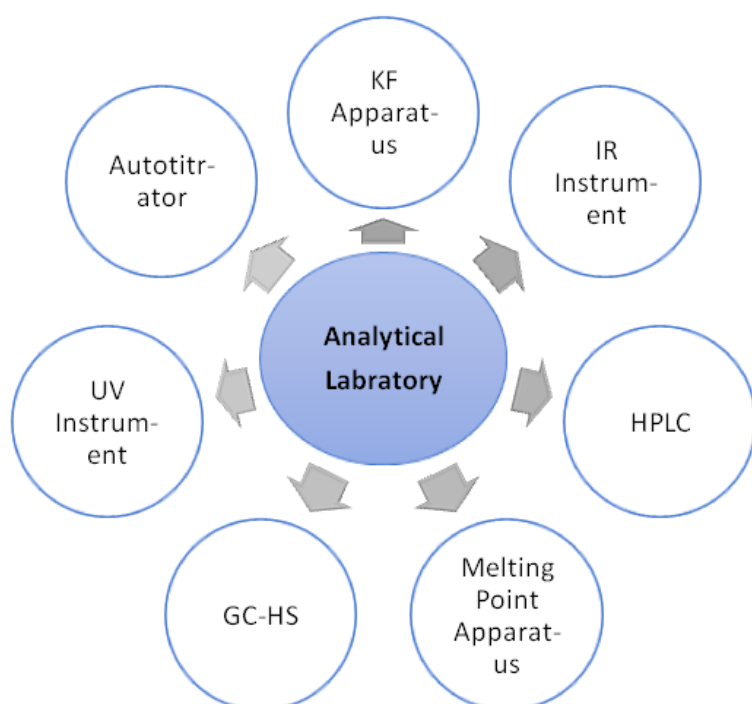
FY24 proved to be a significant and eventful year for Kimia, as it marked our second complete year of business after the pandemic. Despite global uncertainties and the potential threat of a recession in major economies, India's strong fundamentals and supportive policies enabled us to showcase resilience and achieve widespread economic growth.

Mr. Sameer Goel

Chairman & Managing Director



The objective of R&D program is to research and develop new improved drugs with the goal of addressing unmet patient needs with more meticulous resources and to establish a robust portfolio for a new generation of treatments. Kimia is committed to do significant investments in drug research and development in order to produce effective, safe and affordable medicines.



The team at R&D involves people with high skills and expertise having versatile Pharmaceutical exposures and are determined to make Kimia R&D as an advance Centre for Research.

The Research & Development Centre, having state of Art Facility with modern & well equipped machinery is approved by Department of Scientific and Industrial Research (DSIR) vide Registration No. TU/IV-RD/4410/2021 dated 06.08.2021.

R&D at Kimia has evolved much stronger and larger with increased infrastructure during the year 2022-2023 and has forged ahead in development of innovative technologies, cost improvements in existing products & indigenous development of key Raw materials.

The R&D strength has increased significantly to more than 60 scientists and has commercialized more than 25 products while 9-10 molecules are under development which +63 is to be commercialized in next 6-12 months.

The under development molecules includes among others, APIXABAN, EMPAGLIFLOZIN, GLIMEPIRIDE, LINAGLIPTIN, MIRABEGRON, MONTELUKAST SODIUM, PHENYLEPHRINE.HCI, TICAGRELOR, VORTIOXETINE HBr, ELTROMBOPAG, AVATROMBOPAG, CLASCOTERONE, SACUBITRIL VALSARTAN, ISOTRETINOIN, SACUBITRIL SODIUM, IMEGLIMIN, DELAFLOXACIN MAGLUMINE, BENIDIPINE HCL (DMDC), RIFAXIMIN (ALFA FORM), ROXADUSTAT and some of the key raw materials which are currently being imported from other countries outside India so as to avoid dependency on them and save foreign exchange.

Another area of advancement is induction of Intellectual property team at the R&D in addition to already existing Chemical Research development, Analytical development, and Regulatory and Quality assurance teams making a complete set of teams needed to run the R&D Centre. The Intellectual property team has filed 9 patents and few more under process of filing for Kimia Biosciences Limited.

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KIMIA BIOSCIENCES LIMITED

Regd. Off. : Vill. Bhondsi, Tehsil Sohna, Gurgaon-122102, Haryana

E-mail: compliance.kimia@gmail.com Web: www.kimiabiosciences.com

CIN: L24239HR1993PLC032120, Tel: 011-47063600, +91 9654206544 | +91 9654746544 Fax: 011-47063601/02

NOTICE OF THE 31TH (THIRTYONE) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty -One (31th) Annual General Meeting of Members of Kimia Biosciences Limited will be held on Monday, 30th December, 2024 at 04:00 (IST) PM through video conferencing or other audio visual means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2024, along with the Reports of the Directors' and Auditors thereon.
2. To re-appoint a director in place of Mr. Vipul Goel (DIN:00064274), the Director, who retires by rotation, and is eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditor to fill casual vacancy.**

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Sunil Suresh & Associates, Chartered Accountants, (Firm Registration number 011646N), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Singhi & Co; Chartered Accountants.

"RESOLVED FURTHER THAT M/s Sunil Suresh & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from June 28, 2024, until the conclusion of the 36th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with Auditors duly approved by the Board of Directors of the Company".

4. **To approve the appointment of a Statutory Auditor.**

To appoint Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT subject to the provision of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Sunil Suresh & Associates, Chartered Accountants (Firm Registration No. 011646N, be and are hereby appointed as Statutory Auditor of the Company, to hold the office until the conclusion of 36th Annual General Meeting, for a period of 5 years, at such remunerations plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultations with Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds, and things, to give effect to the aforesaid resolutions".

5. **To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2025.**

To consider and, if thought fit, to give your assent or dissent to the following resolution as an **Ordinary Resolution**: **"RESOLVED**

THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of Audit Committee, the remuneration payable to M/s Mahesh Singh & Co., Cost Accountants having Firm Registration Number 100441, appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to Rs. 40,000/- (Rupees Forty Thousand only) plus out of pocket expenses that may be incurred during the course of audit be and is hereby approved and ratified.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties and doubts that may arise in this regard."

6. To approve the continuation of payment of remuneration to Managing Director & CEO in case of inadequate profits.

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modifications, amendments or re-enactments thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, pursuant to the provision of Articles of Association of the Company, approval of the Members be and is hereby accorded to the continuation in remuneration of Mr. Sameer Goel, Managing Director & CEO (DIN:00161786) with effect from 01st April, 2024, as set out in the statement annexed to the Notice convening this meeting.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to give effect to the aforesaid resolutions”.

7. To approve the borrowing limit under the provisions of the Companies Act, 2013

To pass with or without modification the following resolution as Special Resolution.

“RESOLVED THAT pursuant to section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company be and is hereby authorized to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves, apart from temporary loans obtained from the Company's banker in the ordinary course of business, provided that the total amount upto which money's may be borrowed by the Board of Directors shall not exceed the sum of Rs 100 crores (Rupees Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company at any one time.

By the Order of the Board of Directors

For Kimia Biosciences Limited

Sd/-

Sameer Goel

(Chairman & Managing Director)

(DIN: 00161786)

Place: New Delhi

Date: 05/12/2024

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolutions and the reasons thereof is annexed hereto and forms part of this Notice ("Notice").
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kimiabiosciences.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM

Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday 28th October 2024 at 09:00 A.M. (IST) and ends on Wednesday 30th October 2024 at 05:00 P.M. (IST). 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. 24th October 2024 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 Saturday 24th October, 2024.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'?
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a) Click on " Forgot User Details/Password? " (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gr2advisory@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at 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 email 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 compliance.kimia@gmail.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 compliance.kimia@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.](#)

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. 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.
4. 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. 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" 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 compliance.kimia@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.3**

The Members of the Company at its 31st Annual General Meeting held on Monday, 30th December, 2024 had appointed M/s Sunil Suresh & Associates (Firm Registration- 011646N) as Statutory Auditors of the Company to hold office from the conclusion of 30th Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company.

M/s Singhi & Co, Chartered Accountants vide their letter dated May 30, 2024 have resigned from the position of Statutory Auditor, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on June 28, 2024, as per the recommendation of the Audit Committee, and pursuant to the provision of Section 139(8) of the Companies Act, 2013 has appointed Sunil Suresh & Associates, Chartered Accountants, (Firm Registration no:011646N) to hold office as Statutory Auditor of the Company till the conclusion of 36th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s Singhi & Co, Chartered Accountants subject to the approval by the members at the 31st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s Sunil Suresh & Associates, Chartered Accountants to act as Statutory Auditors of the Company in place of M/s Singhi & Co, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

The Board of Directors at its meeting held on June 28, 2024, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable, if any, recommended the appointment of M/s Sunil Suresh & Associates, Chartered Accountants (Firm Registration No:011646N) as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 31st Annual General Meeting, till the conclusions of the 36th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes, and out-of-pocket expenses, as may be determined and recommended by the Audit Committee in Consultation with the Auditors and duly approved by the Board of Directors of the Company.

None of the Directors, Key Managerial Personnel, and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

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

ITEM NO. 5

The Company is required under Section 148 of the Companies Act, 2013 (Act) read with Companies (Cost Records and Audit) Amendment Rules, 2016 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Mahesh Singh & Co., Cost Accountants (Firm's Registration No. 100441) to conduct an audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Amendment Rules, 2016 for the financial year ending on 31st March 2024, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the said Rules, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

The Board of Directors recommends the **Ordinary resolution** set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Company proposes to approve the continuation of remuneration to Sameer Goel, Managing Director in case of no profit/ inadequate profits of the Company in pursuance of provisions of section 197 read with Schedule V of the Companies Act, 2013.

Mr. Sameer Goel, Managing Director and CEO of the Company was re-appointed as Managing Director in the 28th Annual General Meeting of the Company held on 28th September 2021. The remuneration was also approved in that meeting for 3 years i.e. from 29th March 2021 to 29th March 2024.

The shareholder approved the remuneration payable to Mr. Sameer Goel, Managing Director within the limits prescribed as per Companies Act, 203 & Schedules thereto, while approving his appointment on September 28, 2021.

Further, the Board of Directors in the meeting held on 30.05.2024 based on the recommendation of the Nomination and Remuneration Committee had approved the continuation of payment of Rs 60 lakh fixed remuneration to Mr. Sameer Goel, Managing Director of the Company.

There is no requirement for the approval of the shareholders by way of passing a special resolution, for the continuation of payment of remuneration as per existing terms and conditions in the remuneration of Mr. Sameer Goel as reviewed by the Nomination and Remuneration Committee and Board of Directors of the Company in their respective meetings held on 30.05.2024 or including any amendments thereto during the tenure of his appointment or upto 29th March, 2026.

Details of remuneration payable to Mr. Sameer Goel despite inadequacy or absence of profits will be as follows:

Compensation Details	Amount
Annual CTC	6,000,000
Monthly CTC	500,000
Annual Fixed Variable	-
Own your Asset	-
Annual CTC	6,000,000
Monthly CTC	500,000
Annual Gross	5,820,000
Monthly Gross	485,000
Basic for PF	15,000
Basic	250,000
HRA	125,000
Transport All.	-
Newspaper & Journal All.	1,000
LTA All.	20,833
Attire All.	2,000
Spl. All.	61,167
Car & Petrol Reimb.	25,000
Driver Salary/Car Reimb	-
Salary	485,000

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 during the tenure of his appointment. Mr. Sameer Goel, Managing Director shall be entitled to a minimum remuneration comprising salary, perquisites, and benefits subject to such revisions as may be approved by the Board and Nomination and Remuneration Committee from time to time.

ITEM NO. 7

To exercise its business plans, the Company might have to raise loans from banks, financial institutions, other companies, or other persons.

As per section 179(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the power to borrow money could be exercised by the Board of Directors by means of the resolution passed at the Board Meeting.

However, in terms of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company, shall not except with the consent of the Company by a special resolution in a general meeting, borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the paid-up capital and its free reserves.

The Company in order to expand its business operations has fund requirements, therefore it would be necessary to get approval from the shareholders for borrowing up to a limit of Rs 100 crores over and above the paid-up capital and free reserves at any point in time.

The Board of Directors recommends the Resolution as set out in Item No. 7 of the accompanying Notice for approval of the Members of the Company. This resolution is an enabling resolution and is being proposed to give adequate flexibility and discretion to the Board of Directors to undertake the matters as set out therein. The information as per Section 102(1)(a) and (b) are disclosed below.

None of the Director or Key Managerial Personnel or their relative may be deemed to be concerned or interested in said resolution.

By the Order of the Board of Directors
For Kimia Biosciences Limited
 SD/-
Sameer Goel
(Chairman & Managing Director)

Date: 05/12/2024
 Place: New Delhi



BOARD'S REPORT

FY 2023-24

BOARD'S REPORT

Dear Shareholders,

Kimia Biosciences Limited

The Directors have the pleasure of presenting the Thirtieth One (31th) Annual Report together with the Audited Financial Statement and Auditor's Report of your Company for the year ended 31st March 2024.

FINANCIAL OUTLOOK

FINANCIAL HIGHLIGHTS

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net Sales/ Income from operation	10487.65	12851.60
Total Income	10651.83	12972.91
Expenses	11370.20	14106.92
Loss before Tax	(718.37)	(1238.81)
Less: Tax Expenses	(187.50)	(303.59)
Loss After Tax	(530.87)	(935.22)
Other comprehensive income for the year	17.69	(7.33)
Total Comprehensive income for the year	(513.18)	(942.55)
Earnings per Share (Basic)	(1.12)	(1.98)
Earnings per Share (Diluted)	(1.12)	(1.98)

CHANGE IN ACCOUNTING TREATMENT

There has been no change in the accounting policies during the period under review.

SHARE CAPITAL

The Share Capital structure of the company is as follows:

i. Authorized share capital

Particulars	Amount (Rs.)
Equity Shares 7,73,31,680 of face value of Re. 1/- each	7,73,31,680
Compulsory Convertible Preference Share 65,18,320 of Re. 1/-each	65,18,320
0.1% Redeemable Non-Convertible Cumulative Preference Share 80,00,000 of Rs. 10/- each	80,000,000
Total Authorized Share Capital	163,850,000

Particulars	Amount (Rs.)
4,73,12,741 Equity Shares of Re. 1/- each	4,73,12,741
80,00,000 , 0.1% Redeemable Non-Convertible Cumulative Preference Share of Rs. 10/- each	80,000,000
Total Paid-up Share Capital	12,73,12,741

Issued, Subscribed and Paid-up Share capital

- As at the end of the financial year, the issued, subscribed paid-up share capital remains as above.
- Each preference share holder is eligible for equal amount of dividend, in case dividend is declared by the company on other class of shares. Preference shares shall rank senior to all present and future preference shares and/or equity shares issued by the Company. 40,00,000 Preference shares shall be redeemed at the option of the Company, at any time within a period not exceeding ten years from the date of allotment on 17.05.2016 and 40,00,000 Preference shares shall be redeemed at the option of the Company, at any time within a period not exceeding ten years from the date of allotment on 07.10.2019 under the provisions of the Companies Act, 2013 and Rules made thereunder.

HOLDING, SUBSIDIARY, ASSOCIATE COMPANIES

During the period under review company has no subsidiary, holding or Associate company.

DIVIDEND

The Company has incurred losses during the financial year of Rs. 530.87/ (in lakhs).

Hence, the Directors of the Company didn't recommend any dividend during the financial year under review.

Further, there were no amounts of unclaimed dividends to be transferred to the Investor Education & Protection Fund (IEPF) as per the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

TRANSFER TO RESERVES

The Company has incurred losses during the financial year of Rs. 530.87/ (in lakhs). Hence, no amount has been transferred or proposed to be transferred to any other reserves.

PUBLIC DEPOSITS

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

LOANS, GUARANTEES AND INVESTMENTS

In compliance with provisions of Section 134 (3) (g) of the Act, particulars of loans, guarantees, investments, and securities given under Section 186 of the Act are given in the notes to the Financial Statements forming part of this Annual Report.

BUSINESS OUTLOOK

STATE OF COMPANY'S AFFAIRS

The company has achieved a turnover of Rs. 10651.83 Lakhs during the financial year.

The Company has been consistently practicing prudent finance and working capital management. The strong focus on working capital and liquidity management has helped the timely generation of sufficient internal cash flow to invest in the long-term strategic objectives of the Company.

The Company has revamped its Plant in accordance with Good Manufacturing Practice (GMP) Standards for pharmaceutical productions in the past & got certification from the State FDA, Haryana, and continuously upgraded it to meet the international regulatory requirements.

• **Relevance of such license to the listed entity-** The Company shall initiate the process of manufacturing final product bulk drugs – Active Pharmaceutical Ingredients (APIs) and can market its products overseas markets covering WHO certifications.

• The Company has Research & Development (R&D) at its plant located at Village Bhondsi, Tehsil Sohna, Distt, Gurgaon, Haryana-122102 and also have started R&D Facility in Hyderabad.

The Company has planned capital expenditure to the tune of approx 15-20 Crores during Financial Year 2024-25 for providing and upgrading facilities such as new equipment, Clean rooms (Powder processing units), separate quality, and upgrading of utilities to meet with enhanced manufacturing. The ongoing expenditure is to aim at achieving the vision of the company for enhancement of capacities and expand the export market globally.

The Company has recently inaugurated a new office in Mumbai, Maharashtra.

CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of the business activity of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

No significant and material orders were passed during the period under review.

GOVERNANCE OUTLOOK

CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance aims to ensure establishment and practicing a sound system of good corporate governance which will not only meet the Company's objectives but will render assistance to the management in managing the company's business in an ethical, compliant, efficient and transparent manner for achieving the corporate objectives so as to provide services to the utmost satisfaction of the customer and to conduct business in a manner which adds value to the Company's brand and all its stakeholders like shareholders, employees, customers, suppliers, vendors etc. The Corporate Governance report as per Schedule V of SEBI (listing obligations and Disclosure Requirements) 2015 is annexed as Annexure-VII.

INTERNAL FINANCIAL CONTROLS

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of the business of the Company. Your Company continuously invests in strengthening the internal control processes and systems. The internal control process and systems provide a reasonable assurance in respect to providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, processes, and standards have been put in place covering all activities.

Implementations of recommendations from various audit reports are regularly monitored by the senior management. Internal and statutory audit reports and findings, including comments by the management, if any, are periodically placed before the Audit Committee of the Board of Directors.

DEPOSITORY SYSTEM

The Company has entered into an agreement with the National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in dematerialized form. The Company also offers simultaneous dematerialization of the physical shares lodged for transfer.

The ISIN of the Equity Shares is INE285U01025.

LISTING

The Equity Shares of your Company are listed on BSE Limited having Scrip Code 530313.

The Company has timely paid the Annual Listing Fees to BSE Limited for the financial year ended on 31st March 2024.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in the Directorship of the Company took place. After the closure of the financial year 2023-24, Ms. Mita Namonath Jha resigned as a Non-Executive Non-Independent Director of the Company on **01.04.2024**

The Composition of the Board of Directors is as follows:

S.NO.	NAME OF DIRECTOR	DESIGNATION	DIN
1	Vipul Goel	Director (Non-Executive)	00064274
2	Sameer Goel	Managing Director	00161786
3	Jagdeep Dhawan	Independent Director	00778235
4	Richa Gupta	Independent Director	07481646

There were some changes that took place in the Key Managerial personnel of the Company during the year under review:-

S.NO.	NAME OF KMP	DESIGNATION	APPOINTMENT/RESIGNATION	DATE
1	Lakshay Prakash	Chief Financial Officer	Resignation	07.09.2023
2	Rakesh Chetani	Chief Financial Officer	Appointment	07.09.2023

*Mr. Lakshay Prakash has resigned from the office of Company Secretary & Compliance Officer on 12th August, 2024.

The Board of Directors ("Board") comprises an optimum number of Executive, Non-Executive, and Independent Directors as required under applicable legislation. As of the date of this Report, the Board consists of four (4) Directors comprising of one (1) Executive Managing Director one (1) Non-Executive Director, and two (2) Independent Directors including one (1) Independent Woman Director as required under Section 149 of the Companies Act, 2013 & rules made thereunder and Regulation 17 of the Listing Regulations.

