

Ref :Corp.sec/2022-23/BSE/245

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited,  
Phirojshah Jeejobhoy tower,  
Dalal Street,  
Mumbai-400001

Date: 07/09/2022

Sub: 37<sup>th</sup>Annual Report of Sandu Pharmaceuticals Limited pursuant to Regulation 34(1) of SEBI (LODR) Regulation 2015.

Sir,

Please find attached herewith Soft Copy of the 37<sup>th</sup>Annual Report as required to be submitted pursuant to regulation 34(1) of the SEBI (LODR) Regulation 2015.

You are requested to take the same on record and oblige.

Thanking you,

Yours Faithfully,

**FOR SANDU PHARMACEUTICALS LTD.**

PRATIKA  
PRATHAMESH  
MHAMBRAY  
Digitally signed by  
PRATIKA  
PRATHAMESH  
MHAMBRAY  
Date: 2022.09.07  
15:15:04 +05'30'

Company Secretary

Encl: - As Above



# **37<sup>th</sup>**

# **ANNUAL REPORT**

## **2021-2022**

**SANDU PHARMACEUTICALS LTD**

# World Ayurveda Congress Gandhinagar Gujarat



## Breast Cancer Awareness Camp



## Safety Week Organized



**CHAIRMAN SPEECH**

It is with Great pleasure that I Welcome you all to this 37<sup>th</sup> Annual General Meeting of Sandu Pharmaceuticals Limited Your Company. Thankyou for your Presence today through Audio/Video mode and for your continued support which is critical to the success of your Company.

The nation continued its strong recovery from the pandemic, albeit interrupted by a virulent second wave of infections and a relatively milder third wave. The Indian pharma market witnessed a parallel recovery along with GDP growth and we are optimistic about the prospects of long term growth owing to increasing accessibility and expanding health infrastructure across the country. Sandu Pharmaceuticals Limited has been privileged to play a role in providing access to Covid related treatments and has also contributed to strengthening our medical services infrastructure during the pandemic

We have rolled out a series of initiatives across our operations to prevent the spread of infection, by introducing products with revised and improved formulations.

The Economy made a good recovery post Covid with most countries trying to bounce back to good growth driven by consumer connect initiatives, cost efficiencies, and innovation. With the consumers becoming more health conscious, we expects to see good momentum. Today the penetration of healthcare products is low compared to the developed markets, so there is a opportunity to grow. Due to increased demand, we have geared up our manufacturing capacities in products like Sandu Chawanprash and Makarprash and Kumarvin to meet the surge in demand For other products too the Company is ready to meet the enhanced demand.

I am happy to inform you that our company has shown a 11.49% jump in Sales.

“Continued investments behind in key products and increasing distribution footprint, coupled with a structured and balanced approach to cost management, helped Your/ The Company to overcome the challenging situations of Covid in the year gone by.

We are seeing revival in the overall Classical Ayurvedic products category.

E-commerce vertical is showing great promise and sales are up 100% year-on-year.

Presently the Company's Products are being sold through leading Ecommerce market places and Company is actively in touch with other leading Ecommerce Market places for its products to be sold through them. We are also gearing up to sell through Company's own ecommerce market places.

With Regards,

**Shri K Vinay Kumar**  
**Chairman**  
**DIN:02322747**

## Thirty Seven Annual Report 2021-22

CORPORATE INFORMATION	
CIN	L24233GA1985PLC001587
Website	www.sandu.in
Email Id	corp.sec@sandu.in
Contact No	+91 832 6715017

BOARD OF DIRECTORS	
K. VinayKumar	(DIN: 02322747)
Dilip R. Salgaocar	(DIN: 00044240)
Dr. Krishna B. Deshpande	(DIN: 06557518)
Dr. Mrs. Shubhada P. Sandu	(DIN: 07148834)
Dr. Madan L. Kapre	(DIN: 03113515)
Shashank B. Sandu	(DIN: 00678098)
Umesh B. Sandu	(DIN: 01132141)

BOARD COMMITTEES		
Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
K. Vinay Kumar	Dr Madan L Kapre	Shashank B Sandu
Dilip R Salgaocar	Dilip R Salgaocar	Dr Madan L Kapre
Dr Madan L. Kapre	K. Vinay Kumar	Umesh B Sandu
Umesh B Sandu	Shashank B Sandu	

COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
Pratika Mhambray	Rakesh Parekh

AUDITORS	
STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s Dileep and Prithvi Dahanukar Bldg, 3 <sup>rd</sup> Floor 480, Kalbadevi Road, Mumbai 400 002 FRN:122290W	Swapnil J Dixit and Associates 57/B, Venkatesh Prasad Building, above Corporation Bank, Bordem, Bicholim, Goa 403504 M.NO ACS34739 C.P.NO 12942

SOLICITORS & ADVOCATES	INTERNAL AUDITORS
M/s Madekars & Co Advocates & Solicitors, Engineer House, First Floor, 86, Mumbai Samachar Marg, Fort, Mumbai 400 023 Tel (022) 2267 7217 fax (022) 2265 7712	M/s Akhil Pai & Co CT1, Block C, Gardenia Elite Residency, Mapusa 403507
	Uday & Uday, Chartered Accountant 201-A, masunda Society, Next to ZP Office, Suhash Road, Thane (W) 400601

BANKERS
<b>HDFC Bank (upto 01<sup>st</sup> Day of February 2022).</b> HDFC Bank Housesenapati Bapat Marg, Lower Parel West, Mumbai, Maharashtra, 400013

Registrar and Share Transfer Agent
M/s Link Intime India Private Limited Add: C101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 Tel: 022 - 4918 6270 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://linkintime.co.in">linkintime.co.in</a>

ADDRESS	
Registered Office	Corporate Office
Sandu Pharmaceuticals Limited Plot No.25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa- 403 511	Sandu Pharmaceuticals Limited Sandu Nagar, D.K. Sandu Marg Chembur, Mumbai 400 071

INE: 751D01014

37 <sup>th</sup> ANNUAL GENERAL MEETING	
Date	30 <sup>th</sup> September 2022
Time	4.30 pm
Venue	Sandu Pharmaceuticals Limited Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao Bardez Goa 403511

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## NOTICE

NOTICE is hereby given that the 37<sup>th</sup> ANNUAL GENERAL MEETING of Sandu Pharmaceuticals Limited (CIN:L24233GA1985PLC001587) will be held on Friday, 30<sup>th</sup> September, 2022 at 4:30 p.m. through Video conferencing ("VC")/ other Audio Visual means (OAVM) to transact the following business:

## ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the Financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:-

**"RESOLVED THAT** the Audited Financial Statement of the Company for the Financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To Appoint Shashank B Sandu (DIN:00678098), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shashank B Sandu (DIN:00678098), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

3. To declare a dividend on equity shares for the financial year ended March 31, 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** a Dividend at the rate of 0.75 paisee (Seventy Five Paisee) on per Equity Shares constituting 7.5% to paid up capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company."

## SPECIAL BUSINESS

4. To Approve/Place, Related Party Transactions between Sandu Pharmaceuticals Limited and Sandu Brothers Private Limited.

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013 read with Rules made thereunder as may be amended from time to time and any other applicable provisions of the Companies Act 2013 and Regulation 23 read with sub regulation (8) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations") (including any amendments(s) or modification(s) or re-enactment thereof} and with the approval of Audit Committee and Board of Directors of the company be and is hereby accorded to Material Related Party Transactions (including contracts and arrangements) entered into with Sandu Brothers Private Limited which was approved by the Members at the Annual General Meeting convened in the year 2019 for availing and rendering of services and Royalty Payment respectively subject to the maximum transaction limit of ₹ 70 crores p.a. clubbed together for all the transactions between the Related Parties and in the year 2021, for Royalty Payable to Sandu Brothers may exceed 5% of Annual Consolidated Turnover but it should not exceed ₹ 5 Crores.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such deeds and matters and things (including delegation of such authority) as may be deemed necessary or expedient to give effect to this resolution and for the matter connected thereto or incidental thereto."