BOARD MEETINGS

During the year, Fifteen (15) Board Meetings were held on 16.05.2022, 30.05.2022, 04.06.2022, 23.06.2022, 15.07.2022, 21.07.2022, 12.08.2022, 17.08.2022, 05.09.2022, 30.09.2022, 14.11.2022, 02.01.2022, 10.02.2023, 14.02.2023, and 28.03.2023.

Name of Director	Designation/ Category	Number of other directorship held	Number of other Board Committees of which member/ chairperson	Number of Board Meetings held during the tenure	Board Meetings attended	Attendance at the last AGM
Mr. Sameer Goel	Chairman & Managing Director & Chief Executive Officer	5	NIL	15	15	Yes
Mr. Jagdeep Dhawan	Independent Director	2	NIL	15	15	Yes
Mrs. Richa Gupta	Independent Director	NIL	NIL	15	8	Yes
Mr. Vipul Goel	Director	5	NIL	15	15	Yes

DECLARATION OF INDEPENDENCE

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI Listing Regulations 2015.

COMMITTEES OF BOARD

AUDIT COMMITTEE

The constitution of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013. During the year under review, Four (4) meetings of the Audit Committee were held on 30.05.2022, 12.08.2022, 14.11.2022 and 13.02.2023.

The composition of the Committee is given in the table below:

Name & Designation	Designation	Category of Directorship
Mr. Jagdeep Dhawan	Chairman	Independent Director
Mrs. Richa Gupta	Member	Independent Director
Mr. Sameer Goel	Member	Managing Director & CEO

The Chairman of the Committee attended the last AGM of the Company. The Company Secretary acted as the Secretary to the Committee. The Statutory Auditors, Internal Auditors, Secretarial Auditors and other related functional executives of the Company also attended the meeting when required. Further, the Board has accepted all the recommendation of Audit Committee during the period.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors other than Independent Directors. During the year under review, seven meetings of the Committee were held on 01.04.2022, 28.04.2022, 16.05.2022, 30.05.2022, 04.06.2022, 05.09.2022 and 10.02.2023.

The composition of the Committee is given below:

Name & Designation	Designation	Category of Directorship
Mr. Jagdeep Dhawan	Chairman	Independent Director
Mrs. Richa Gupta	Member	Independent Director
Mr. Vipul Goel	Member	Director

The Company Secretary is the Secretary of the Committee.

NOMINATION AND REMUNERATION POLICY

In compliance with Section 178(3) of the Act, the Board framed a "Nomination, Remuneration, and Evaluation Policy" on director's appointment and remuneration including criteria for determining qualifications, positive attributes, and independence of a director. Your Directors ensures that the Company follows a Policy on Remuneration of Directors and Senior Management Employees. The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate the Directors, KMP, and Senior Management employees.

The policy of the Company on Director's appointment and remuneration is uploaded onto the Company's website and the same is available at www.kimiabiosciences.com at the following path:

<https://www.kimiabiosciences.com/wp-content/uploads/2020/10/1567424605> Nomination-and-Remuneration-Policy.pdf.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Securities Transfer & Stakeholders Relationship Committee considers and oversees resolution of grievances of security holders and investors of the Company.

During the year, the Committee met Eight (8) times on 15.06.2022, 23.06.2022, 02.07.2022, 21.07.2022, 28.07.2022, 14.02.2023, 15.02.2023 and 29.03.2023. Company effectuated all requests for transfer of shares, consolidation and issue of duplicate share certificate, within prescribed time limits.

The composition of the Committee is given in the table below:

Name & Designation	Designation	Category of Directorship
Mr. Jagdeep Dhawan	Chairman	Independent Director
Mrs. Richa Gupta	Member	Independent Director
Mr. Vipul Goel	Member	Non Executive Director

The Company Secretary is a Secretary of the Committee.

VIGIL MECHANISM/WHISTLE-BLOWER POLICY

In compliance with the provisions of Section 177(9) & (10) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of Listing Regulations, Company formulated a vigil Mechanism for Directors and employees to report concerns including any unethical behavior, actual or suspected frauds taking place in the Company for appropriate action thereon.

The Whistleblower policy has been hosted on Company's website viz. <https://www.kimiabiosciences.com/wp-content/uploads/2023/03/Whistleblower-Policy.pdf>.

RISK MANAGEMENT POLICY

The Company has developed and implemented the Risk Management Policy and the Audit Committee of the Company reviewed the same periodically. The Company recognizes that risk is an integral and unavoidable component of business and hence is committed to managing the risk in a proactive and effective manner. The Company's Management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Risk Management System of the Company and are managed accordingly.

The common risks faced by the Company include Raw Material Procurement Risk, Environment & Safety Risk, Market Risk, Technology risk, Business Operational Risk, Reputation Risk, Regulatory & Compliance Risk, Human Resource Risk Working Capital and Business continuity Risk. Your Company has well defined processes

and systems to identify, assess & mitigate the key risks. A platform for exception reporting of violations is in place which is reviewed regularly and remedial measures are being undertaken immediately.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

In compliance with Regulation 34(3) read with Schedule V(B) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis, forms part of this report as **Annexure-I**.

CEO/CFO CERTIFICATION

In accordance with Regulation 17 (8) read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms. The said Certificate has been signed by the CEO of the Company along with the CFO. The said certificate forms an integral part of this Annual Report as **Annexure III**. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

BOARD EVALUATION

In compliance with the provisions of Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, the Board carried out an annual evaluation of its own performance, that of its Committees and individual directors.

The performance of the Board and its committees and individual directors were evaluated by the Board after seeking inputs from all the Directors on the basis of criteria, such as composition and structure of the Board, quality of deliberations, effectiveness of the procedures adopted by the Board, participation of the Board and committee meetings and governance reviews etc.

FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent Directors of the Company have been updated with their roles, rights and responsibilities in the company to enable them to familiarize with Company's procedures and practices.

The Company endeavors to familiarize the Independent Directors with the strategy, operations and functioning of the Company and also with changes in the regulatory environment having significant impact on the operations of company and the Pharmaceutical Industry as a whole.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The copy of the Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company <https://www.kimiabiosciences.com/wp-content/uploads/2023/03/Code-of-Conduct-for-Board-Members-and-Senior-Personnel.pdf>.

The Managing Director of the Company has issued a Declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management. The Declaration is appended to this Report at the end of the Management Discussion and Analysis Report as **Annexure IV**.

PARTICULARS OF EMPLOYEES

The information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) & (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company forms part of this report as **Annexure-V**.

RELATED PARTY TRANSACTIONS

All the related party transactions entered into by the Company during the year were on arm's length basis and in the ordinary course of business. Summarized particulars of contracts or arrangements entered into by the company with related parties are disclosed in Notes to Financial Statements for the year.

All related party transactions were placed before the Audit committee and that been reviewed and approved by the board of Directors. The policy on Related Party Transactions, as approved by the Board of Directors has been uploaded on the website of the Company https://www.kimiabiosciences.com/wp-content/uploads/2023/03/Policy_RTP.pdf.

The particulars of contracts or arrangements with Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 is prepared in **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 and is in Annexure-IX to this Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- a) That in preparation of the Annual Accounts for the year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 ended March 31, 2024 and the loss of the Company for the year under review;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts for the year ended March 31, 2024, have been prepared on a 'going concern basis.'
- e) That proper internal financial control was in place and that such internal financial controls were adequate and were operating effectively.
- f) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

The Policies on Code of Conduct and Prevention of Workplace Harassment is displayed on company's website viz. www.kimiabiosciences.com. Your Directors state that during the year under review, no cases were filed pursuant to the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

The disclosures to be made under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 by your Company are explained as under:

(A) CONSERVATION OF ENERGY-		
(i) the steps taken or impact on conservation of energy	Kimia Biosciences limited recognises energy as the most precious resource and has been the precursor of the Indian Pharmaceutical Industry in energy conservation efforts. Following are the major energy conservation efforts implemented by the company in FY 2023-24 : 1. Replacement of DG sets to increase the efficiency 2. Replaced conventional equipment by latest one for energy saving 3. Power factor improved by installation of New capacitor and maintained the factor around 0.99. 4. All chiller lines insulated for prevention of energy losses. 5. New efficient vacuum pumps replaced with old pumps for power saving 6. Retrofitting of MCC panel for minimization of friction and Energy losses. 7. New Boiler system installed with High efficiency 8. Heat losses arrested by implementation of insulation all around the plant 9. Optimization of Solvent Recovery Plant by modification of Steam supply line 10. Primary, secondary and Tertiary condensers installation on reactors to optimize and maximize the solvent recovery	
(ii) the steps taken by the company for utilizing alternate sources of energy		
(iii) the capital investment on energy conservation equipment		
(B) TECHNOLOGY ABSORPTION-		
(i) the efforts made towards technology absorption	The Company is engaged in the process of updating latest Technology (ies). <u>Processes developed for APIs:</u> <u>Key raw materials made In-House:</u> <u>Processes developed for APIs:</u>	
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution		
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-		
(a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Brivaracetam	Anticonvulsant
	Dapagliflozin propane diol	anti-diabetic
	Delafloxacin meglumin	Antibiotic
	Rivaroxaban	Anticoagulant
	Bilastine	antihistamine
	<u>Apixaban</u>	<u>Anti- coagulant</u>
	<u>Benfotiamine</u>	<u>Vitamin- B1</u>
	<u>Citocoline Sodium</u>	<u>Central stimulant</u>
	<u>Teneligliptin HBr</u>	<u>Anti- diabetic</u>
	<u>Sitagliptin phosphate Monohydrate</u>	<u>Anti- daibetic</u>
	<u>Obeticholic Acid</u>	<u>Gastrointestinal Agent</u>
	<u>Fimasartan Trihydrate</u>	<u>Anti-Hypertensive</u>
	<u>Potassium</u>	
	<u>Cost Improvements:</u>	
	Benidipine HCL	calcium channel blocker
	Vildagliptin	anti-diabetic
	Luliconazole	Antifungal
	<u>Bempedoic Acid</u>	<u>Hypercholesterolemia</u>
	Bilastine	antihistamine
	Citicoline Sodium	<u>Central stimulant</u>
	Gliclazide	Anti- Diabetic
	<u>Key raw materials made In-House:</u>	
	INB-Acetoacetate (Azelnidipine)	
	OBI-6-Ene acid (Obeticholic acid)	
	Prucalopride KSM-2 (Prucalopride)	
	Bilastine KSM [Bil oxo] Bilastine	
	Fima KSM [PYRIMIDINE AMIDE] Fimasartan	
	Glycidyl phthalimide (Rivaroxaban)	
	TPI-BOC (Teneligliptin) , 3-Hydroxy acetophenone [Lab] (Phenylephrine), Ethyl	
	2-Aminothiazole-4-carboxylate (Acotiamide)	
	Ethyl 2- Aminothiazole 4- carboxylate (Acotiamide)	
(iv) the expenditure incurred on Research and Development	Revenue Expenditure	501.85 (in lakhs)
	Capital Expenditure	Nil (in lakhs)

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO-

The total foreign exchange used and the total foreign exchange earned during the year as compared to the previous financial year has been provided hereunder:

Foreign Exchange Earnings & Outgo	Current Year (2023-24)	Previous Year (2022-23)
Inflow	14,69,877.10USD	30,07,789 USD
Infow	9,85559.25 AED	
Outflow	12,15,302.21 USD	29,47,868 USD

HUMAN RESOURCES

Your Company firmly believes that human resources are invaluable assets of the Company. Over the time, the Company has changed to adapt and evolve with the changing economic landscape, while keeping its core value firmly entrenched. The Human Resource Department of the organization has strategic and functional responsibilities for all of the Human Resource disciplines in the changing scenario.

On the Industrial front, the Company continued to foster cordial Industrial Relations with its workforce during the year. **COMPLIANCE**

WITH SECRETARIAL STANDARDS

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Board and General Meetings. The Company has complied with all the applicable provisions of the Secretarial Standards (SS-1 and SS-2).

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Companies Act, 2013 are applicable to the Company. The Annual Report on Corporate Social Responsibility as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure-X to this Report. Details pertaining to CSR Policy and composition of CSR Committee can be accessed from the Company's website <https://www.kimiabiosciences.com/wp-content/uploads/2022/09/CSR-Policy-Kimia-V2.pdf>.

The composition of the Committee is given in the table below:

Name & Designation	Designation	Category of Directorship
Mr. Jagdeep Dhawan	Chairman	Independent Director
Mr. Sameer Goel	Member	Managing Director & CEO
Mr. Vipul Goel	Member	Non Executive Director

MEMBERSHIP IN ASSOCIATIONS

The Company is a member of various forums and associations for actively participating in addressing global environmental concerns in continuation with our journey like previous years.

The list of associations in which Company has membership is mentioned below:

S.no.	Name of Association
1	Pharmaceutical Export Promotion Council of India (PHARMCIL)
2	Haryana Enviromental Management Society (HEMS)
3	Confederation of Indian Industry (CII)
4	Delhi Chamber of Commerce (DCC)
5	Federation of Pharma Entrepreneurs (FOPE)

CODE FOR PREVENTION OF INSIDER TRADING

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Further a Code of Fair Disclosure and Prevention of Insider Trading Code under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 have been adopted and displayed on the website of the Company www.kimiabiosciences.com.

These Codes lay down guidelines vide which it advises the designated employees and connected people on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of the consequences of violations.

AUDIT AND AUDITOR'S OUTLOOK

STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS

In terms of Section 139 of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 M/s Singhi & Co, Chartered accountant firm (FRN 302049E) were appointed in 29th Annual General Meeting by the company for a period of 5 years subject to approval of shareholders.

M/s Singhi & Co, however due to

The report of the Statutory Auditors along with Notes on Financial Statements for the year ended March 31, 2024, is enclosed with this report, which is self-explanatory and do not call for any further comments. There is no qualified opinion in the Audit Report.

Further, during the year, the Auditors has not reported any fraud u/s 143(12) of the Companies Act, 2013 and rules made there under.

INTERNAL AUDITOR

Apart from the in-house Internal Audit function, to strengthen and maintain transparency, the Company has also re-appointed M/s. JKVS & Co., Chartered Accountants, (FRN No. 318086E), as Internal Auditors of the Company in the Board meeting held on 14.08.2024 in accordance with Section 138 of the Companies Act, 2013, to examine the effectiveness of internal control system.

Internal auditor is appointed to ensure, monitor and evaluate the efficacy and adequacy of the internal control system of the Company, its compliance with applicable laws/regulations, accounting procedures and policies. Based on the reports of the Internal Auditors, corrective actions will be undertaken, thereby strengthening the controls. Significant audit observations and action plans were presented to the Audit Committee of the Board on a quarterly basis.

SECRETARIAL AUDITOR'S REPORT

In terms of Section 204 of the Companies Act, 2013 and Rules made there under and upon receiving recommendation from Nomination & Remuneration committee, M/s. Rahul Chaudhary & Associates, Practicing Company Secretaries, New Delhi has been re-appointed as Secretarial Auditors of the Company for the financial year 2024-25 in the Board meeting held on 14.08.2024.

The report of the Secretarial Auditors for the year ended March 31, 2024 is enclosed as Annexure-II to this report.

As to other, the report is self-explanatory and do not call for any further comments.

COST AUDITORS

The Board of Directors on the recommendation of the Audit Committee, re- appointed M/s. Mahesh Singh & Co,

Cost Accountants (FRN: 100441), as the Cost Auditors of the Company for the Financial Year 2024-25 in the Board meeting held on 14.08.2024 under Section 148 of the Companies Act, 2013.

M/s Mahesh Singh & Co, Cost Accountants (FRN:100441), have confirmed that their appointment is within the limits of Section 141(3) (g) of the Companies Act, 2013 and have also certified that they are free from any

Disqualifications specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Companies Act, 2013.

The Company has also maintained relevant cost accounts and records as specified under Section 148(1) of the Companies Act, 2013.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be placed before the members in a General Meeting for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s.Mahesh Singh & Co, Cost Accountants, is included in the notice convening the 31st Annual General Meeting.

MATERIAL CHANGES AND COMMITMENT

1. The Company has received a written confirmation for active substances imported into European Union for medical products for human use, in accordance with Article 46b(2)(b) of Directives 2001/83/EC, from Government of India, Ministry of Health & Family welfare, Central Drugs Standards. The Company has received the written confirmation for nine products.
2. The Company has received **DMF approval** of Fimasartan Potassium Trihydrate, Active Pharmaceutical Ingredients (API) from **Korea**.
3. Except as mentioned above, there are no material changes and commitments affecting the financial position of the Company between the end of financial year of the Company and the date of this report.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company is available on the website under

'Investor Relations' section of the company website i.e. www.kimiabiosciences.com.

PENALTIES IMPOSED DURING THE YEAR

There was no penalty imposed on the Company during the financial year 2023-24.

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Company has been able to operate efficiently during the year financial year because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas as well as the efficient utilisation of the Company's resources for sustainable and profitable growth. To them goes the credit for all of the Company's achievements.

And to you, our Shareholders, we are deeply grateful for the confidence and faith that you have always reposed in us.

For and on behalf of the Board

KIMIA BIOSCIENCES LTD

Place : New Delhi

Date : 05/12/2024

Sd/-
SAMEER GOEL

Chairman & Managing Director & CEO
(DIN: 00161786)

Sd/-
VIPUL GOEL

Director
(DIN: 00064274)

MANAGEMENT DISCUSSION AND ANALYSIS

REPORT



Global Pharma Industry Outlook & Emerging Trends:

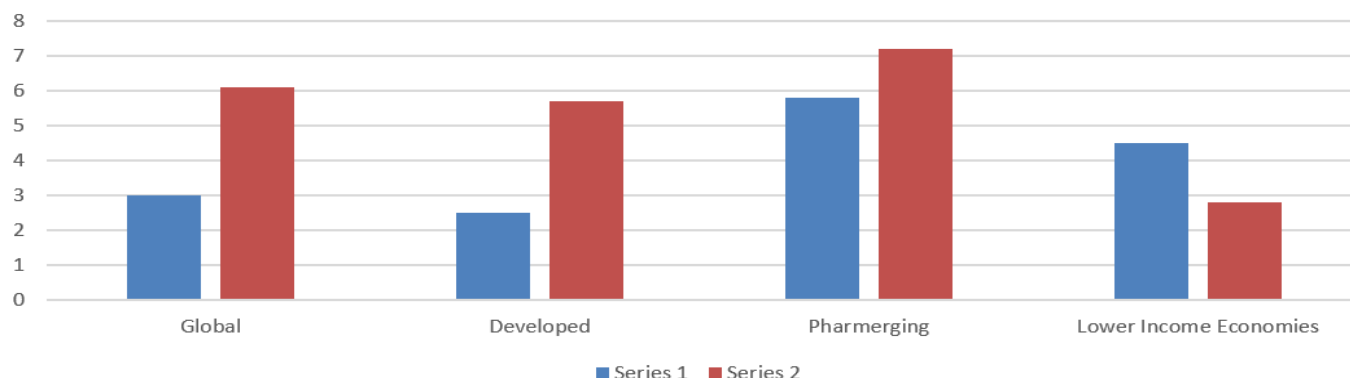
The pharmaceutical industry has exhibited remarkable agility in responding to the COVID-19 pandemic by developing highly effective vaccines and treatments at unprecedented speed. However, despite a temporary slowdown in global medicine use in 2022, the industry is expected to return to pre-pandemic growth rates by 2024.

The industry's future growth is subject to various factors, such as viral variants, vaccine distribution, and economic and geopolitical uncertainties. Over the next five years, the US market is expected to grow at 1 to 2% CAGR on a net price basis due to the Inflation Reduction Act's conservative outlook, while Europe is expected to focus on generics and biosimilars, leading to increased pressure on the pricing of novel medicines. The Asia-Pacific region is predicted to experience steady growth following the pandemic, but China's growth will likely slow down due to pricing pressures.

Expanding healthcare access in most countries and increased spending on new medicines will propel growth in these markets. However, the off-patent branded medicines and low pricing of generic medicines may impact growth.