## 5. Ratification of Cost Auditor's Remuneration

To consider and approve Ratification of Cost Auditor's Remuneration and in this regard to consider & if thought fit and fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and other applicable provisions of SEBI (Listing

## Thirty Seven Annual Report 2021-22

Obligation and Disclosure Requirement) Regulations 2015 the Company hereby ratifies the remuneration of ₹ 1,00,000(₹ One Lakhs Only) exclusive of GST and TDS, payable to M/s. Shekhar Joshi & Co, Cost Accountants appointed by the Board of Directors as Cost Auditors of the Company to conduct Cost Audits with Cost records of the Company for the year ending 31<sup>st</sup> March, 2023.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of Board of Directors  
For Sandu Pharmaceuticals Limited**

sd/-

**Pratika Mhambray  
Company Secretary  
M No:A36512**

Dated: Mumbai

Place: 12/08/2022

**Registered Office:**

Sandu Pharmaceuticals Limited

Plot No.25, 26, 29 & 30

Pilerne Industrial Estate, Marra

Bardez, Goa- 403 511

CIN: L24233GA1985PLC001587

Tel: +91 832 6715017

Email: corp.sec@sandu.in

**NOTES:**

1. 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 EGM/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 EGM/AGM through VC/OAVM.
2. 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 EGM/AGM. However, the Body Corporate are entitled to appoint Authorised Representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM/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 EGM/AGM will be provided by NSDL.
6. 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.sandu.in](http://www.sandu.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com).
7. EGM/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.
8. **Book Closure and Dividend:**
  - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September 2022 to Friday, 30<sup>th</sup> September 2022 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after Tuesday, 25<sup>th</sup> October 2022, as under:
    - (i) To all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as on Friday, 23<sup>rd</sup> September 2022.
    - (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company as on Friday, 23<sup>rd</sup> September 2022.
9. Members are requested to intimate changes, if any pertaining to their names, Postal Address, Email Address, Telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the



bank and branch details, bank account number, MICR code, IFSC code, etc, to their Depository Participant in case the shares are held in electronic form and to M/s. Link in time Private Limited, in case the shares are held in physical form.

### 10. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

### 11. **Payment of Dividend through electronic means:**

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent -M/s. Link In time India Private Limited on or before Tuesday, 20<sup>th</sup> September 2022.

(b) Members holding shares in electronic form are

requested to provide the said details to their respective Depository Participants on or before Tuesday, 20<sup>th</sup> September 2022

(c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

12. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

13. Members who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary, so as to reach the Company on or before Tuesday, 20<sup>th</sup> September 2022 on or before 05:00 pm. Such Queries will be replied to by the course of the AGM or through separate email after AGM.

### 14. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

### 15. **Nomination Facility:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to [dividend.tds@sandu.in](mailto:dividend.tds@sandu.in) latest by 11:59 P.M. (IST) on or before Friday, September 30<sup>th</sup>, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Format of Form 15G/Form 15H are available on the website of the Company [www.sandu.in](http://www.sandu.in).

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [dividend.tds@sandu.in](mailto:dividend.tds@sandu.in). The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Friday, September 30<sup>th</sup>, 2022.

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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

The remote e-voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 10:00 A.M. and ends on Thursday, 29<sup>th</sup> September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 24<sup>th</sup> September 2022 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 Friday, 23<sup>rd</sup> September 2022.


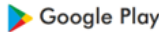


### How do I vote electronically using NSDL e-Voting system?

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.

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. <b>NSDL</b> 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 &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 General 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 [sjdixit@gmail.com](mailto:sjdixit@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [corp.sec@sandu.in](mailto:corp.sec@sandu.in).
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 [corp.sec@sandu.in](mailto:corp.sec@sandu.in). 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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

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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 corp.sec@sandu.in. The same will be replied by the company suitably.
6. Any Shareholder who intends to be added as Registered Speaker at the Annual General Meeting is requested to inform the Company in writing latest by 26<sup>th</sup> September 2022 by 05:00 p.m.
7. Other Instructions
  - a) The Company has appointed CS Swapnil Dixit, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the Meeting unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.
  - b) The Results shall be declared after the Annual General Meeting of the Company. The results

declared along with the Scrutinizer's Report shall be placed on the company's website [www.sandu.in](http://www.sandu.in) and on the website of NSDL <https://www.evoting.nsdl.com> within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

- c) Subjected to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Annual General Meeting i.e 30/09/2022.