According to IQVIA, the pharmerging markets are expected to grow 5-8% in spending through 2027. On the other hand, lower-income countries are expected to experience a CAGR of 4.5-7.5% in spending growth, with projected spending of US\$29-33 billion by 2027, up from US\$23.2 billion in 2022, the same report said.

Projected growth of world pharmaceutical market by regional groups over the period 2023 to 2027



Indian Pharma Industry:

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has the most number of pharmaceutical manufacturing facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

India's economy has received a boost from various factors, such as the presence of a young and tech-savvy population and a strong emphasis on innovation. Despite facing headwinds from global geopolitical events, the economy is anticipated to grow 6.3% for the current fiscal year FY24, as per the World Bank. The government has taken steps to improve healthcare access, with initiatives like the Ayushman Bharat programme, which aims to provide free healthcare insurance coverage to more than 500 million people, and the National Health Stack, which aims to create a unified digital healthcare system across India. These measures are expected to fuel the economy's growth and contribute to better health outcomes for the population.

As per the World Bank's latest India Development Report, India remains one of the fastest growing major economies in the world, despite challenging global environment. As per the National Statistical Office (NSO), the country's real GDP growth during FY23 is estimated at 7.2%, as compared to 9.1% in FY22.

The recent economic growth in India can be attributed to the resurgence of private consumption, which has replaced export stimulus as the primary driver of growth. With near-universal vaccination coverage, consumer sentiment has improved, resulting in a surge in spending on contact-based services such as restaurants, hotels, shopping malls, and cinemas. Production activity and capacity utilisation growth have been observed across various sectors. Moreover, the Indian government's significant increase in capital expenditure has played a crucial role in driving the economy forward.

In the first eight months of FY23, the capital expenditure of the central government increased by 63.4%. The strengthening of corporate balance sheets and increased credit financing has further contributed to a sustained increase in private Capex, positively impacting the economy.

The Indian pharmaceutical industry contributes significantly to public health improvement and economic growth of the country

Public health outcomes



36%

Lower per person
disease burden
(DALY, 1990-2016)



100%

Eradication of Polio by
collaboration between
all stakeholders



95%

Lower treatment costs of
life-threatening diseases
(Hep-C, Leukemia)

Economic outcomes



2.7mn

Jobs created directly
and indirectly



USD11bn

Annual trade surplus;
One of the top 5 sectors
reducing trade deficit



USD2bn

FDI inflows to Pharma
industry in last 3 years

Internal Control systems

The Company has an adequate system of internal controls commensurate with the nature, size and complexity of its manufacturing, finance and marketing operations including controls over financial reporting. The company has adopted well laid down processes and procedures, encapsulating all its operations, financial and compliance functions, for efficient and orderly conduct of its business, adherence to the Company Policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information and compliance with applicable statutes and rules and regulations thereunder. Appropriate review and control mechanisms are in place for ensuring the internal control systems are

operating effectively. The internal control system is supported by qualified personnel and a continuous program of internal audit. The prime objective of such audits is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements, robustness of internal processes, policies and accounting procedures, compliance with laws and regulations. For this purpose, a yearly audit plan will be made with the approval of the Audit Committee of the Board of Directors. The internal audit function, reports directly to the Audit Committee, maintaining independence and objectivity in its function. Based on the reports of internal audit function, respective process owners carryout corrective action in their areas. The Audit Committee reviews the significant audit observations and status of rectification measures thereon regularly. The Audit committee also reviews internal controls over financial reporting and ascertain with the statutory auditors about its adequacy and effective operation. Based on its review and report of the statutory auditors, the internal financial controls during the year are adequate and operating effectively. The Company also encourages and recognizes improvements in work practices. The Management duly considers and takes appropriate action on the recommendations made by the internal auditors, statutory auditors, and the Audit Committee.

Risk Management

Kimia lays emphasis on risk management and has an enterprise-wide approach to risk management, which lays emphasis on identifying and managing key operational and strategic risks with a dynamic business continuity plan. The Company strives to identify opportunities that enhance organisational values while managing or mitigating risks that can adversely impact its future performance through:

- Integrated process for identification, assessment and reporting
- Decentralized management of specific opportunities and risks and
- Aggregation at corporate level monitored by the Risk Management Committee with the overall direction and control by the Board.

Risk Management Process

1. Risk identification: Risks are identified through discussion with Business heads and updated risk registers.
2. Risk assessment: Evaluation of risks to determine likelihood of occurrence and its impact to prioritise risk and mitigate within tolerance limit.
3. Risk mitigation: Risk mitigation procedures involve undertaking appropriate actions by the business heads/ process owners who are accountable to mitigate risks within adequate timelines. Progress of mitigation actions are monitored and reviewed periodically.
4. Risk monitoring & reporting: Risk reports are submitted to the Risk Management Committee periodically. The assessment of key risks, analysis of exposure and potential impact are carried out periodically, presented and discussed with RMC. Periodic updates are provided to the Board highlighting key risks, their subsequent impact, and the required mitigation measures.

COST EFFICIENCY

*Access to affordable HIV treatment from India is one of the greatest success stories in medicine. India is one of the biggest suppliers of low-cost vaccines in the world. Because of the low price and high quality, Indian medicines are preferred worldwide, thereby rightly making the country the 'Pharmacy of the World'.

ECONOMIC DRIVERS

*On December 21, 2020, MoU was signed between Tata Memorial Centre of India and Vietnam National Cancer Hospital to promote exchanges in the areas of training and scientific research, health care services, collaboration in diagnosis and treatment for cancer patients.

*The total market size of the Indian Pharma Industry is expected to reach US\$ 130 billion by 2030.

POLICY SUPPORT

*Strengthening of Pharmaceutical Industry (SPI): The Ministry's scheme "Strengthening of Pharmaceutical Industry (SPI)" with a total financial outlay of US\$ 60.9 million (Rs. 500 crore) extends support required to existing pharma clusters and MSMEs across the country to improve their productivity, quality and sustainability.

*Pradhan Mantri Bhartiya Jan Aushadhi Kendras (PMBJKs): The Government has set a target to increase the number of PMBJKs to 10,500 by the end of March 2025. Product basket of PMBJP comprises of 1,451 drugs and 240 surgical instruments.

*Up to 100%, FDI has been allowed through automatic route for Greenfield pharmaceuticals projects. For Brownfield pharmaceuticals projects, FDI allowed is up to 74% through automatic route and beyond that through government approval.

*The cumulative FDI equity inflow in the Drugs and Pharmaceuticals industry is US\$ 20.96 billion during the period April 2000-September 2023. This constitutes almost 3.35% of the total FDI inflow received across sectors.

*Indian pharma companies have a substantial share in the prescription market in the US and EU. The largest number of FDA-approved plants outside the US is in India.

Mitigation strategy

Kimia is committed to supplying the highest quality medicines to customers for promoting healthier lives. Hence, the Company strives to conform to regulatory and compliance standards to meet stringent requirements of regulators to ensure that our medicines provide best health care for the consumers. Robust quality systems & control measures are in place to ensure that the quality is ensured by process design. The Company is constantly

improving compliance practices by imposing strict adherence to its code of conduct that is focused on ethics and integrity, which reduces risk of non-compliance. To drive the compliance initiatives and achieve a culture of compliance, Kimia's Senior Management has initiated a Quality Culture Excellence programme. The Company has leveraged industry expertise by engaging an US-based consulting firm to establish, train and constantly monitor Quality Culture Excellence. An organisation-wide training has been kickstarted and is currently ongoing at all levels. A powerful multi-dimensional monitoring tool to measure Quality Culture Maturity has been developed and shall be used to quantify and improve, where required, the progress of implementation of the Quality Culture Excellence initiative. The Company has a robust "Statutory compliance system/ solution" (Vision 360 Tool) for ensuring compliance with all applicable laws and it is designed to meet the compliance goals of the Company. Periodic updates to the system are made as and when there is a change in any applicable law. Quarterly compliance declarations generated electronically from the system are submitted to the compliance officer. Quarterly compliance audit is done by the transaction auditors to ensure that compliance is mapped with applicable laws. In case of any non-compliance, necessary steps are taken by the concerned functional heads for compliance. There is continuous monitoring by the QC/QA team to deliver the highest quality. The Company has

a talent pool of over scientists and analysts, who have proficiency and experience in handling complex chemistry and filing of applications with the regulatory authorities.

Human Resources

We consider employees as an integral part of our operations and we put in place appropriate compensation plans, feedback process, continuing training and upgradation of skills in their functional areas. Employee relations are affable and harmonious with safe and healthy working environment and all-round contribution and participation in the growth. The Company sincerely appreciates the hardwork and dedication of employees despite the covid-19 pandemic and working in the factories/offices complying with all covid safety measures.

Environment, health and safety

As the Company's manufacturing operations involve complex chemical reactions, risks exist on any issues relating to safe operations and environment compliances. Kimia policies and processes are designed and reviewed from time to time to adhere to all applicable regulations on the environment management, employee health and safety. Continually strives to optimize the resources and upgrade its processes in order to reduce the environmental impact of its processes, products and services, besides ensuring health and safety of employees involved in the processes.

Information Technology (IT)

The Company has put in place an IT policy in order to ensure consistency, protection and security of data and IT systems to ensure smooth business processes. The systems used for information security are constantly tested, continuously updated and expanded. In addition, our employees are regularly trained on data protection and safety including secure online banking transactions. IT-related risk management exercise is conducted using appropriate protocols and tools.

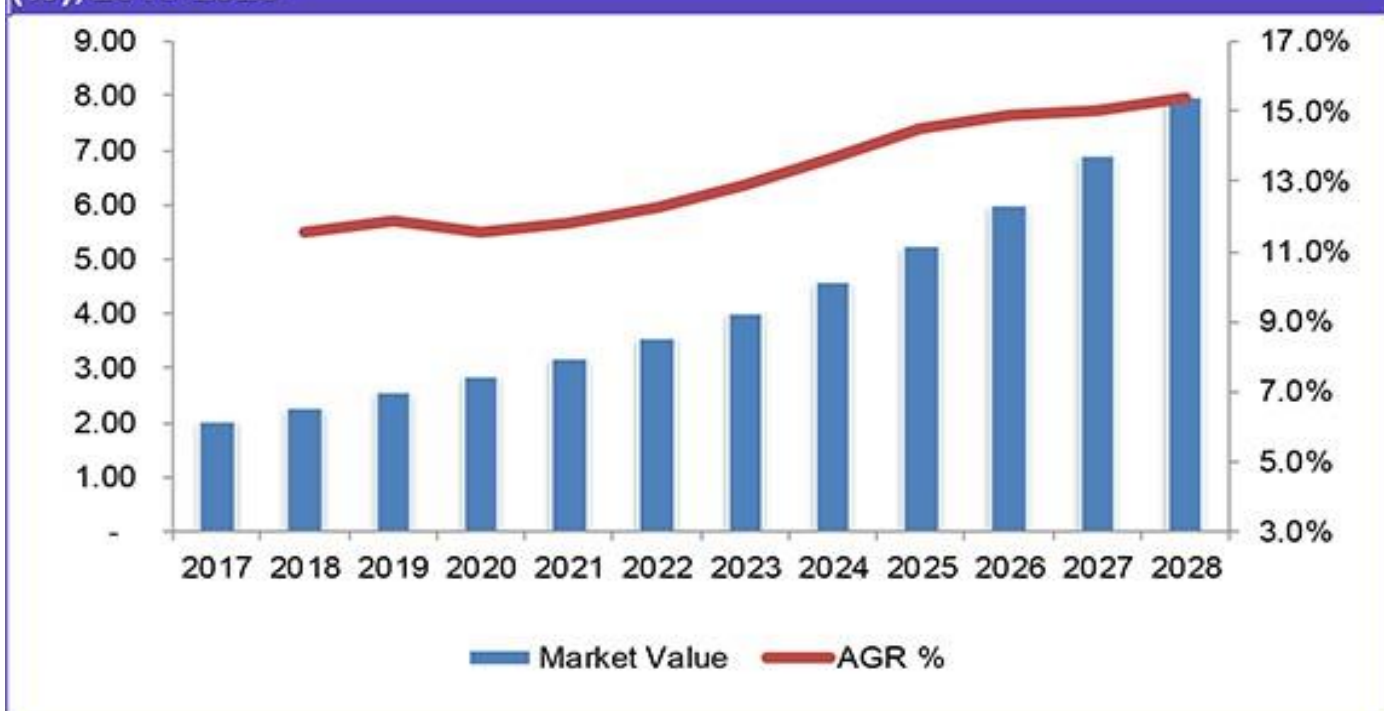
Business continuity

The Company has appropriate strategies for business continuity for addressing disruptive events, of various nature, on business operations and has set up a comprehensive and proactive framework to mitigate such disruptive events by deploying available alternative solutions; and reduce their potential damages.

The production-linked incentive (PLI) scheme, a part of the Government's Atmanirbhar Bharat program, is a significant step towards boosting India's manufacturing sector and achieving self-reliance. In 2021, Government approved ₹15,000 crore PLI scheme for the pharma sector. Recently, a similar scheme has been extended to promote the production of medical devices and to strengthen the medical devices industry into a competitive, self-reliant, resilient, and innovative industry that caters to the healthcare needs of not only India but also the world. The vision is to turn India into a global leader in the manufacturing and innovation of medical devices by achieving a 10-12% share in the expanding global market over the next 25 years. It is expected to help the Medical Devices Sector grow from the present US\$11 billion to US\$50 billion by 2030. The production-linked incentive (PLI) scheme, a part of the Government's Atmanirbhar Bharat program, is a significant step towards boosting India's manufacturing sector and achieving self-reliance.

In 2021, Government approved ₹15,000 crore PLI scheme for the pharma sector. Recently, a similar scheme has been extended to promote the production of medical devices and to strengthen the medical devices industry into a competitive, self-reliant, resilient, and innovative industry that caters to the healthcare needs of not only India but also the world. The vision is to turn India into a global leader in the manufacturing and innovation of medical devices by achieving a 10-12% share in the expanding global market over the next 25 years. It is expected to help the Medical Devices Sector grow from the present US\$11 billion to US\$50 billion by 2030.

Figure 5.11 The Indian Respiratory Drugs Market: Revenue (\$bn) and AGR (%), 2018-2028



A Responsible Organisation

Kimia Biosciences Limited (KBL), the philanthropic arm of the Company, remains committed towards the growth and well-being of the community through various programmes and activities. The Foundation's CSR efforts focus on several aspects of society, including nutrition, education, health and hygiene, women empowerment, rural development, and disaster management. With a dedicated team of people, the Company has partnered with several charitable organisations for improving the quality of life in the society. Here are some citizenship efforts of the Company Foundation during FY23:

- Eradication of hunger and malnutrition.
- Community health care – Health and hospital infrastructure and equipment; Health camps; Medical treatment
- Upliftment of marginalised and differently abled communities through Education interventions
- Drinking water, sanitation and hygiene programmes
- Empowerment of communities, women to ensure inclusive socio economic growth
- Environmental protection – Afforestation, Sustainable agriculture and Rural development activities
- Other activities (rural sports, disaster relief, safety, army welfare, protection of art and culture, animal welfare etc)

STRENGTHS	CHALLENGES	OPPORTUNITIES	THREATS
Vertically integrated manufacturing	Competitors with similar offerings and business structures	Rise in demand for lifestyle products and geriatric care	Intense competition from established players and new entrants
Presence in multiple therapeutic areas	High mobility of workforce within the industry	Global response to pandemic/s	Increasing focus on value-based healthcare and drug pricing regulations
Global footprint	Pricing pressures for generics, price erosions for new launches and older molecules Regulatory challenges in existing/new markets	Capacity expansion and building diverse capabilities.	Disruptions in supply chain and raw material sourcing due to geopolitical and economic factors
Strong R&D capability		Successful execution in new business areas like biologics, vaccines, dermatology, transdermal patches, and respiratory medicines	Evolving customer preferences and changing market dynamics.
Skilled workforce		Expansion into new growth markets including domestic formulation business	
Capability of delivering high-quality, low-cost generics		Achieving a global scale of operations	
Dominant API player		Control over raw material sourcing	
Strong distribution network			

Details of significant changes in the Key Financial Ratios

Ratios	31/Mar/24	31/Mar/23	% change	Explanation for change >25%
i) Debtors Turnover	3.59	4.23	-15.00	
(ii) Inventory Turnover	2.64	3.01	-12.00	Due to increase in loss
(iii) Interest Coverage Ratio	-	1.17	-100	Due to increase in loss
(iv) Current Ratio	0.88	1.08	-8.21	
(v) Debt Equity Ratio	131.12	9.69	254.84	Due to increase in loss
(vi) Gross Profit Margin (%)		25.00	4.32	
(vii) Operating Profit Margin (%)		-3.74	-302.16	Substantial change in OP observed due reduction in COGS & increase in Gross profit ratio linked with increase in revenue/sales.
(viii) Net Profit Margin (%)	-5.09	-7.28	145.84	Due to increase in loss

Detail of changes in the Return on Net Worth

Ratios	31/Mar/24	31/Mar/23	% change
Change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof	-183.25	-91.91	-114.13

Cautionary Statement

This report may contain certain statements that the Company believes are or may be considered to be 'forward looking statements' which are subject to certain risks and uncertainties. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. Actual results may differ materially from those expressed or implied. Significant factors that could influence the Company's operations include government regulations, tax regimes, market access related regulatory compliances, patent laws and domestic and international fiscal policies.

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

To,

The Members

Kimia Biosciences Limited
CIN: L24239HR1993PLC032120
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana-122102

We have conducted the Secretarial Audit in respect of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kimia Biosciences Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes book, forms and returns filed and other records maintained by Kimia Biosciences Limited and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, to the extent applicable, and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amendments made therein from time to time; **Not Applicable**.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
 - e) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable**
 - g) 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**.
 - h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable**
 - i) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.
 - j) Other Laws as applicable specifically to the Company:

I. The Drug and Cosmetics Act, 1940.

II. The Narcotics Drugs and Psychotropic Substances Act, 1985.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (The Listing Obligation Disclosure Requirement) Regulations 2015 by the Company with the BSE Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. The observation made in Secretarial Report for the year ended 31st March, 2024 is as follows:

We report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all directors of the Board Meetings, and the 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 carried out through majority and the views of the dissenting members, if any, were captured and recorded as part of the minutes of meetings.

We further report that during the audit period, the following important events/ actions having bearing on the company affairs in pursuance of the above referred laws, rules, regulation, guidelines and standard were taken:

- The appointment of Ms. Mita Namonath Jha as an Additional Director, Non- Executive, Non-Independent Director of the Company with effect from 28th August 2023, and her subsequent regularization from Additional Director to Non- Executive, Non-Independent Director with effect from 30th September 2023.
- The appointment of Mr. Lakshay Prakash as Chief Financial Officer of the Company with effect from 10th February 2023, and his cessation as Chief Financial Officer of the Company with effect from 7th September 2023.
- Appointment of Mr. Rakesh Chetani as Chief Financial Officer of the Company with effect from 07th September, 2023.
- Resignation of Ms. Mita Namonath Jha as a Non- Executive, Non- Independent Director of the Company, with effect from 01th April, 2024.

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.

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

The Members,

Kimia Biosciences Limited
CIN: L24239HR1993PLC032120
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana-122102

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

Management's Responsibility:

1. Maintenance of secretarial records and other records under the scope/ambit of Secretarial Audit (hereinafter called 'Record') is the responsibility of the management of the Company. My responsibility is to express an opinion on these records based on my audit.
2. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Auditor's Responsibility:

1. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
3. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members,

Kimia Biosciences Limited
CIN: L24239HR1993PLC032120
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana-122102

I have examined the registers, records, forms, returns and disclosures received from the Directors of **KIMIA BIOSCIENCES LIMITED** having **CIN: L24239HR1993PLC032120** and having registered office at Village Bhondsi, Tehsil Sohna Distt, Gurugram (Haryana) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.no.	Name of Director	DIN	Date of Appointment
1	Sameer Goel	00161786	29-03-2016
2	Vipul Goel	00064274	07-10-2019
3	Jagdeep Dhawan	00778235	29-03-2019
4	Richa Gupta	07481646	15-04-2016
5	Mita Namonath Jha	07258314	30-09-2023

"The Regularization of Ms. Mita Namonath Jha from Non- Executive, Non- Independent, Additional Director to Non- Executive, Non-Independent Director with effect from 30th September, 2023."

Resignation of Ms. Mita Namonath Jha as an Non- Executive, Non-Independent Director of the Company with effect from 01st April, 2024."

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

CERTIFICATE OF CEO & CFO

I, Mr. Sameer Goel, Chief Executive Officer and Mr. Rakesh Chetani, Chief financial Officer of the Company do hereby certify to the Board of Directors of the said Kimia Biosciences Limited (the Company) that:

- A. We have reviewed the financial statements of the Company for the quarter and year ended March 31, 2024 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
 - 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. There are to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended March 31, 2024 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 of the Company and We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and 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 have been taken or propose to be taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- That there is no significant change in internal control over financial reporting during the year.
 - That there is no significant change in accounting policies during the year, and
 - We are not aware of any instance, during the year, of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Rakesh Chetani
(Chief Financial Officer)

Sameer Goel
(Chief Executive Officer)

Place: New Delhi

Annexure IV

DECLARATION

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company www.kimiabiosciences.com. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2024.

Date: Place: New Delhi	For Kimia Biosciences Ltd. SD/- Sameer Goel Managing Director & CEO (DIN: 00161786)

PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Act and the Rules made thereunder, in respect of employees of the Company is follows:

- (a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Non- Executive Directors	Ratio to Median Remuneration
Mr. Vipul Goel	N.A.
Mr. Jagdeep Dhawan	N.A.
Mrs. Richa Gupta	N.A.
Executive Directors	
Mr. Sameer Goel	2:4

- (b) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% increase in remuneration
Mr. Sameer Goel	NIL
Mr. Vipul Goel	NIL
Mr. Jagdeep Dhawan	NIL
Mrs. Richa Gupta	NIL
Mr. Lakshay Prakash, Company Secretary	NIL

- (c) **The percentage increase in the median remuneration of employees in the financial year 2023-24.** Nil

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

The number of employees on the payroll of the Company as on 31st March, 2024 were 250, as compared to number 241, as at 31st March, 2023.

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

The average increase in salaries of employees other than managerial personnel in 2023-24 was Nil and average increase in the managerial remuneration for the year was Nil.

Note: Bonus at an average rate of 8.33% was provided to all the eligible employees of Company during the year under review.

- (f) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration is as per the Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel and other employees of the Company to whom it applies.

- (g) **Particulars of Employees pursuant to provisions of section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are hereby attached with this report as **Annexure – V A**.**

For and on behalf of the Board

KIMIA BIOSCIENCES LTD

Place : New Delhi

Date :

Sd/-
SAMEER GOEL

Chairman & Managing Director & CEO
(DIN: 00161786)

Sd/-
VIPUL GOEL

Director
(DIN: 00064274)

(a)										
S No	Name	Designation	Annual Gross	Nature Of Employment (Whether Contractual or Otherwise)	Qualification	Date of Commencement of Employment	Age	If employee is relative of any Director or Manager, provide the name of such Director of Manager	Last Employment	% of Equity Capital held
1	Sameer Goel	Director	6000000	Payroll	B.com	05-07-2007	48	NO	NA	0
2	Ruchita Gopal Mishra	Manager Marketing	3100520	Payroll	MBA	28-06-2021	33	NO	NA	0
3	Krishan Kant	AGM- Corporate Strategy and Sustainability	2500000	Payroll	B-tech and MBA	04-08-2022	28	NO	Jubilant Lifesciences Ltd	0
4	Neeraj Kumar Srivastava	General Manager IT	2424947	Payroll	B.com, Diploma IT	02-05-2023	54	NO	XL Laboratories Ltd	0
5	Shyam Taragi	AGM-ADL	2201948	Payroll	MSC	24-04-2023	37	NO	NA	0
6	Jatin Sharma	DGM-Global Regulatory Affairs	2100000	Payroll	LLB	05-01-2023	36	NO	Synokem Pharmaceuticals Limited	0
7	Rakesh Chetani	CFO	1808226	Payroll	CA	04-08-2023	40	NO	Boss Gears Limited	0
8	Ravi Kumar	DGM	1864111	Payroll	PGDM	04-07-2019	49	NO	Nari Pharma	0
9	Shivani Rana	Group Leader	1684129	Payroll		01-04-2022	43	NO	Sun Pharmaceuticals Ltd	0
10	Ramnik Sharma	Group Leader	1882192	Payroll		27-12-2017	49	NO	NA	0
(b)	Employees who were in the receipt of remuneration aggregating Rs. 1,02,00,000 or more per annum : None									
(c)	Employed for part of the financial year and was in receipt of remuneration not less than Rs. 8,50,000 per month : None									
(d)	Employee who was in receipt of remuneration in excess of that drawn by the Managing Director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company : None									
Note:										
1.	There were no employee in the Company, throughout the financial year or part of the year, who were in receipt of remuneration aggregating Rs. 1,02,00,000 or more per annum or Rs. 8,50,000 per month.									

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023.

1. Company's Philosophy

The Company's philosophy on Code of Corporate Governance is based on the following principles:

- (i) Conduct of business with all integrity and fairness, transparency with regard to all transactions, making of all necessary disclosures and decisions, complying with all applicable laws, accountability and responsibility towards all stakeholders.
- (ii) Adoption of sound practices based on openness, transparency, capability and accountability which are essential for long term success, building confidence of stakeholders, functioning and conducts of business.

2. Board of Directors

The composition of Board of Directors of the Company is in line with Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and at least one third of the Board comprises of Independent Directors of the Company.

Mr. Vipul Goel (DIN: 00064274), Director of the Company, retires at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment to the said office.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and number of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company are as follows:

- (i) Mr. Sameer Goel, aged 48, he is graduate from Commerce from Delhi University. He holds a stature in the Indian Active Pharmaceutical Ingredient (API) with more than 23 years of experience and has a strong multi-dimensional capabilities in the areas of Business Development, Strategic Marketing and Operational Management. As a co-founder of Biotavia Group, a group which deals in Pharmaceutical products, he had run the organisation for 19 years and played a key leadership role in acquiring and aligning the strong support of professional networks, business partners and executive teams to accomplish expertise in manufacture, sales, marketing and trading in various API's and its Intermediates.

Mr. Sameer Goel diverted away from the family partnership business and started Kimia Biosciences Private Limited in 2012. Kimia is engaged in dealing bulk drugs addressing to various high potential therapeutic segments. Kimia gets its product manufactured on job work basis from facilities at Derabassi, Punjab and few other locations in the country that enables it to produce wide range of API's. He holds nerves of pharmaceutical API's business and having in-depth knowledge about Industry, Market and products. He is well known face amongst the API's Industries. He is a great visionary with good sense of business acumen.

He is member of Audit Committee, Chairman of Share Allotment Committee and Chairman of Corporate Social Responsibility Committee.

Mr. Sameer Goel holds 3,01,37,381 equity shares of the Company as on March 31, 2024.

- (ii) Mr. Vipul Goel, aged 45 a Delhi University Commerce graduate, holds a stature in the Indian API market and holds a strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. Currently Mr. Vipul Goel is Co-heading Biotavia group, a Group which deals in pharmaceutical products. He is responsible for providing overall leadership in achieving business & product development goals and formation of strategic partnerships in Business.

Mr. Vipul Goel holds 16 equity shares of the Company as on March 31, 2024.

- (iii) Mr. Jagdeep Dhawan, aged 52 is having rich experience in marketing of API & Pharmaceutical products and wide range of experience of pharmaceutical industry and is a successful entrepreneur. Mr Dhawan has been associated with various renowned pharma companies in the country and is having an experience of more than 24 years in the industry keeping in view his vast expertise and knowledge.

He is a Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

He is a member of Share Allotment Committee and Corporate Social Responsibility Committee. Jagdeep Dhawan does not holds any equity shares of the Company as on March 31, 2024.

- (iv) Ms Richa Gupta, aged 42 is having expertise in specific functional areas and smooth functioning of the Company.

She is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Share Allotment Committee.

Ms. Richa Gupta does not hold any share of the Company as on March 31, 2024.

- (v) Ms. Mita Namonath Jha, aged 55 is Certified Independent Director with proven leadership experience at senior level in diverse industries viz. mining & metals, packaging, healthcare, advertising, financial services and steel. Been a board member having 27+ years of expertise in HR domain, Organization Strategy, Culture Building, Leadership Development, Change Management and Business Excellence.

She has been appointed as Non- Executive Non- Independent Director of the Company w.e.f 28.08.2023.

*Ms Mita Namonath Jha has resigned from the directorship on 01.04.2024.

*Details of the Directors proposed to be appointed at the Annual General Meeting.

Name of Director	Mr. Vipul Goel	
Date of Birth	30.05.1978	
Date of Re-appointment	30.09. 2023	
Qualification	Graduate	
Experience in Specific	Delhi University Commerce graduate, holds a stature in the Indian API market and holds a strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. Currently Mr. Vipul Goel is Co-heading Biotavia group, a Group which deals in pharmaceutical products. He is responsible for providing overall leadership in achieving business & product development goals and formation of strategic partnerships in Business.	
Directorship held in other companies	4 (Four)	
Chairman/member of the Committee of the Board of Directors of the Company	Chairman	Member
	0	3
Chairman/member of the Committee of the Board of Directors of other Company	Chairman	Member
	0	0
Number of Shares held in the Company	16 equity shares of Re. 1.00 each.	
Relationship with other Directors	Younger Brother of Mr. Sameer Goel (Managing Director – Promoter)	

Meetings/ AGM and other directorships and chairmanships/ memberships of Committees:

S. No.	Name of Director	Category of Directorship	Attendance of Meetings during 2022-23		No. of Directorships and Committee Memberships / Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1	Mr. Sameer Goel	Chairman & Managing Director		Yes	5	3	1
2.	Mr. Vipul Goel	Non-Executive – Promoter Director		Yes	5	3	0
3.	Mr. Jagdeep Dhawan	Non-Executive Independent director		Yes	2	1	3
4.	Mrs. Richa Gupta	Non-Executive-Independent director		Yes	1	4	0

3. Meetings of the Board of Directors

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings.

As regards the appointment and tenure of Independent Directors, the following policy has been adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

Board Independence

The interpretation of the term 'Independence' of Directors has been based on Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

Upon confirmation / disclosures received from the Directors and on evaluation of the same, all Non-Executive Directors, other than the Chairman and Promoter Directors, are confirmed to be Independent.

Separate Independent Directors Meetings

The Independent Directors met once during the year under report, i.e., March 30, 2024, without the presence of Executive Directors or Management representatives.

The Independent Directors, inter alia, discussed the following:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

Appointment Letter and Familiarisation programmes for the Board Members

At the time of appointing a director a formal letter of appointment is given to him/ her, which inter alia explains the roles, functions, duties and responsibilities expected to be discharged by him/ her during his/ her tenure as director of the Company.

The Independent Directors go through a familiarisation programme to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of industry in which the Company operates, business model, management structure, industry overview, internal control systems and processes and the like.

Details of the familiarisation programme of the Company may be accessed at web link: [://www.kimiabiosciences.com/wp-content/uploads/2023/03/Familiarisation-Programme-for Independent-Director.pdf](http://www.kimiabiosciences.com/wp-content/uploads/2023/03/Familiarisation-Programme-for Independent-Director.pdf)

Board Meetings

During the year, Fifteen (15) Board Meetings were held on 16.05.2022, 30.05.2022, 04.06.2022, 23.06.2022, 15.07.2022, 21.07.2022, 12.08.2022, 17.08.2022, 05.09.2022, 30.09.2022, 14.11.2022, 02.01.2023, 10.02.2023, 14.02.2023, and 28.03.2023.

4. Committees of the Board

The Board has established the following statutory and non-statutory committees:

Audit Committee

The Audit Committee comprises Mr. Jagdeep Dhawan as Chairman, Mr. Sameer Goel as Member and Richa Gupta as Member.

The Company Secretary is the Secretary of the Committee.

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Companies Act, 2013, and includes such other functions as may be assigned to it by the Board. Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls

and financial reporting process and inter alia performs the following functions, amongst others:

- a) Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment of the Statutory Auditor and Internal Auditor and fixation of audit fees and approval for payment of any other services;
- c) Reviewing with the Management, the annual financial statements before submission to the Board for approval;
- d) Reviewing with the Management, the quarterly and annual Financial Statements before submission to the Board for approval;
- e) Reviewing with the Management the performance of the Statutory Auditors and the Internal Auditors and the adequacy of internal audit systems
- f) Reviewing with the Management the adequacy of internal audit functions.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting is placed and confirmed in the next meeting of the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Mr. Jagdeep Dhawan as Chairman and Ms Richa Gupta and Mr. Vipul Goel, as Members.

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three Directors, all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The Company Secretary is the Secretary of the Committee.

The terms of reference of the Nomination and Remuneration Committee is in accordance with the Companies Act, 2013 and Part II of Schedule D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia deals with manner of selection of Directors, Key Managerial Personnel and Senior Management Personnel, formulation of criteria for evaluation of the performance of the Directors and determining the remuneration of Key Managerial Personnel and other employees of the Company.

The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors other than Independent Directors. During the year under review, seven meetings of the Committee were held on 01.04.2022, 28.04.2022, 16.05.2022, 30.05.2022, 04.06.2022, 05.09.2022 and 10.02.2023.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises Mr. Jagdeep Dhawan as Chairman and Ms. Richa Gupta and Mr. Vipul Goel, as Members.

The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in quality of investor service. The committee also looks into redressal of shareholders'/ investors complaints.

During the year, the Committee met Eight (8) times on 15.06.2022, 23.06.2022, 02.07.2022, 21.07.2022, 28.07.2022, 14.02.2023, 15.02.2023 and 29.03.2023. Company effectuated all requests for transfer of shares, consolidation and issue of duplicate share certificate, within prescribed time limits.

The Company Secretary is designated as the Compliance Officer for resolution of Shareholders' complaints.

All the requests received during the year for issue of new share certificates after split of shares and request for Transfer of Shares were attended to and resolved satisfactorily.

CSR Committee

The CSR Committee comprises Mr. Sameer Goel as Chairman and Mr. Jagdeep Dhawan and Ms. Richa Gupta, as Members.

The Company Secretary is the Secretary of the Committee.

The role of CSR Committee inter alia includes:

The Corporate Social Responsibility Committee shall —

- (i) formulate and recommend the CSR policy to the Board;
- (ii) recommend the amount of expenditure to be incurred on CSR activities;
- (iii) monitor the CSR policy of the company from time to time; and
- (iv) formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the items as mentioned in rule 5(2) of the Companies (CSR Policy) Rules, 2014.

During the financial year ended March 31, 2024, the Committee met September 15, 2023.

5. Affirmation and Disclosures

All the members of the Board and Management have affirmed their compliance with the Code of Conduct as on 31st March, 2023 and a declaration to that effect, signed by the Chief Financial Officer (CFO), is attached and forms part of this Report. There were no material financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interest of the Company at large. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

6. Disclosures on materially significant related party transactions

Attention of Members is drawn to the disclosure of transactions with related parties which are set out in Notes on Accounts – **Note No. 40**—forming part of the audited accounts of the Company. None of the transactions with any of the related parties were in conflict with the interests of the Company.

7. Shareholder Information

General Body Meetings

The Location, date and time of the Annual General Meetings held during the preceding Three (3) years and the Special Resolutions, if any, passed thereat are as follows:

YEAR	DAY	DATE	TIME (IST)	VENUE	SPECIAL RESOLUTION
2023	Saturday	30.09.2023	03.30 PM	Through video conferencing/OAVM	0
2022	Friday	30.09.2022	03:30 pm	Through video conferencing/OAVM	1
2021	Tuesday	28.09.2021	03:30 pm	Through video conferencing/OAVM	2

8. Extra Ordinary General Meeting

No Extra Ordinary General Meeting was held during the year ended March 31, 2024.

9. Subsidiary Companies

The Company does not have any subsidiaries.

10. Means of Communication

Quarterly Results

The Quarterly Results of your Company are published in 'The Financial Express' (English) and 'Jansatta' (Hindi).

Annual Report

The Annual Report containing, inter alia, Audited Annual Accounts, on standalone and consolidated basis, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Report on Management Discussion and Analysis (MD&A) forms part of the Annual Report.

Website

Your Company's standalone results and other corporate information are published on its website at www.kimiabiosciences.com.

11. General Shareholders Information

Company Registration Details

Your Company is registered with Registrar of Companies, National Capital Territory of Delhi and Haryana, India having its registered office at Village Bhondsi Tehsil, Sohna District, Gurgaon, Haryana. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24239HR1993PLC032120.

Annual General Meeting

Date	30 th December, 2024
Venue	: Video Conferencing/ Other Audio Visual Means
Time	: 4:00 P.M. (IST)
Financial Year	: April 1, 2023 to March 31, 2024
Book Closure Period	: November 09, 2024, to November 16, 2024 (both inclusive) for AGM

Tentative Calendar for financial year ending 31st March, 2024

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2024 are as follows:

First Quarter Results	14 th August, 2024
Second Quarter and Half Yearly Results	10 th November, 2024
Third Quarter Results	11 th February, 2025
Fourth Quarter and Annual Results	30 th May, 2025

Listing on Stock Exchanges, Payment of Listing Fee, Stock Codes etc.

Stock Exchange	No. of Shares Listed	Scrip Code and Scrip ID
BSE Limited (BSE) P.J. Towers, 1 st Floor, New Trading Ring, Dalal Street, Mumbai 400001	47312741	Scrip Code: 530313 Scrip ID: KIMIABL

Market Price Data

Month	High	Low
April-2023	37.99	32.83
May-2023	40.99	33.35
June-2023	40.00	33.00
July-2023	39.99	33.51
August-2023	39.00	31.99
September-2023	40.00	33.80
October-2023	42.70	34.05
November-2023	41.87	34.40
December-2024	40.00	35.01
January-2024	38.70	33.20
February-2024	43.22	34.37
March-2024	58.40	35.75

Payment of Depository Fees

Annual Custody/Issuer Fee for the year 2023-24 has been paid by your Company to NSDL and CDSL.

Stock Market Data

During the year the shares of your Company have been traded on Bombay Stock Exchange Limited where the shares of your Company are listed during the year.

Registrar and Transfer Agent

Beetal Financial & Computer Services Private Limited

Beetal House, 3rd Floor

99, Madangir, Behind LSC, New Delhi-110062

Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board of your Company has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Share Transfer and Investors' Grievance Committee. Your Company shall submit a compliance certificate to the exchange, duly signed by both the Compliance Officer of the Company and the Authorised Representative of the share transfer agent, within one month of end of each half of the financial year, certifying that all activities in relation to both physical and electronic share transfer facility are maintained either in house or by Registrar and Share Transfer Agent registered with SEBI, as required under Regulation 7(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Distribution of Equity Shareholding as on March 31, 2023

S. No.	Category	Shares			
		Electronic Form and Physical Form		Total	
		No. of Shares	%age of Total Capital	No. of Shares	%age of Total Capital
1	Promoters and Promoter Group	35455840	74.94	35455840	74.94
2	Public	11856901	25.06	11856901	25.06
	*Total	47312741	100.00	47312741	100

Shareholding Pattern by Size (NSDL+CDSL+Physical) As on March 31, 2024

Shareholding of Shares	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1-5000	12126	99.38	2557241	5.40
501-10000	45	0.36	341164	0.72
10001-20000	13	0.10	174020	0.36
20001-30000	4	0.03	113025	0.23
30001-40000	2	0.01	75697	0.16
40001-50000	1	0.00	44410	0.09
50001-100000	3	0.02	275800	0.58
100001 –above	7	0.05	43731384	92.43
Total :	12201	100.0000	47312741	100

Distribution of Preference Shareholders as on March 31, 2024

As on March 31, 2023, Enkay Foams Private Limited holds 8000000, 0.1% Non-Convertible and Redeemable Preference Shares of Rs. 10/- each.

Address for Correspondence

All shareholders' correspondence should be addressed to M/s. Beetal Financial & Computers Services Private Limited, Noble Heights, Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062 or at the Corporate Office of Company.

The Company's dedicated e-mail address for Investors' Complaints and other communications is compliance.kimia@gmail.com.

Disclosure of Accounting Treatment

Your Company has followed the principles of accounting as prescribed in the Indian Accounting Standards and accordingly, there is no explanation required to be given by the management, as per Regulation 48 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

12. Disclosure relating to web-link

Your Company's policy for dealing with Related Party Transactions is published on website link at <https://www.kimiabiosciences.com/wp-content/uploads/2022/07/Intimation-to-BSE-Limited-under-Regulation-30.pdf>.

13. Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. A Vigil Mechanism has been put in place to provide a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected.

The Whistle Blower Policy is available on the website of your Company at <http://www.raas.co.in/images/Whistle%20Blower%20Policy.pdf>

14. Payment to Auditor

The Company has paid Statutory Audit fee of Rs 9,03,000/- for the financial year 2023-24.

15. Adoption of Requirements of Regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Your Company has complied with all the mandatory requirements of Regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, to the extent applicable.

For and on behalf of the Board

KIMIA BIOSCIENCES LTD

Place : New Delhi

Sd/-
SAMEER GOEL

Sd/-
VIPUL GOEL

Date :

Chairman & Managing Director & CEO
(DIN: 00161786)

Director
(DIN: 00064274)

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To

The Members

Kimia Biosciences Limited

I have examined the compliance conditions of corporate governance by Kimia Biosciences Limited for the financial year ended March 31, 2024 as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in (Listing Obligation and Disclosure Requirement) Regulations, 2015.

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

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

Annexure IX

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

To,

The Members

Kimia Biosciences Limited
CIN: L24239HR1993PLC032120
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana-122102

We have conducted the Secretarial Audit in respect of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kimia Biosciences Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes book, forms and returns filed and other records maintained by Kimia Biosciences Limited and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, to the extent applicable, and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amendments made therein from time to time; **Not Applicable.**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
 - e) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable**
 - g) 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.**
 - h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable**
 - i) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.
 - j) Other Laws as applicable specifically to the Company:
 - I. The Drug and Cosmetics Act, 1940.
 - II. The Narcotics Drugs and Psychotropic Substances Act, 1985.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (The Listing Obligation Disclosure Requirement) Regulations 2015 by the Company with the BSE Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. The observation made in Secretarial Report for the year ended 31st March, 2024 is as follows:

We report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all directors of the Board Meetings, and the 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 carried out through majority and the views of the dissenting members, if any, were captured and recorded as part of the minutes of meetings.

We further report that during the audit period, the following important events/ actions having bearing on the company affairs in pursuance of the above referred laws, rules, regulation, guidelines and standard were taken:

- The appointment of Ms. Mita Namonath Jha as an Additional Director, Non- Executive, Non-Independent Director of the Company with effect from 28th August 2023, and her subsequent regularization from Additional Director to Non- Executive, Non-Independent Director with effect from 30th September 2023.
- The appointment of Mr. Lakshay Prakash as Chief Financial Officer of the Company with effect from 10th February 2023, and his cessation as Chief Financial Officer of the Company with effect from 7th September 2023.
- Appointment of Mr. Rakesh Chetani as Chief Financial Officer of the Company with effect from 07th September, 2023.
- Resignation of Ms. Mita Namonath Jha as an Non- Executive, Non- Independent Director of the Company, with effect from 01th April, 2024.

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.

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

The Members,

Kimia Biosciences Limited
CIN: L24239HR1993PLC032120
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana-122102

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

Management's Responsibility:

1. Maintenance of secretarial records and other records under the scope/ambit of Secretarial Audit (hereinafter called 'Record') is the responsibility of the management of the Company. My responsibility is to express an opinion on these records based on my audit.
2. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Auditor's Responsibility:

1. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
3. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members,

Kimia Biosciences Limited
(CIN: L24239HR1993PLC032120)
Village Bhondsi, Tehsil Sohna
Distt Gurgaon, Haryana- 122102

I have examined the registers, records, forms, returns and disclosures received from the Directors of **KIMIA BIOSCIENCES LIMITED** having **CIN: L24239HR1993PLC032120** and having registered office at Village Bhondsi, Tehsil Sohna Distt, Gurugram (Haryana) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.no.	Name of Director	DIN	Date of Appointment
1	Sameer Goel	00161786	29-03-2016
2	Vipul Goel	00064274	07-10-2019
3	Jagdeep Dhawan	00778235	29-03-2019
4	Richa Gupta	07481646	15-04-2016
5	Mita Namonath Jha	07258314	30-09-2023

"The Regularization of Ms. Mita Namonath Jha from Non- Executive, Non- Independent, Additional Director to Non- Executive, Non-Independent Director with effect from 30th September, 2023."

Resignation of Ms. Mita Namonath Jha as an Non- Executive, Non-Independent Director of the Company with effect from 01st April, 2024."

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

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To

The Members

Kimia Biosciences Limited

I have examined the compliance conditions of corporate governance by Kimia Biosciences Limited for the financial year ended March 31, 2024 as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in (Listing Obligation and Disclosure Requirement) Regulations, 2015.

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

Date: 10-07-2024

Place: Delhi

For Rahul Chaudhary & Associates

(Company Secretaries)

Rahul Chaudhary

(Proprietor)

FCS No.: 12884

COP No.: 20341

UDIN: F012884F000713641

INDEPENDENT AUDITOR'S REPORT

To The Members of Kimia Biosciences Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Kimia Biosciences Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Changes in Equity and the 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 "the 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss including other comprehensive income, the 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), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
A. Valuation of Inventories	
<p>We refer to note 2 and 8 to the financial statements.</p> <p>As at March 31, 2024, the total carrying value of inventories was Rs. 3080.35 Lakhs. The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment.</p> <p>Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing, shelf life and turnover rate.</p> <p>Accordingly, due to complexity/ judgement involved in inventory valuation, inventory valuation was determined to be a key audit matter in our audit of the financial statements.</p>	<p>We have checked and analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date.</p> <p>We found management's assessment of the allowance for inventory obsolescence and valuation of inventories to be reasonable based on available evidence.</p>

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information, in doing so, consider whether the such 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, 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 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 including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes 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 matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014;
 - (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 37 to the financial statements;
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (c) There was no amount which required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 48(f)(i) to the financial statements, no funds have been advanced or loaned or invested during the year (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries 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;
 - (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 48(f)(ii) to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) above contain any material misstatement.
 - (e) The Company has not declared and paid any dividend during the year. Therefore, provisions of section 123 of the Act is not applicable to the Company.
 - (f) The Company has used accounting software (SAP) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the SAP and the audit trail feature has not been tampered with. However, the feature of recording of audit trail (edit log) facility was not enabled at database level to log any direct data changes for the accounting software used for maintaining the books of account in SAP

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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

In our opinion, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Chanderkant Choraria

Partner

Date: May 30, 2024
Place: Noida (Delhi – NCR)

Membership No. 521263
UDIN: 24521263BKEPIN1590

Annexure A to Independent Auditor's Report of even date to the members of Kimia Biosciences Limited on the financial statements as of and for the year ended March 31, 2024 (Referred to in paragraph 1 of our report on the other legal and regulatory requirements)

- (i) a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment, however the same need to be updated.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. The Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified once in every three years in phased manner, which in our opinion, is at reasonable intervals having regard to the size of the Company and nature of its property, plant and equipment. According to programme, property, plant and equipment were physically verified in previous year.
- c. Based on records examined by us, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company.
- d. On the basis of our examination of records of the Company, the Company has not revalued any of its property, plant and equipment (including right of use assets) or intangible assets during the year. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- e. According to information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Therefore, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- (ii) a. According to the information and explanation given to us and records examined by us, the inventories have been physically verified by the management during the year and in our opinion, coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to the book records.
- b. According to the information and explanation given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate, from bank on the basis of security of current assets. As informed to us, the Company has submitted its quarterly returns and statements online via the Banker's portal. However, it has not been able to extract the corresponding correspondence for these submissions. As a result, the necessary disclosures related to the variance between the quarterly returns/statements submitted and the books of accounts could not be provided.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the Company.
- (iv) The Company has no transaction with respect to loan, investment, guarantee and security covered under section 185 and 186 of the Companies Act, 2013 during the year. Therefore, the provisions of clause 3(iv) of the Order are not applicable to the Company.
- (v) The Company has not accepted any deposit or amount during the year which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the Company's products to which the said rules are applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, Cess and other statutory dues, to the extent applicable, with the appropriate authorities. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute except the followings:

Name of Statue	Nature of disputed dues	Amount (Rs. in Lakhs)	Period to which it relates	Forum where dispute is pending
Punjab Value Added Tax, 2005	Penalty	11.67	2014-15	Panchkula Civil Court

- (viii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) a. The Company has not defaulted in repayment of loans or in the payment of interest thereon during the year.
- b. According to information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or Government of any Government authority.
- c. Based on the books of account examined by us, term loans were applied for the purpose for which the loans were obtained during the year.
- d. According to information and explanations given to us, and overall examination of financial statements of the Company, we report that no funds raised on short term basis during the year have been utilized for long term purpose by the Company.
- e. The Company has no subsidiaries, joint ventures or associate. Therefore, the provisions of clause 3(ix)(e) and 3(ix)(f) of the Order are not applicable to the Company.
- (x) a. During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) a. Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing, for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of audit.
- b. According to the information and explanation given to us, no report under subsection (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
- c. According to the information and explanation given to us, no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) a. According to information and explanation given to us, the Company has an internal audit system. However in our opinion, same need to strengthened further in commensurate with the size and nature of its business.
- b. We have considered internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
- b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- d. According to the representations given to us, there is no CIC as part of the Group. Therefore the provisions of clause 3(xvi) (d) of the Order are not applicable to the Company.
- (xvii) The Company has incurred cash losses of Rs. 389.14 Lakhs in the current financial year and Rs. 905.58 Lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the Order are 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the

assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) a. Unspent amount of Rs. 0.97 Lakhs for the financial year 2022-23 towards Corporate Social Responsibility ("CSR") other than ongoing projects requiring to be transfer to a Fund specified in Schedule VII to the Companies Act, 2013 to comply with second proviso to sub-section (5) of the Section 135 of the Companies Act, 2013.
- b. Unspent amount of Rs. 6.89 Lakhs for the financial year 2021-22 related to ongoing projects, remained outstanding for transfer to special account to comply with the provision of section 135(6) of the Companies Act, 2013.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Chanderkant Choraria
Partner

Date: May 30, 2024
Place: Noida (Delhi – NCR)

Membership No. 521263
UDIN: 24521263BKEPIN1590

Annexure B to Independent Auditor's Report of even date to the members of Kimia Biosciences Limited on the financial statements for the year ended March 31, 2024 (Referred to in paragraph 2(A)(g) of our report on the other legal and regulatory requirements)

We have audited the internal financial controls with reference to financial statements of Umang Dairies Limited ('the Company') as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the financial statements based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal control with reference to financial statements 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. However same need to be further strengthened.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Chanderkant Choraria
Partner
Membership No. 521263
UDIN: 24521263BKEPIN1590

Date: May 30, 2024
Place: Noida (Delhi – NCR)

BALANCE SHEET as at March 31, 2024

(₹ Lakhs)

	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
I Non-Current Assets			
(a) Property, Plant and Equipment	3	3,149.96	3,354.65
(b) Capital Work-in-Progress	3A	57.62	60.62
(c) Right to Use Assets	3B	30.46	-
(d) Intangible Assets	4	4.09	8.51
(e) Financial Assets			
(i) Other Financial Assets	5	26.32	20.28
(f) Deferred Tax Assets (Net)	6	578.43	396.88
(g) Other Non-current Assets	7	9.03	16.10
Total Non-Current Assets		3,855.91	3,857.04
II Current Assets			
(a) Inventories	8	3,080.35	4,823.38
(b) Financial Assets			
(i) Investments	9	-	6.32
(ii) Trade Receivables	10	2,755.40	3,058.97
(iii) Cash and Cash Equivalents	11	14.76	17.77
(iv) Bank balances other than (iii) above	12	38.68	32.08
(v) Other Financial Assets	13	103.12	193.17
(c) Current Tax Assets (Net)	14	73.11	75.61
(d) Other Assets	15	75.33	67.42
Total Current assets		6,140.75	8,274.72
Total Assets		9,996.66	12,131.76
EQUITY AND LIABILITIES			
I Equity			
(a) Equity Share Capital	16	473.13	473.13
(b) Other Equity	17	(440.03)	73.15
Total Equity		33.10	546.28
II Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	2,140.98	3,083.56
(ii) Lease Liabilities		18.45	-
(iii) Other Financial Liabilities	19	580.71	532.76
(b) Provisions	20	144.90	144.58
(c) Other Non-Current Liabilities	21	134.75	184.80
Total Non-Current Liabilities		3,019.79	3,945.70
III Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,199.15	2,208.36
(ii) Lease Liabilities		12.13	-
(ii) Trade Payables	23		
- Total Outstanding due to Micro and Small Enterprises		4.95	16.54
- Total Outstanding due to other than Micro and Small Enterprises		3,993.87	4,642.10
(iii) Other Financial Liabilities	24	506.63	426.96
(b) Other Current Liabilities	25	224.39	343.05
(c) Provisions	26	2.65	2.77
Total Current Liabilities		6,943.77	7,639.78
Total Equity and Liabilities		9,996.66	12,131.76
Summary of material accounting policies and other notes on Financial Statements			
The accompanying notes are an integral part of these financial statements			

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Reg. No. 302049E

For and on behalf of Board of Directors
Chanderkant Choraria
 Partner
 Membership No. 521263

 Place: Noida (Delhi-NCR)
 Date: May 30, 2024

Sameer Goel
 Managing Director & CEO
 DIN: 00161786

Rakesh Chetani
 Chief Financial Officer

Place: New Delhi

Vipul Goel
 Director
 DIN: 00064274

Lakshay Prakash
 Company Secretary & Compliance Officer
 M.No. 45366

Jagdeep Dhawan
 Director
 DIN: 00778235

Statement of Profit & Loss for the Year Ended March 31, 2024

(₹ Lakhs)

	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
I REVENUE			
(a) Revenue from Operations	27	10,487.65	12,851.60
(b) Other Income	28	164.18	121.31
Total Income		10,651.83	12,972.91
II EXPENSES			
(a) Cost of Materials Consumed	29	6,735.80	10,639.34
(b) Changes in Inventories of Finished Goods and Work-in-Progress	30	789.73	(1,036.22)
(c) Employee Benefits Expense	31	1,515.25	1,640.30
(d) Finance Costs	32	504.98	424.50
(e) Depreciation and Amortization Expense	33	329.23	333.23
(f) Other Expenses	34	1,495.21	2,105.77
Total Expenses		11,370.20	14,106.92
III Profit / (Loss) before exceptional items and Tax (I-II)		(718.37)	(1,134.01)
IV Exceptional Items	35	-	104.80
V Profit / (Loss) before Tax (III-IV)		(718.37)	(1,238.81)
VI Tax Expense			
(a) Current Tax		-	-
(b) Deferred Tax Charge / (Credit)	6	(187.50)	(303.59)
Total Tax Expense		(187.50)	(303.59)
VII Profit / (Loss) for the year (III-IV)		(530.87)	(935.22)
VIII Other Comprehensive income			
(a) (i) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans		23.64	(9.79)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(5.95)	2.46
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive income (a+b)		17.69	(7.33)
VII Total comprehensive income for the year (V+VI)		(513.18)	(942.55)
VIII Earnings Per Share of ₹ 1 each	36		
(i) Basic (in ₹)		(1.12)	(1.98)
(ii) Diluted (in ₹)		(1.12)	(1.98)

 Summary of material accounting policies and
 other notes on Financial Statements

1 - 49

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Reg. No. 302049E

For and on behalf of Board of Directors
Chanderkant Choraria

Partner

Membership No. 521263

Place: Noida (Delhi-NCR)

Date: May 30, 2024

Sameer Goel

Managing Director & CEO

DIN: 00161786

Rakesh Chetani

Chief Financial Officer

Place: New Delhi

Vipul Goel

Director

DIN: 00064274

Lakshay Prakash

Company Secretary & Compliance Officer

M.No. 45366

Jagdeep Dhawan

Director

DIN: 00778235

Statement of Cash Flows for the year ended March 31, 2024

(₹ Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax	(718.37)	(1,238.81)
Adjustments for:		
Depreciation and amortization expense	329.23	333.23
Finance costs	504.98	424.50
Gain on fair value of investment in mutual funds	-	(0.29)
Gain on sale of Investments in mutual funds	(0.02)	-
Interest income	(3.25)	(2.93)
Deferred revenue income	(50.00)	(49.93)
Unrealised (gain)/loss on foreign currency transactions and translations	(5.30)	15.69
Provision for expected credit loss	-	24.14
Provision for doubtful advances	-	2.00
Advances written off	-	13.82
	775.64	760.23
Operating Profit Before Working Capital Changes	57.27	(478.58)
Adjustments for:		
(Increase)/ Decrease in inventories	1,743.03	(1,121.57)
(Increase)/ Decrease in trade and other receivables	391.47	108.07
Increase/ (Decrease) in trade and other payables	(771.37)	813.69
Increase/ (Decrease) in Lease Liabilities	30.58	-
	1,393.71	(199.81)
Cash generated from operations	1,450.98	(678.39)
Less : Income tax paid/ (refunds) [Net]	2.50	1.39
Net Cash From Operating Activities	1,453.48	(677.00)
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipments including intangible assets and capital advances	(150.67)	(281.20)
Sale of Investments	6.34	-
Net inflow / (outflow) in fixed deposits	(6.60)	(0.84)
Interest received	1.61	2.18
Net Cash Used In Investing Activities	(149.32)	(279.86)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Receipts from non current borrowings	134.00	1,704.16
Repayment of non current borrowings	(1,076.58)	(975.95)
Net proceeds/(repayments) of current borrowings	(9.21)	502.15
Finance costs paid	(355.38)	(276.22)
Net Cash Used in Financing Activities	(1,307.17)	954.14
Net Increase/(Decrease) in Cash and Cash Equivalents	(3.01)	(2.72)
Cash and Cash Equivalents at the beginning of the year	17.77	20.49
Cash and Cash Equivalents at the end of the year (Refer Note 11)	14.76	17.77

Notes:

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS – 7 "Statement of Cash Flows"
- As per Ind AS 7, the Company is required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company did not have any material impact on the Statement of Cash Flows therefore reconciliation has not been given.

As per our Report of even date attached.

For Singhi & Co.

Chartered Accountants

Firm Reg. No. 302049E

For and on behalf of Board of Directors
Chanderkant Choraria

Partner

Membership No. 521263

Place: Noida (Delhi-NCR)

Date: May 30, 2024

Sameer Goel

Managing Director & CEO

DIN: 00161786

Rakesh Chetani

Chief Financial Officer

Place: New Delhi

Vipul Goel

Director

DIN: 00064274

Lakshay Prakash

Company Secretary & Compliance Officer

M.No. 45366

Jagdeep Dhawan

Director

DIN: 00778235

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2024

(₹ Lakhs)

A. Equity Share Capital

	As at March 31, 2024		As at March 31, 2023	
	No of shares	Amount	No of shares	Amount
Equity Shares of ₹ 1 each issued, subscribed and fully paid				
Balance at the beginning of the year	4,73,12,741	473.13	4,73,12,741	473.13
Changes due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	4,73,12,741	473.13	4,73,12,741	473.13
Changes during the year	-	-	-	-
Balance at the end of the year	4,73,12,741	473.13	4,73,12,741	473.13

For detail of changes during the year, Refer Note - 16

B. Other Equity

	Reserves and Surplus		
	Securities premium	Retained Earnings	Total Equity
Balance as at March 31, 2022	608.52	407.18	1,015.70
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at March 31, 2022	608.52	407.18	1,015.70
Profit / (Loss) for the year (A)	-	(935.22)	(935.22)
Other comprehensive income for the year (B)	-	(7.33)	(7.33)
Total comprehensive income for the year (A+B)	-	(942.55)	(942.55)
Balance as at March 31, 2023	608.52	(535.37)	73.15
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at March 31, 2023	608.52	(535.37)	73.15
Profit / (Loss) for the year (A)	-	(530.87)	(530.87)
Other comprehensive income for the year (B)	-	17.69	17.69
Total comprehensive income for the year (A+B)	-	(513.18)	(513.18)
Balance as at March 31, 2024	608.52	(1,048.55)	(440.03)

(i) **Securities Premium** - This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

(ii) **Retained Earnings** - Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Singhi & Co.
 Chartered Accountants
 Firm Reg. No. 302049E

For and on behalf of Board of Directors

Chanderkant Choraria
 Partner
 Membership No. 521263

Sameer Goel
 Managing Director & CEO
 DIN: 00161786

Vipul Goel
 Director
 DIN: 00064274

Jagdeep Dhawan
 Director
 DIN: 00778235

Place: Noida (Delhi-NCR)
 Date: May 30, 2024

Rakesh Chetani
 Chief Financial Officer

 Place: New Delhi

Lakshay Prakash
 Company Secretary & Compliance Officer
 M.No. 45366

Notes to Financial Statements for the Year Ended March 31, 2024

1 **Corporate Information**

KIMIA Biosciences Limited referred to as "the Company" is a public limited company incorporated in India with its registered office located at Village Bhonsi, Tehsil Sohna, Distt. Gurgaon -122102, Haryana, India. Equity shares of the Company are listed in India on the BSE Ltd..

The main objective of the Company is to carry on business of Pharmaceutical products. The Company has own manufacturing of Bulk Drugs-APIs at its plant located at Village Bhondsi, Tehsil Sohna, Distt. Gurgaon-122102, Haryana in accordance with Good Manufacturing Practices (GMP) Standards for pharmaceutical production. The Company has also obtained manufacturing license from the State Drugs Controller-cum-Licensing Authority, Food and Drugs Administration, Haryana in order to manufacture final product Bulk Drugs Active Pharmaceutical - (APIs).

Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standard) Rules, 2015 as amended time to time.

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

The Board of Directors has approved the financial statements for the year ended March 31, 2024 and authorized for issue on May 30, 2024. However, shareholders have the power to amend the financial statements after issue.

Basis of preparation

The financial statements have been prepared on a historical cost basis except certain items that are measured at fair value as explained in accounting policies.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

These financial statements are presented in Indian National Rupee ('₹'), which is the Company's functional currency. All amounts have been rounded to the nearest ₹ Lakhs, except when otherwise indicated.

Use of estimates and critical accounting judgements

In the preparation of financial statements, the Company makes judgements in the application of accounting policies; and estimates and assumptions which affects carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property, plant and equipment and intangible assets, valuation of deferred tax assets, provisions and contingent liabilities, fair value measurements of financial instruments and retirement benefit obligations as disclosed below:

Useful lives of property, plant and equipment and intangible assets

The Company has estimated the useful life if each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

Notes to Financial Statements for the Year Ended March 31, 2024

Impairment

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount to determine the recoverable amount, management estimates expected future cash flows from each asset or cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring the Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value.

Valuation of current tax and deferred tax assets

The tax jurisdictions for the Company is India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of current and deferred taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liability may arise from the ordinary course of business in relation to claims against the Company. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events. Contingent liabilities are not recognised in the financial statements.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Retirement benefit obligations

The Company's retirement benefit obligations are subject to number of assumptions including discount rates, inflation and salary growth. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these assumptions based on previous experience and third party actuarial advice.

2 Material Accounting Policies

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

The material accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

a) Operating cycle and current versus non-current classification

Based on the nature of goods manufactured and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ noncurrent classification of assets and liabilities.

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

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All the other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.

Notes to Financial Statements for the Year Ended March 31, 2024

b) Property, plant, and equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2015 measured as per the previous Generally Accepted Accounting Principles (GAAP). Property, plant and equipment acquired under the Scheme of Amalgamation, has been stated at value determined on appointed date i.e. April 1, 2019 as defined under Ind AS 103 "Business Combination". Subsequent additions are made at cost. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs and incidental expenses incurred during the period of construction are capitalised upto the date when the assets are ready for intended use.

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is derecognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

c) Intangible assets (other than Goodwill)

Intangible assets (other than goodwill) are stated at cost of acquisition or construction less accumulated amortisation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2015 measured as per the previous Generally Accepted Accounting Principles (GAAP). Intangible assets acquired under the Scheme of Amalgamation, has been stated at value determined on appointed date i.e. April 1, 2019 as defined under Ind AS 103 "Business Combination". Intangible assets subsequently purchased are measured at cost as at the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. 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.

d) Capital work-in-progress

Capital work-in-progress representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

e) Depreciation and amortisation of property, plant and equipment and intangible assets

Depreciation is calculated on Straight Line Method using the rates arrived at based on the estimated useful lives given in Schedule II of the Companies Act, 2013. In case of assets acquired under the Scheme of Amalgamation estimated life has been re-assessed by the Company basis technical assessment, which is equivalent to estimated useful lives stated in Schedule II to the Companies Act, 2013.

Assets value up to ₹5,000 are fully depreciated in the year of acquisition.

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.

Depreciation on all assets commences from the dates the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of leased assets, over the lease period or estimated useful life whichever is less. The estimated useful lives of assets and residual values are reviewed at each reporting date and, when necessary, are revised.

f) Borrowing and Borrowing Costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of profit and loss over the period of the borrowings using the effective interest method. Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a borrowings that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of profit and loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings.

Notes to Financial Statements for the Year Ended March 31, 2024

g) Impairment of non-financial assets

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

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

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

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

h) Inventories

Inventories are valued as follows:

Raw materials and stores and spares - Lower of cost and net realisable value. Cost is determined on a weighted average basis. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress, plantation work-in-progress and finished goods - Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads.

Waste - At net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods 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.

Provision for obsolete/ old inventories is made, wherever required.

i) Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when;

- effective control of goods along with significant risks and rewards of ownership has been transferred to customer;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue represents net value of goods sold to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, etc. For incentives offered to customers, the Company makes estimates related customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively.

The Company considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognizes revenue for such services when the performance obligation is completed.

Revenue are net of Goods and Service Tax. No element of significant financing is present as the sales are made with a credit term, which is consistent with market practice.

Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Export incentives are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentives will be received.

Notes to Financial Statements for the Year Ended March 31, 2024

Interest and dividend income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends are recognised at the time the right to receive payment is established.

Contract balances

Contract assets: Contract assets are recognised when there are excess of revenues earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

j) Research and Development Expenses

Revenue expenditure on Research and Development is charged as expenses under the head "Research and Development" in the year in which it is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and depreciated according to the policy followed by the Company.

k) Foreign currencies

The Company's financial statements are presented in Indian Rupees, which is also its functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rate of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in statement of profit or loss are also recognised in OCI or statement of profit or loss, respectively).

l) Income Taxes

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Current tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets is offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

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

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

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

Notes to Financial Statements for the Year Ended March 31, 2024

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

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

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

m) **Employee benefit**

Short-term benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

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

Defined benefits plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. Gratuity is a defined benefit obligation.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method at each reporting date. In respect of post-retirement benefit re-measurements 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, 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. Re-measurements are not reclassified to statement of profit or loss in subsequent periods.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

Other long-term benefits

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains/ losses on the compensated absences are immediately taken to the statement of profit and loss and are not deferred. The obligation is measured on the basis of independent actuarial valuation using project unit credit method at each reporting date.

n) **Leases**

Company as a lessee

The Company assesses if a contract is or contains a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the commencement date, except for short-term leases of twelve months or less and leases for which the underlying asset is of low value, which are expensed in the statement of operations on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if not readily determinable, the incremental borrowing rate specific to the company, term and currency of the contract. Lease payments can include fixed payments, variable payments that depend on an index or rate known at the commencement date, as well as any extension or purchase options, if the Company is reasonably certain to exercise these options. The lease liability is subsequently measured at amortized cost using the effective interest method and remeasured with a corresponding adjustment to the related right-of-use asset when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessments of options.

The right-of-use asset comprises, at inception, the initial lease liability, any initial direct costs and, when applicable, the obligations to refurbish the asset, less any incentives granted by the lessors. The right-of-use asset is subsequently depreciated, on a straight-line basis, over the lease term, if the lease transfers the ownership of the underlying asset to the Company at the end of the lease term or, if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, over the estimated useful life of the underlying asset. Other are also subject to testing for impairment if there is an indicator for impairment. Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of operations in the period in which the events or conditions which trigger those payments occur. In the statement of financial position right-of-use assets and lease liabilities are classified respectively as part of property, plant and equipment and short-term/long-term debt.

Notes to Financial Statements for the Year Ended March 31, 2024

o) Provisions, contingent liabilities and contingent assets

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

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognised because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in other notes to financial statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

p) Earnings per share

Basic earnings per equity share is computed by dividing net profit or loss for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing net profit or loss for the year attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

q) Cash and cash equivalents

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

r) Fair value measurement

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices /net asset value (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

Notes to Financial Statements for the Year Ended March 31, 2024

s) **Government grant**

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. The benefit of a Government loan at a below-market rate of interest is treated as a Government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognised in the Statement of Profit and Loss.

Government grants that compensate the Company for expenses incurred are recognised in the Statement of Profit and Loss, as income or deduction from the relevant expense, on a systematic basis in the periods in which the expense is recognised.

Government grant relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a systematic basis over the expected lives of the related assets to match them with the cost for which they are intended to compensate and presented within other income.

t) **Financial instruments**

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial instrument (except trade receivables) are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 for pricing adjustments embedded in the contract. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets

Subsequent measurement

i. Financial assets carried at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. Financial assets at fair value through Profit & Loss (FVTPL)

Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, are classified as at FVTPL

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

u) **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Notes to Financial Statements for the Year Ended March 31, 2024

v) **De-recognition of financial assets:** A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

w) **Non-derivative financial liabilities**

Subsequent measurement: Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

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

Offsetting of financial instruments: Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

3. PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Total
Cost as at March 31, 2022	47.46	599.97	3,279.62	207.03	137.86	111.28	4,383.22
Addition during the year	-	-	68.19	-	103.99	1.50	173.68
Sold/discarded during the year	-	-	-	-	-	-	-
Cost as at March 31, 2023	47.46	599.97	3,347.81	207.03	241.85	112.78	4,556.90
Addition during the year	-	11.69	73.28	-	20.51	13.39	118.86
Sold/discarded during the year	-	-	0.09	-	-	-	0.09
Cost as at March 31, 2024	47.46	611.66	3,421.00	207.03	262.36	126.17	4,675.67
Accumulated Depreciation	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Total
Accumulated depreciation as at March 31, 2022	-	80.42	629.00	35.75	67.42	62.40	874.99
Depreciation for the year	-	24.29	237.79	18.91	25.42	20.85	327.26
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	-	104.71	866.79	54.66	92.84	83.25	1,202.25
Depreciation for the year	-	24.54	241.04	18.84	20.72	18.35	323.49
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	-	129.25	1,107.83	73.50	113.56	101.60	1,525.74
Net carrying value as on March 31, 2023	47.46	495.26	2,481.02	152.37	149.01	29.53	3,354.65
Net carrying value as on March 31, 2024	47.46	482.41	2,313.17	133.53	148.80	24.57	3,149.96

Notes :

- (i) Assets pledged and hypothecated against borrowings - Refer Note 18 and 22
- (ii) There were no revaluation carried out by the company during the current and previous year.
- (iii) The title deeds of immovable properties are held in the name of the Company.

3A : CAPITAL WORK IN PROGRESS

Particulars	Amount
Cost as at March 31, 2022	-
Additions during the year	60.62
Assets capitalized	-
Cost as at March 31, 2023	60.62
Additions during the year	22.03
Assets capitalized	25.03
Cost as at March 31, 2024	57.62

(i) Ageing schedule of Capital work in progress :

As at March 31, 2024

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in progress	22.03	35.59	-	-	57.62
Projects temporary suspended	-	-	-	-	-
Total	22.03	35.59	-	-	57.62

As at March 31, 2023

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in progress	60.62	-	-	-	60.62
Projects temporary suspended	-	-	-	-	-
Total	60.62	-	-	-	60.62

(ii) The Company has no system of capital budgeting hence cost over run and time over run can not be determined.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

3B. RIGHT TO USE ASSETS

Original Cost	Building	Total
Cost as at March 31, 2022	-	-
Addition during the year	-	-
Sold/discarded during the year	-	-
Cost as at March 31, 2023	-	-
Addition during the year	31.33	31.33
Sold/discarded during the year	-	-
Cost as at March 31, 2024	31.33	31.33
Accumulated depreciation	Building	Total
Accumulated depreciation as at March 31, 2022	-	-
Depreciation for the year	-	-
Disposals	-	-
Accumulated depreciation as at March 31, 2023	-	-
Depreciation for the year	0.87	0.87
Disposals	-	-
Accumulated depreciation as at March 31, 2024	0.87	0.87
Net carrying value as at March 31, 2023	-	-
Net carrying value as on March 31, 2024	30.46	30.46

4. INTANGIBLE ASSETS

	Computer Software	Total
Cost as at March 31, 2022	35.83000	35.83000
Addition during the year	-	-
Sold/discarded during the year	-	-
Cost as at March 31, 2023	35.83000	35.83000
Addition during the year	0.45000	0.45000
Sold/discarded during the year	-	-
Cost as at March 31, 2024	36.28000	36.28000
	Computer Software	Total
Accumulated amortisation as at March 31, 2022	21.35000	21.35000
Amortisation during the year	5.97000	5.97000
Disposals	-	-
Accumulated amortisation as at March 31, 2023	27.32000	27.32000
Amortisation during the year	4.87000	4.87000
Disposals	-	-
Accumulated amortisation as at March 31, 2024	32.19000	32.19000
Net carrying value as at March 31, 2023	8.51000	8.51000
Net carrying value as at March 31, 2024	4.09000	4.09000

Notes :

(i) There were no revaluation carried out by the Company during the current and previous year.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

5 Other financial assets - Non Current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good unless otherwise stated)		
Security deposits	26.32	20.28
	26.32	20.28
Security deposits pledged and hypothecated against borrowings - Refer Note 18 & 22		

6 Deferred Tax Liabilities/ (Asset) (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liabilities :		
(i) Property, plant and equipment and other intangible assets	196.86	186.85
(ii) Others	-	0.12
Total	196.86	186.97
Deferred Tax Assets :		
(i) Expenses allowable on payment basis under the Income Tax Act	42.02	51.03
(ii) Others	13.28	4.73
(iii) Unabsorbed Depreciation and Carried forward tax losses	719.99	528.09
Total	775.29	583.85
Net Deferred Tax Liability/ (Assets)	(578.43)	(396.88)

Movement in Deferred Tax Liabilities / (Assets)

Particulars	As at March 31, 2023	Recognised in P&L	Recognised in OCI	As at March 31, 2024
Deferred Tax liability being tax impact on -				
Property, plant and equipment and other intangible assets	186.85	10.01	-	196.86
Others	0.12	(0.12)	-	-
Sub total (a)	186.97	9.89	-	196.86
Deferred Tax Assets being tax impact on -				
Unabsorbed Depreciation and Carried forward tax losses	528.09	191.90	-	719.99
Others	4.73	8.55	-	13.28
Expenses allowed on payment basis	51.03	(3.06)	(5.95)	42.02
Sub total (b)	583.85	197.39	(5.95)	775.29
Net Deferred Tax Liability / (Assets) (a)-(b)	(396.88)	(187.50)	5.95	(578.43)

Movement in Deferred Tax Liabilities / (Assets)

Particulars	As at March 31, 2022	Recognised in P&L	Recognised in OCI	As at March 31, 2023
Deferred Tax liability being tax impact on -				
Property, plant and equipment and other intangible assets	157.21	29.64	-	186.85
Others	0.05	0.07	-	0.12
Sub total (a)	157.26	29.71	-	186.97
Deferred Tax Assets being tax impact on -				
Unabsorbed Depreciation and Carried forward tax losses	205.46	322.63	-	528.09
Others	4.90	(0.17)	-	4.73
Expenses allowed on payment basis	37.73	10.84	2.46	51.03
Sub total (b)	248.09	333.30	2.46	583.85
Net Deferred Tax Liability / (Assets) (a)-(b)	(90.83)	(303.59)	(2.46)	(396.88)

The Company has recognised deferred tax assets on unabsorbed depreciation and carried forward tax losses. The Company has unabsorbed depreciations and incurred tax losses in current year and in earlier years. The Company has concluded that the deferred tax assets on unabsorbed depreciations and carried forward tax losses will be recoverable using the estimated future taxable income based on the business plans and budgets. The Company is expected to generate taxable income in near future. Unabsorbed depreciation can be carried forward for infinite period and tax losses can be carried forward for specific period as per tax regulations and the Company expects to recover the same within prescribed period.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

7 Other assets - Non Current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good unless otherwise stated)		
Capital advances	7.27	4.18
Prepaid expenses	1.76	11.92
	9.03	16.10
Pledged and hypothecated against borrowings - Refer Note 18 & 22		

8 Inventories

(Valued at lower of cost or net realisable value)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Raw materials (including packing materials)	1,040.85	2,086.49
(b) Work-in-progress	1,316.02	1,201.08
(c) Finished goods	607.73	1,512.40
(d) Stores and spares	115.75	23.41
	3,080.35	4,823.38
Above includes goods in transit:		
Finished Goods	34.07	90.39

- (a) Inventories are pledged and hypothecated against secured borrowings for details refer Note 18 & 22.
- (b) Write downs of inventories (net of reversal) to net realizable value related to finished goods amounted to ₹ 57.07 Lakhs (Previous year ₹ 141.76 Lakhs). These were recognised as expense during the year and included in 'Changes in inventories of finished goods and work in progress' in statement of profit and loss.

9 Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
a. Investments in Equity Instruments (Quoted)		
Nil (Previous Year: 87) Equity shares of HDFC Bank Limited having face value of ₹ 1	-	1.40
b. Investments in Mutual Funds (Unquoted)		
Nil (Previous Year - 18650.39) Units in Baroda Short Term Bond Fund - Plan B Growth	-	4.92
	-	6.32
Other disclosures		
Aggregate amount of quoted investments and market value thereof	-	1.40
Aggregate value of unquoted investments	-	4.92
Aggregate amount of impairment in value of investments	-	-
Refer note 41 for determination of fair values of investments.		

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

10 Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Considered good	2,755.40	3,061.24
Receivables which have significant increase in credit risk	32.46	30.19
Receivables which are credit impaired	19.92	19.92
	2,807.78	3,111.35
Less: Allowance for expected credit losses	52.38	52.38
	2,755.40	3,058.97
* Movement in expected credit loss:		
Balance at the beginning of the year	52.38	28.25
Provision recognised during the year	-	35.87
Provision reversed during the year	-	(11.74)
	52.38	52.38

- (i) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further no trade or other receivables are due from firms or private companies respectively in which any director is a partner a director or a member.
- (ii) For details of receivables from Related Parties Refer Note No. 40
- (iii) Receivable are pledged and hypothecated against secured borrowings Refer Note No. 18 & 22.
- (iv) Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.
- (v) Ageing schedule of trade receivable:

As at March 31, 2024

Particulars	Outstanding for following periods from transaction date					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
– considered good	2,716.69	11.21	14.75	-	-	2,742.65
- Which have significant increase in credit	-	-	-	0.56	-	0.56
– considered doubtful	-	-	-	-	2.84	2.84
Disputed						
– considered good	-	-	-	-	12.75	12.75
- Which have significant increase in credit	-	-	-	-	31.90	31.90
– considered doubtful	-	-	-	-	17.08	17.08
Total receivable	2,716.69	11.21	14.75	0.56	64.57	2,807.78
Less: Allowance for expected credit losses						52.38
Total receivable						2,755.40

As at March 31, 2023

Particulars	Outstanding for following periods from transaction date					More than 3 years
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
– considered good	3,007.03	9.56	-	-	-	3,016.59
- Which have significant increase in credit	-	-	30.19	-	-	30.19
– considered doubtful	-	-	-	2.84	-	2.84
Disputed						
– considered good	-	-	-	-	44.65	44.65
- Which have significant increase in credit	-	-	-	-	-	-
– considered doubtful	-	-	-	-	17.08	17.08
Total receivable	3,007.03	9.56	30.19	2.84	61.73	3,111.35
Less: Allowance for expected credit losses						52.38
Total receivable						3,058.97

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

11 Cash and Cash Equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Cash on hand	14.50	13.22
(b) Balance with banks		
- In current accounts	0.26	4.55
	14.76	17.77

12 Other Balances with Banks

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked balances with banks		
- Deposits with original maturity of more than three months but less than twelve months*	38.68	32.08
	38.68	32.08

* Deposits are pledged with various Government authorities and others.

13 Other Current Financial Assets - (Current)

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good at amortised cost unless otherwise stated)		
Interest Accrued on deposits	4.23	2.59
Advance to employees	20.54	20.73
Advance to others	-	3.00
Export incentives receivables	49.37	33.81
Other	28.98	133.04
	103.12	193.17
Advance to Others with significant increase in credit risk	3.00	3.00
Less: Allowance for expected credit losses	3.00	3.00
	103.12	193.17

14 Current Tax Assets (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax (net of tax provisions)	73.11	75.61
	73.11	75.61

15 Other Assets - (Current)

Particulars	As at March 31, 2024	As at March 31, 2023
Prepaid Expenses	13.15	14.24
Advances to Suppliers	62.18	31.81
GST input credit \$	-	21.37
	75.33	67.42

\$ subject to reconciliations

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

16 EQUITY SHARE CAPITAL

	As at March 31, 2024	As at March 31, 2023
A. Authorised:		
(a) 7,73,31,680 (Previous Year 7,73,31,680) Equity Shares of ₹ 1 each	773.32	773.32
(b) 65,18,320 (Previous Year 65,18,320) Compulsory Convertible Preference Shares of ₹ 1 each	65.18	65.18
(c) 80,00,000 (Previous Year 80,00,000) 0.1% Redeemable Non-Convertible Cumulative Preference Shares of ₹ 10 each	800.00	800.00
	1,638.50	1,638.50
B. Issued and Subscribed:		
(a) 473,12,741 (Previous Year 473,12,741) Equity Shares of ₹ 1 each (fully paid up)	473.13	473.13
(b) 80,00,000 (Previous year 80,00,000) 0.1% Redeemable Non-Convertible Cumulative Preference Shares of ₹ 10 each	800.00	800.00
	1,273.13	1,273.13
C. Paid-up:		
(a) 473,12,741 (Previous Year 473,12,741) Equity Shares of ₹ 1 each (fully paid up)	473.13	473.13
	473.13	473.13

D. Rights, Preferences and Restrictions :
(a) Equity shares

The Company has only one class of equity share having a par value of ₹ 1 each (Previous year ₹ 1 each). Each shareholder is eligible for one vote for every share held and is entitled to dividend declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(b) Redeemable non-convertible cumulative preference shares

Each preference share holder is eligible for dividend, in case dividend is declared by the company on other class of shares. Preference shares shall rank senior to all present and future preference shares and/or equity shares issued by the Company. 40,00,000 preference shares shall be redeemed at the option of the Company, at any time within a period not exceeding ten years from the date of allotment on May 17, 2016 and balance 40,00,000 preference shares shall be redeemed not exceeding ten years from the date of allotment on October 07, 2019.

(c) In FY 2019-20, the Company has issued 40,00,000, 0.1% redeemable non-convertible cumulative preference shares of ₹ 10 each fully paid up upon conversion of loan.

In FY 2020-21, the Company has converted 9,58,790 compulsory convertible preference shares into 9,58,790 equity share. After conversion, each holder of equity shares have the same rights as defined in (a) above.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

16 Equity share capital

E. Reconciliation of number of shares outstanding and the amount of share capital

(a) Equity Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	4,73,12,741	473.13	4,73,12,741	473.13
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	4,73,12,741	473.13	4,73,12,741	473.13

(b) 0.1% Redeemable Non-Convertible Cumulative Preference Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	80,00,000	800.00	80,00,000	800.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	80,00,000	800.00	80,00,000	800.00

F. Details of the Shares held by each shareholder holding more than 5% shares

(a) Equity Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	% of holding
1. Mr. Sameer Goel	3,01,37,381	63.70%	3,01,37,381	63.70%
2. Mrs. Deepa Goel	53,18,395	11.24%	53,18,395	11.24%
Total	3,54,55,776	74.94%	3,54,55,776	74.94%

(b) Redeemable Non-Convertible Cumulative Preference Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
1. Enkay Foam Private Limited	80,00,000	100%	80,00,000	100.00%
Total	80,00,000	100%	80,00,000	100.00%

(c) Details of the Promoters Equity Shareholding (Equity Shares)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Number of shares	% of Shares	% Change during the year	Number of shares	% of Shares	% Change during the year
Mr. Sameer Goel	3,01,37,381	63.70%	-	3,01,37,381	63.70%	-
Late Sachin Goel	-	-	-	-	-	-11.24%
Mrs. Santosh Goel	32	-	-	32	-	-
Mrs. Vandana Goel	16	-	-	16	-	-
Mr. Vipul Goel	16	-	-	16	-	-
Mrs. Deepa Goel	53,18,395	11.24%	-	53,18,395	11.24%	11.24%
Total	3,54,55,840	74.94%	-	3,54,55,840	74.94%	-

17 OTHER EQUITY

Particulars	As at March 31, 2024	As at March 31, 2023
a) Security premium		
Balance as at the beginning of the year	608.52	608.52
Changes during the year	-	-
Balance as at the end of the year	608.52	608.52
b) Retained earnings		
Balance as at the beginning of the year	(535.37)	407.18
Profit for the year	(530.87)	(935.22)
Other comprehensive income /(loss) for the year *	17.69	(7.33)
Balance as at the end of the year	(1,048.55)	(535.37)
Total other equity	(440.03)	73.15

* Includes Re-measurement gain/(loss) on defined benefit plans amounting to ₹ 17.69 Lakhs [Previous year (-) ₹ 7.33 Lakhs]

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

18 Non-Current Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	Non Current Portion		Current Maturities	
(a) Secured				
(i) Term loan from banks	364.30	552.90	188.90	199.27
(ii) Car loans from a bank	79.48	92.11	31.17	25.90
(b) Unsecured				
(i) Loans from Companies	1,224.86	1,880.00	-	-
(ii) Loans from Director	472.34	558.55	-	-
	2,140.98	3,083.56	220.07	225.17
Less : Current maturities of long term loans from banks (Note 22)			220.07	225.17
(Total i+ii)	2,140.98	3,083.56	-	-

A. Secured Loans

- Term loan of ₹ 198.49 Lakhs (Previous year ₹ 270.21 Lakhs) availed from HDFC Bank Limited which is repayable in 56 monthly installments beginning from January, 2022 at interest rate @ 9.25% per annum.
- GECL term loan ₹ 34.11 Lakhs (Previous year ₹ 92.92 lakhs) taken from HDFC Bank Limited which is repayable in 35 monthly installments beginning from December, 2021 with interest rate of 9.25% p.a.
- Term Loan of ₹ 320.60 Lakhs (Previous year ₹ 389.53) availed from HDFC Bank Limited which is repayable in 65 monthly installments beginning from August, 2022 at interest rate @ 9.22% per annum.
- Term loans from HDFC Bank Limited are secured by equitable mortgage over the lands ("immovable properties") situated at Bhondsi Village, District- Gurugram, Haryana., and first charge over the entire plant and equipment of the Company and also by way of personal guarantee of Managing Director.
- Car loans from HDFC bank Limited are secured by hypothecation of cars purchased there under and carries interest rate of ranging 7.00% to 8.30% (previous year 7.70% to 8.30%) per annum which are repayable in 60 monthly instalments beginning from date of respective loan.

B. Unsecured Loans

- Loans from compaines carries interest rate 8% to 9.50% per annum (Previous Year : 8% to 9.5% per annum) per annum. Principle repayment schedule has been extended to March 2025 during the previous year.
- Loan from directors carries interest at 6% per annum (Previous Year : 6% per annum). Principle repayment schedule has been extended to March 2025 during the previous year.

19 Other Financial Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
80,00,000 (Previous Year 80,00,000) 0.1% Redeemable non-convertible cumulative preference shares of Rs. 10 each \$	580.71	532.76
	580.71	532.76

\$ Also Refer Note 16-D(b)

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

20 Long Term Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
- Gratuity (Refer Note 38)	126.81	125.34
- Leave Encashment	18.09	19.24
	144.90	144.58

21 Other Non-Current Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Revenue		
- Arising on fair valuation of interest free borrowings and preference shares	134.75	184.80
	134.75	184.80

22 Borrowings - (Current)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Cash Credit Facility from a bank	1,979.08	1,983.19
Current Maturities of Long Term Loans from Banks		
a) from Bank	220.07	225.17
	2,199.15	2,208.36

- (i) Above loans are secured by way of equitable mortgage over the lands ("immovable properties") situated at Bhondsi Village, District-Gurugram, Haryana and interests therein, first charge over the current and future inventories, book debts of the company. and also by way of personal guarantee of Managing Director.
- (ii) The Company has submitted its quarterly returns and statements online via the Banker's portal. However, it has not been able to extract the corresponding correspondence for these submissions. As a result, the necessary disclosures related to the variance between the quarterly returns/statements submitted and the books of accounts could not be provided.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

23 Trade Payables

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Total Outstanding due to Micro and Small Enterprises	4.95	16.54
(b) Total Outstanding due to other than Micro and Small Enterprises	3,993.87	4,642.10
	3,998.82	4,658.64

- (i) Based on the information available as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year

- Principal amount due to micro and small enterprises	0.23	11.81
- Interest due on above	-	4.73
The amount of interest paid by the buyer under MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	4.73
The amount of interest accrued and remaining unpaid at the end of accounting year; and	4.73	4.73
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	4.73

- (ii) For details of payables from related parties, refer note no. 40

(iv) Trade Payable ageing As at March 31, 2024

Particulars	Outstanding for following periods from transaction date				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Trade payable					
(i) MSME	-	4.95	-	-	4.95
(ii) Others	3,547.24	423.05	17.82	5.76	3,993.87
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Payable	3,547.24	428.00	17.82	5.76	3,998.82

As at March 31, 2023

Particulars	Outstanding for following periods from transaction date				Total
	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Trade payable					
(i) MSME	14.09	0.45	1.81	0.18	16.54
(ii) Others	4,531.41	103.92	2.59	4.18	4,642.10
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Payable	4,545.50	104.37	4.41	4.36	4,658.64

- (v) The Company considers its maximum exposure to liquidity risk with respect to vendors as at March 31, 2024 to be ₹ 3998.82 Lakhs (Previous Year ₹ 4658.64 Lakhs).

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

24 Other Financial Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued on borrowings	421.72	272.12
Capital creditors	-	25.95
Employee emoluments	84.91	128.89
	506.63	426.96

25 Other Current Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Contract Liabilities : Advances from customers	100.30	179.74
Statutory Dues	66.24	105.52
Deferred Revenue		
- Arising on fair valuation of interest free borrowings and preference shares	49.99	49.93
Others*	7.86	7.86
	224.39	343.05

*Included Liability towards CSR expenditure ₹ 7.86 Lakhs (Previous Year ₹ 7.86 Lakhs).

26 Short Term - Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
- Gratuity (Refer Note 38)	1.54	1.47
- Leave Encashment	1.11	1.30
	2.65	2.77

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

27 Revenue from Operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Goods		
Active Pharmaceutical Ingredients (API)	10,434.40	12,813.71
Other Operating Income		
Export incentives	53.25	37.89
	10,487.65	12,851.60

The Company is primarily in the business of sale of Pharmaceutical products i.e. APIs. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company evaluates credit limits for the trade receivables on case to case basis and does not allow significant credit period resulting in no significant financing component.

27.1 For disclosures required under Ind AS 115, Refer note 48

28 Other Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income	3.25	2.93
Deferred revenue income	50.00	49.93
Commission received	73.83	48.15
Gain on fair value of investment in mutual funds	-	0.29
Gain on sale of Investments in mutual funds	0.02	-
Unspent liabilities written back	3.91	7.29
Interest on Income Tax Refund	0.45	-
Liabilities no longer required written back	32.27	-
Miscellaneous income*	0.45	12.72
	164.18	121.31

*Miscellaneous income includes scrap sale - Nil (Previous year Rs. 9.78 Lakhs).

29 Cost of Materials Consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Chemicals and packing materials	6,735.80	10,639.34
	6,735.80	10,639.34

30 Changes in Inventories of Finished Goods and Work-in-Progress

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Closing Inventory		
Work-in-progress	1,316.02	1,201.08
Finished goods	607.73	1,512.40
Total (A)	1,923.75	2,713.48
Opening Inventory		
Work-in-progress	1,201.08	734.12
Finished goods	1,512.40	943.14
Total (B)	2,713.48	1,677.26
Decrease / (Increase) in Inventories (B-A)	789.73	(1,036.22)

31 Employee Benefit Expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus etc.	1,381.62	1,475.58
Gratuity expense	32.79	30.69
Contribution to provident and other funds	59.52	65.57
Staff welfare expenses	41.32	68.46
	1,515.25	1,640.30

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

32 Finance Costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Interest on borrowings	444.38	374.10
(b) Interest on Lease obligations	0.26	-
(c) Unwinding charges on preference shares and interest free borrowings	47.95	43.99
(d) Other borrowing costs	12.39	6.41
	504.98	424.50

33 Depreciation and Amortization Expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Depreciation of property, plant and equipment	323.49	327.26
(b) Depreciation on right of use assets	0.87	-
(c) Amortisation of intangible assets	4.87	5.97
	329.23	333.23

34 Other Expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of stores and spares	46.91	105.77
Job charges	20.06	20.29
Power and fuel	525.05	728.67
Insurance	34.49	28.58
Laboratory and testing	65.52	89.37
Rent	37.51	28.46
Rates and taxes	1.84	4.93
Repair and Maintenance		
Machinery	58.42	81.28
Others	67.69	86.12
Travelling and conveyance	147.03	185.55
Legal and professional	143.28	111.18
Advertisement and business promotion	124.31	141.34
Sales commission	68.02	105.35
Auditor's remuneration #		
As auditors	4.80	4.80
For limited review	2.16	2.16
For Tax audit	1.20	1.20
Certification & Other		0.60
Reimbursement of expenses	0.16	0.27
Provision for expected credit loss	-	35.8800
Less: Amount Written off	-	(11.7400)
Provision for doubtful advances		2.00
Advances written off	-	13.82
Net Loss on Foreign Currency Transactions and Translations	7.49	145.36
CSR expenditure	-	0.97
Miscellaneous	139.27	193.56
	1,495.21	2,105.77

35 Exceptional item

During previous year, penalty of Rs. 104.80 Lakhs was imposed by the Haryana State Pollution Control Board for non-compliance with certain regulations. The same was disclosed as exceptional item.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ in Lakhs except EPS)

36 Earnings per share

Particulars		As at March 31, 2024	As at March 31, 2023
A. Basic earning per share			
Profit/ (Loss) for the year	₹	(530.87)	(935.22)
Nominal value of equity shares	₹	1.00	1.00
No of shares at the beginning of the year	Numbers	4,73,12,741	4,73,12,741
Add: Issued during the year	Numbers	-	-
No of shares at the end of the year	Numbers	4,73,12,741	4,73,12,741
Weighted average number of equity shares *	Numbers	4,73,12,741	4,73,12,741
Basic earnings per share of ₹ 1 each	₹	(1.12)	(1.98)
B. Diluted earning per share			
Weighted average number of equity shares	Numbers	4,73,12,741	4,73,12,741
Total weighted average number of equity shares		4,73,12,741	4,73,12,741
Profit/ (Loss) attributable to equity shareholders		(530.87)	(935.22)
Weighted average number of equity shares *	Numbers	4,73,12,741	4,73,12,741
Diluted earnings per share of ₹ 1 each	₹	(1.12)	(1.98)

*There have been no transactions involving Equity shares or Potential Equity shares between the reporting date and the date of approval of these financial statements that would have an impact on the outstanding weighted average number of equity shares as at the year end.

37 Contingent Liabilities, Contingent Assets and Capital Commitments (as identified by the Company)

Particulars		As at March 31, 2024	As at March 31, 2023
A. Contingent liabilities (not provided for) in respect of:			
Claim against the Company not acknowledged as debts			
- Demand raised by VAT department for various matters Order dated 05.10.2017 passed by the Excise and Taxation Officer-cum-Officer Incharge, Information Collection Centre, Jharmari, District S.A.S. Nagar, Mohali, imposing a penalty of ₹11.67 Lakhs purportedly under clause (c) of sub-section (7) of Section 51 of the Punjab Value Added Tax Act, 2005.		11.67	11.67
Total		11.67	11.67

Note: The Company does not expect the outcome of these proceeding to have a materially adverse effect on its financial position. The Company does not expects any payment in respect of the above contingent liabilities.

B. Capital Commitments

Particulars		As at March 31, 2024	As at March 31, 2023
Estimated amount of Contracts remaining to be executed on Capital Account [Net of advances Rs. 7.27 Lakhs (4.18 Lakhs)] not provided for		31.23	51.53
Total		31.23	51.53

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

38 Employee benefits

A. Defined Contribution Plans

Provident and other Funds : During the year, the Company has recognised ₹ 59.52 Lakhs (previous year ₹ 65.57 Lakhs) as contribution to Employee Provident and other Funds in the Statment of Profit and Loss.

B. Defined Benefit Plans - Gratuity

Each employee rendering continuous service of 5 years or more is entitled to receive gratuity amount equal to 15 days of the monthly emoluments for every completed year of service subject to maximum of ₹ 20 Lakhs at the time of separation from the company.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2024. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for defined benefit plans:

	Current Year	Previous Year
(i) Reconciliation of fair value of plan assets and defined benefit obligation:		
Fair value of plan assets	-	-
Defined benefit obligation	128.35	126.80
Net assets / (liability) recognised in the Balance Sheet at year end	(128.35)	(126.80)
(ii) Changes in the present value of the defined benefit obligation are, as follows:		
Defined benefit obligation at beginning of the year	126.80	97.61
Current service cost	23.28	23.68
Interest expense	9.51	7.01
Benefits paid	(7.61)	(11.30)
Actuarial (gain)/ loss arising on obligations due to change in demographic assumptions	-	-
Actuarial (gain)/ loss arising on obligations due to change in financial assumptions	3.29	24.48
Actuarial (gain)/ loss arising on obligations due to change in experience adjustments	(26.93)	(14.69)
Defined benefit obligation at year end	128.35	126.80
(iii) Amount recognised in Statement of Profit and Loss:		
Current service cost	23.28	23.68
Net interest expense	9.51	7.01
Amount recognised in Statement of Profit and Loss	32.79	30.69
(iv) Amount recognised in Other Comprehensive Income:		
Actuarial (gain)/ loss on obligations	(23.64)	9.79
Return on plan assets (excluding amounts included in net interest expense)	-	-
Amount recognised in Other Comprehensive Income	(23.64)	9.79
(v) The Company has no plan assets.		
(vi) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:		
Discount rate (in %)	7.22%	7.50%
Salary Escalation (in %)	8.00%	8.00%
Expected average working lives of employees (in years)	58	58
Expected average remaining working lives of employees (in years)	21.00	22.36

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

38 Employee benefits

(vii) A quantitative sensitivity analysis for significant assumption are given as below :

Sensitivity Level	As at March 31, 2024		As at March 31, 2023	
	+ 0.5%	- 0.5%	+ 0.5%	- 0.5%
Effect of change in discount rate	(6.12)	6.69	(6.14)	6.71
Effect of change in salary escalation	6.61	(6.11)	6.64	(6.14)

- The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.
- Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.
- Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(viii) **Maturity profile of defined benefit obligation :**

	Current Year	Previous Year
Within next twelve months	1.53	1.48
Between one to five years	20.97	17.61
Beyond five years	105.85	109.28

(ix) Weighted average duration (in years) 16.41 17.36

(x) **Description of Risk Exposures:**

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

- Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.
- Discount Rate – Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

39 Segment Reporting

- (a) According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Pharmaceuticals" and substantially sale of the product is within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable. The secondary segment is geographical, information related to which is given as under:

	As at March 31, 2024			As at March 31, 2023		
	Within India	Outside India	Total	Within India	Outside India	Total
Sales (gross)	7,771.62	2,662.78	10,434.40	10,339.73	2,473.98	12,813.71
Trade Receivables (gross)	2,187.88	619.90	2,807.78	2,971.99	139.36	3,111.35

The Company has common assets for producing goods for domestic market and overseas market.

- (b) The Company has one customer (previous year one customer) whose revenue was greater than 10% revenue of the Company's total revenue.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

40 Related Parties

A Related parties and their relationships (as identified by the management)

i) Key Managerial Personnel (KMP) and their relatives

Name	Relationship
Mr. Sameer Goel	Managing Director
Mr. Vipul Goel	Director
Mr. Jagdeep Dhawan	Independent Director
Mrs. Richa Gupta	Independent Director
Mrs. Vandana Goel	Wife of Managing Director
Mr. Arnav Goyal	Son of Managing Director
Mrs. Santosh Goel	Mother of Managing Director
Mr. Lakshay Prakash	Company Secretary (w.e.f. 16.05.2022) and Chief Financial Officer (w.e.f. 10.02.2023 to 08-09-2023)
Mr. Rakesh Chetani	Chief Financial Officer (w.e.f. 09-09-2023)

ii) Entity in which KMP and their relatives has significant influence (where transactions have taken place)

Biotavia Labs Private Limited
 S G Bullion Impex Private Limited

B Transactions with the above in the ordinary course of business

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Remuneration to Key Managerial Personnel \$		
- Short Term Employee Benefits	78.11	60.81
- Defined Contribution Plan	0.43	0.41
\$ Excludes provision in respect of gratuity, leave encashment etc. as the same is determined on an actuarial basis for the company as a whole.		
b) Purchase of goods		
Biotavia Labs Private Limited	60.91	22.30
Actaviaa Labs Private Limited	85.10	-
c) Sale of goods		
Biotavia Labs Pvt Ltd.	1,026.19	275.00
d) Interest Paid/credited		
Mr. Sameer Goel	29.22	34.65
S G Bullion Impex Pvt Ltd.	53.55	68.60
Mr. Vipul Goel	-	7.72
Biotavia Labs Pvt Ltd.	55.74	17.42
e) Loan received		
Mr. Sameer Goel	10.00	150.00
Biotavia Labs Private Limited	375.00	1,161.41
f) Loan repaid		
Mr. Sameer Goel	96.21	191.65
Biotavia Labs Private Limited	895.14	416.41
Mr. Vipul Goel	-	415.00
g) Also refer note refer note 22 for gurantee related transactions		

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

40 Related Parties

C Balances Outstanding

Particulars	As at March 31, 2024	As at March 31, 2023
Mr. Sameer Goel		
- Unsecured loan payable	472.34	558.55
- Interest Payable	89.96	60.74
- Salary payable	1.67	3.05
Mr. Vipul Goel		
- Interest Payable	-	6.95
Mr. Lakshay Prakash		
- Salary payable	0.75	0.77
Mr. Rakesh Chetani		
- Salary payable	2.09	-
Biotavia Labs Private Limited		
- Vendor Payable	33.31	1.43
- Unsecured loan payable	134.86	745.00
- Advance From Customer	-	177.39
- Interest Payable	-	15.68
Actaviaa Biotech Private Limited		
- Vendor Payable	100.41	-
S G Bullion Impex Private Limited		
- Unsecured loan payable	730.00	730.00
- Interest Payable	115.96	62.42

Above amounts are excluding GST unless otherwise stated.

Terms and conditions related to Outstanding balances :

- All outstanding payables are unsecured and payable in cash.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

41 Financial Instruments

- A) Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
(a) Measured at fair value through Profit and Loss				
Financial assets				
Investments - Current	-	-	6.32	6.32
	-	-	6.32	6.32
(b) Measured at amortized cost				
(i) Financial assets				
Other financial Assets				
- Non Current	26.32	26.32	20.28	20.28
- Current	103.12	103.12	193.17	193.17
Trade receivables	2,755.40	2,755.40	3,058.97	3,058.97
Cash and cash equivalents	14.76	14.76	17.77	17.77
Other Bank balances	38.68	38.68	32.08	32.08
	2,938.28	2,938.28	3,322.27	3,322.27
(ii) Financial liabilities				
Borrowings				
- Non Current	2,140.98	2,140.98	3,083.56	3,083.56
- Current	2,199.15	2,199.15	2,208.36	2,208.36
Trade payables	3,998.82	3,998.82	4,658.64	4,658.64
Other financial Liabilities				
- Non Current	580.71	580.71	532.76	532.76
- Current	506.63	506.63	426.96	426.96
Total	9,426.29	9,426.29	10,910.28	10,910.28

The management assessed that cash and cash equivalents, other bank balances, trade and other receivables and trade and other payables 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.

B) Fair value hierarchy

The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1] measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:-

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

a) Financial assets and liabilities measured at fair value - recurring fair value measurements

This section explains the judgements 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.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(i) Financial Instruments measured at FVTPL

As at March 31, 2024	Level 1	Level 2	Level 3	Total
Assets at fair value				
- Investment	-	-	-	-

As at March 31, 2023	Level 1	Level 2	Level 3	Total
Assets at fair value				
- Investment in Equity Shares	1.40	-	-	1.40
- Investment in Mutual Funds	4.92	-	-	4.92

(ii) Financial Instruments measured at amortised cost

As at March 31, 2024	Level 1	Level 2	Level 3	Total
- Preference shares	-	-	580.71	580.71

As at March 31, 2023	Level 1	Level 2	Level 3	Total
- Preference shares	-	-	532.76	532.76

b) Valuation process and technique used to determine fair value

The fair value of investments in quoted equity shares and mutual funds are based on the current bid price of respective investment as at the balance sheet date.

In case of preference shares, the Company has used valuation report of external valuer. Valuation was derived using discounted cash flow method which was based on present value of the expected future economic benefit.

c) Fair value measurements using significant unobservable inputs (level 3)

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated

Type of Financial Instruments	Fair Value as at		Discounting Rate	Significant unobservable inputs	Sensitivity
	March 31, 2024	March 31, 2023			
Preference shares	580.71	532.76	9% (previous year 9%)	Risk-adjusted discount rate	Change of (+) 50 / (-) 50 basis points - Fair value would change by (-)9.50/(+)9.74 Lakhs (Previous year: (-)11.12/(+)11.43 Lakhs) respectively

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

42 Financial risk management objectives and policies

Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely in domestic market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties. The ageing analysis of the trade receivables has been considered from the date the invoice:

Trade Receivables	Outstanding for following periods from transaction date			
	Less than 6 months	6 months -1 year	More than 1 Year	Total
As at March 31, 2024	2,716.69	11.21	79.88	2,807.78
As at March 31, 2023	3,007.03	9.56	94.76	3,111.35

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	52.38	28.25
Impairment loss recognised	-	35.87
Amount written off during the year	-	(11.74)
Balance at the end	52.38	52.38

During the year, the Company has made write-offs ₹ NIL (Previous year ₹ 11.74 Lakhs) of trade receivables, it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

42 Financial risk management objectives and policies

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out in accordance with practice and limits set by the Company. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangement

The cash credit facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in Indian rupee and have an average maturity within a year.

Maturity profile of Financial Liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	< 1 year	1-3 years	3-5 years	> 5 years	Total
Year ended March 31, 2024					
Borrowings	2,199.15	2,054.47	86.51	-	4,340.13
Trade payables	3,998.82	-	-	-	3,998.82
Lease Liabilities	12.13	23.25	-	-	35.38
Other financial liabilities	506.63	400.00	-	400.00	1,306.63
	6,716.72	2,477.72	86.51	400.00	9,680.96
Year ended March 31, 2023					
Borrowings	2,208.36	414.87	2,668.69	-	5,291.92
Trade payables	4,658.64	-	-	-	4,658.64
Other financial liabilities	426.96	-	400.00	400.00	1,226.96
	7,293.96	414.87	3,068.69	400.00	11,177.52

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, borrowings, etc.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company is exposed to interest rate risk because Company borrows funds at both floating interest rates. These exposures are reviewed by appropriate levels of management. The Company regularly monitors the market rate of interest to mitigate the risk exposure. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

	As at March 31, 2024			As at March 31, 2023		
	Increase / Decrease in basis point	Effect on profit before tax	Effect on equity after tax	Increase / Decrease in basis point	Effect on profit before tax	Effect on equity after tax
Borrowings from banks and others	+0.5%	(12.86)	(9.63)	+0.50%	(14.27)	(10.68)
Borrowings from banks and others	-0.50%	12.86	9.63	-0.50%	14.27	10.68

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign currency risk primarily related to raw purchase purchases. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

42 Financial risk management objectives and policies

Exposure to Foreign Currency

The Company has not entered into derivative instruments to hedge their foreign currency contracts. Foreign currency exposure that are not hedged by a derivative instrument as at Balance Sheet are as follows

Unhedged Exposure	Currency	As at March 31, 2024		As at March 31, 2023	
		Foreign Currency	Amount	Foreign Currency	Amount
Trade Receivables	USD	3.29	270.60	1.71	139.36
Trade Payables	USD	(23.95)	(2,011.61)	(34.52)	(2,889.08)
Total		(20.66)	(1,741.01)	(32.80)	(2,749.72)
Trade Receivables	AED	15.91	349.30	-	-
Total		15.91	349.30	-	-

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in AED. The risk is measured through a forecast of highly probable foreign currency cash flows.

Particulars	Currency	As at	As at	As at	As at
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		Profit and Loss		Equity, after tax	
USD sensitivity					
INR/USD- increase by 10%*	USD	(174.10)	(274.97)	(130.28)	(205.77)
INR/USD- decrease by 10%*	USD	174.10	274.97	130.28	205.77
AED sensitivity					
INR/AED- increase by 10%*	AED	34.93	-	26.14	-
INR/AED- decrease by 10%*	AED	(34.93)	-	(26.14)	-

*Holding all other variables constant

Commodity price risk

Commodity price risk for the Company is mainly related to fluctuations in chemical prices linked to various external factors, which can affect the production cost of the Company. Since, the Production costs is one of the primary costs drivers, any adverse fluctuation in chemical prices can lead to drop in operating margin. To manage this risk, the Company places orders, identifying new sources of supply etc. There are no derivatives available for requisite chemicals, in the absence, has to be procured at spot prices. Additionally, processes and policies related to such risks are reviewed and controlled by senior management and requirement are monitored by the procurement team.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

43 Capital Management

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 the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2024 and March 31, 2023.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents. The Company monitors capital using gearing ratio, which is net debt divided by total capital as under:

	As at March 31, 2024	As at March 31, 2023
Equity Share Capital	473.13	473.13
Other Equity	(440.03)	73.15
Shareholders' Fund	33.10	546.28
Non Current Borrowings	2,140.98	3,083.56
Redeemable Non-Convertible Cumulative Preference Shares	715.46	717.56
Current Borrowings	2,199.15	2,208.36
Total debts	5,055.59	6,009.48
Less:-Cash & Cash Equivalents	14.76	17.77
Net debts	5,040.83	5,991.71
Capital & Net Debts	5,073.93	6,537.99
Debt Equity Ratio	152.74	11.00
Capital Gearing Ratio	99.35%	91.64%

44 Tax expense

Reconciliation of effective tax

	For the year ended March 31, 2024	For the year ended March 31, 2023
Net profit/(loss) before tax	(718.37)	(1,238.81)
At India's statutory income tax rate of 25.168% (Previous year:25.168%)	(180.80)	(311.79)
Tax effect of adjustments:		
- Tax effect of allowable and disallowed income and expenses	(6.70)	8.20
Tax expense reported in the statement of profit and loss	(187.50)	(303.59)

45 Recognition of In house Reserch & Development Facility and Expenses incurred:

The Company has set up state of art Reserch & Development centre with the Registered Office Premises but in a separate building/unit at Village: Bhondsi, Tehsil: Sohna, District : Gurgaon, Haryana for development of new Product/processes, improvement in existing product process for cost reduction & to develop new APIs. The same set up was established in 2014-15 at Bhiwadi and subsequently shifted in late 2016 to Gurgaon. The said Facility is duly recognised & approved by Department of Scientific and Industrial Research (DSIR) vide Registration No. TU/IV-RD/4410/2018 dated 22/01/2019. The Company has maintained separate accounts for its R&D Facility and proper record have been maintained as per the Income Tax Rules & as prescribed by DSIR in this regard.

Details of Capital and Revenue expenditure incurred during the year are given below and the same are grouped with respective heads of accounts in Note 3 to 4 and Note 27 to 34 to financial statements.

a) Revenue Expenditure (as identified by the management)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Chemicals & Consumables consumed	35.48	64.02
Employee benefits expense	256.54	290.58
Administration expenses-allocated	133.15	140.80
Depreciation	76.68	75.52
Grand Total	501.85	570.92

b) Capital Expenditure (as identified by the management)

Nil

Nil

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

46 Leases As a Lessee

- (i) The Company recognizes the expenses of short-term leases on a straight-line basis over the lease term. During the year, expenses of ₹ 37.51 Lakhs (previous year ₹ 28.46 Lakhs) related to short-term and low value leases were recognised.
- (ii) There are no income from subleasing right-of-use assets nor any gains or losses from sales and leaseback for the year ended March 31, 2024 and March 31, 2023.
- (iii) There are no variable lease payments for the year ended March 31, 2024 and March 31, 2023.
- (iv) Total cash flow on right to use assets during the year: ₹ 1.01 Lakhs (Previous year: Nil)

47 Disclosure under Ind AS 115

(i) Break-up of revenue from operations:

a) Disaggregation of revenue based on major products:

The Company presented disaggregated revenue based on the geographical location of the customers. Revenue is recognised for goods transferred at a point of time. The Company believes that the revenue disaggregation best depicts point in time. The disaggregation of the Company's revenue from contracts with customers is as under:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from sale of products		
- Within India	7,771.62	10,339.73
- Outside India	2,662.78	2,473.98
Revenue recognised in statement of profit and loss	10,434.40	12,813.71
b) Timing of revenue recognition:		
Products transferred at a point in time	10,434.40	12,813.71
	10,434.40	12,813.71

c) Reconciliation of the amount of revenue recognised in the Statement of Profit and Loss with the contracted price:

Contract price

(i) Sales of products	10,434.40	12,813.71
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Adjustments:

Less : Discount/rebate/ incentives	-	-
Revenue recognised in statement of profit and loss	10,434.40	12,813.71

d) Performance obligations

Sale of products - Revenue from sale of goods is recognised on transfer of goods for a price or all significant risks and rewards of ownership to the buyer which is generally on dispatch of goods from the company in accordance with the terms of sale except where such terms provide otherwise, whereas sales are recognised based on such terms. Gross sales are net of sales return.

- (ii) Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Trade Receivables (refer note 10)	2,807.78	3,111.35
(b) Contract Assets	-	-
Contract liability		
Advance received during the year not recognized as revenue (refer note 25)	100.30	179.74

(c) Advances received from customers - Contract Liabilities

Particulars	For the year ended March 31, 2024	For the Year ended March 31, 2023
Balance as at the beginning of the year	179.74	120.00
Amount received during the year	100.30	180.73
Performance obligations satisfied / written back	(179.74)	(120.00)
Balance as as at the end of the year	100.30	179.74

- (d) Contract liabilities include amount received from customers as per the terms of purchase/sales order to deliver goods. Once the goods are completed and control is transferred to customers the same is adjusted accordingly.
- (e) Advance received from customers are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

48 Other Disclosures
a Ratios and their Elements as per the requirements of Schedule III to Companies Act 2013

SN	Particulars	Numerator	Denominator	2023-24	2022-23	% of variance	Explanation for change in the ratio by more than 25%
a	Current ratio	Current Assets	Current Liabilities	0.88	1.08	-18%	
b	Debt-equity ratio	Total Debt	Shareholder's Equity	131.12	9.69	1254%	Due to decrease in Shareholder's Equity
c	Debt service coverage ratio	Earning for Debt Service	Debt service	11.52%	-7.16%	261%	Due to increase in earning
d	Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	-183.25%	-91.91%	99%	Due to decrease in Shareholder's Equity and loss during the year
e	Inventory turnover ratio	Sales	Average inventory	2.64	3.01	-12%	
f	Trade receivables turnover ratio	Net Sales	Average trade debtors	3.59	4.22	-15%	
g	Trade payables turnover ratio	Net Purchases	Average Trade Payables	1.56	2.45	-37%	Due to decrease in purchases
h	Net capital turnover ratio	Net Sales	Working Capital	(12.99)	20.18	-164%	Due to decrease in working capital
i	Net profit ratio	Net Profits after taxes	Net Sales	-5.09%	-7.30%	-30%	Due to decrease in loss
j	Return on capital employed	Earning before interest and taxes	Capital Employed	-4.88%	-13.95%	-65%	Due to decrease in loss
k	Return on investment	Dividend or gain on sale of investments	Average investments	-	1.17%	-100%	Due to decrease in investment income

b Details of Benami Property held:

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

c Willful Defaulter:

The Company has not been declared as Willful Defaulter by any Bank or Financial Institution or other Lender.

d Relationship with Struck off Companies :

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the current and previous year.

e Compliance with number of layers of companies:

The Company has no subsidiary therefore compliance u/s (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 related to the number of layers is not applicable to the Company. Rules, 2017.

f Utilisation of Borrowed funds and share premium:

During the financial year ended March 31, 2024 and March 31, 2023, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable.

- (i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested during the year (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") during the year, 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.
- (ii) No funds (which are material either individually or in the aggregate) have been received during the year by the Company from any person or entity, including foreign entity ("Funding Parties") during the year, 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.

Notes to Financial Statements for the Year Ended March 31, 2024

(₹ Lakhs)

g Undisclosed Income:

The Company does not have any transaction, not recorded in the books of accounts that has been surrendered or disclosed as income during the year and in previous year in the tax assessments under the Income Tax Act, 1961 .

h Details of Crypto Currency or Virtual Currency:

The Company have not traded or invested in crypto currency or virtual currency during the year ended March 31, 2024 and March 31, 2023.

i Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

j Scheme of arrangement

The Company has not entered into any scheme of arrangement which has an accounting impact on current financial year.

k Core Investment Company (CIC)

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Based on the information and explanations provided by the management of the Company, the Group has no CICs as part of the Group.

49 Corporate Social Responsibility

	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Amount required to be spent by the company during the year	-	0.97
(ii) Amount of expenditure incurred	-	-
(iii) Shortfall at the end of the year	-	0.97
(iv) Total of previous years shortfall	7.86	6.89
(v) Reason of shortfall	NA	NA
(vi) Nature of CSR activities	-	-
(vii) Details of related party transactions	-	-
(viii) Movement Provision made for contractual obligation	-	-

a. Unspent amount of Rs. 0.97 Lakhs for the financial year 2022-23 towards Corporate Social Responsibility ("CSR") other than ongoing projects requiring to be transferred to a Fund specified in Schedule VII to the Companies Act, 2013 to comply with second proviso to sub-section (5) of Section 135 of the Companies Act, 2013.

b. Unspent CSR amount Rs. 6.89 Lakhs for financial year 2021-22 related to ongoing projects, remained outstanding for transfer to special account to comply with the provision of section 135(6) of the Companies Act, 2013.

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Reg. No. 302049E

For and on behalf of Board of Directors

Chanderkant Choraria

Partner

Membership No. 521263

Place: Noida (Delhi-NCR)

Date: May 30, 2024

Sameer Goel

Managing Director & CEO

DIN: 00161786

Rakesh Chetani

Chief Financial Officer

Vipul Goel

Director

DIN: 00064274

Lakshay Prakash

Company Secretary & Compliance Officer

M.No. 45366

Jagdeep Dhawan

Director

DIN: 00778235