**By order of Board of Directors  
For Sandu Pharmaceuticals Limited**

**Sd/-  
Pratika Mhambray  
Company Secretary**

Dated: 12/08/2022  
Place: - Mumbai

**Registered Office:**  
Sandu Pharmaceuticals Limited  
Plot No. 25, 26, 29 & 30  
Pilerne Industrial Estate, Marra  
Bardez, Goa- 403 511  
CIN: L24233GA1985PLC001587  
Tel: +91 8326715017  
Email: corp.sec@sandu.in



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:**
**Resolution No 4:**

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 (the SEBI Listing Regulations) approval of the Members through Ordinary resolution is required for all material related party transactions even if they are entered into in the Ordinary course of business and on arms length basis. For this purpose, a transaction is considered as material if the transaction is entered into individually or taken together with the previous transactions during the financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements of the Company and 5% of the annual consolidated turnover of the company as per the last audited financial statements of the Company for Royalty.

The Company has Related Party Transaction agreement in force for rendering and availing the service and Royalty Agreement upto 30<sup>th</sup> September 2024 which is duly approved by Shareholders at the Annual General Meeting.

Pursuant to Regulation 23(8) of SEBI (Listing Obligation and Disclosure Requirement ) Regulation 2015 all existing material related party contract or arrangement entered into prior to date of Notification of the amended regulation which may continue beyond such date shall be placed for approval of Shareholder in the First General Meeting subsequent to the notification of these regulations, Pursuant to which the All Related Party Transactions between Sandu Pharmaceuticals Limited and Sandu Brothers Private Limited has been placed before the Shareholder for its approval.

Following are the contracts which are material in nature and require the approval of the unrelated shareholders of the Company by Ordinary Resolution.

Sr No	Name of the Related Party	Maximum value of the transactions per annum	Nature of material terms/particulars of the contract or arrangements.
1.	Sandu Brothers Private Limited	70 crores	1. Purchase/sale of finished goods 2. Royalty Payment to Sandu Brothers Pvt Ltd. 3. Any other availing or rendering of services
2.	Sandu Brothers Private Limited	5 crores	Royalty payment to Sandu Brothers Private Limited for brand usage.

The other related information as envisaged under the Company's (Meeting of Board and its Power) Rules and SEBI(LODR), and any amendments thereto are below mentioned.

Particulars	Information
Name of the related party	Sandu Brothers Private Limited
Nature of relationship	Directors /Relative of Directors are Member
Name of the Director or Key Managerial Personnel who is related, if any.	Shri Shashank Sandu Shri Umesh Sandu Dr Shubhada Sandu
Nature of Related Party Transactions with Sandu Brothers Private Limited	The transaction below mentioned is in the ordinary course of business and at the arm length basis.  1. Purchase/Sale of Finished Goods 2. Availing or Rendering of services 3. Royalty payment to Sandu Brothers Private Limited for Brand usage.
Material terms of the Contract/arrangements/transactions/ Duration of these RPT's	The Agreement has been entered into Sandu Pharmaceuticals Ltd and Sandu Brothers Pvt Ltd for Availing and Rendering of service for the period from 01 <sup>st</sup> March 2019 to 30 <sup>th</sup> September 2024

	The Royalty agreement has been entered into between Sandu Pharmaceuticals Limited and Sandu Brothers Private Limited for the term of 3 years i.e from 01st October 2021 to 30 <sup>th</sup> September 2024. The royalty payment to be made to Sandu Brothers Private Limited may exceed 5 per cent of the Annual Consolidated turnover of the Company but should not exceed ₹ 5 crore annually.
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The Board of Directors accordingly recommends the resolution as mentioned in item no 04 of this notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Shri Umesh B Sandu, Shri Shashank B Sandu, DR Mrs Shubhada P Sandu is concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Resolution set out at Item No. 04 of the Notice for approval by the Members.

**Resolution No 5:**

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 07TH July 2022, has appointed Shekhar Joshi & Co, as Cost Auditor for conducting the Cost Audit for the financial year April 2022 to March 2023, on a remuneration of 1,00,000/- (Rupees One Lakhs only) exclusive of applicable

taxes and reimbursement of out-of-pocket expenses at actual.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No.5 of the Notice. The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 5 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

**By order of Board of Directors  
For Sandu Pharmaceuticals Limited**

sd/-  
**Pratika Mhambray**  
**Company Secretary**  
**M No:A36512**

Dated: Mumbai  
Place: 12/08/2022

**ANNEXURE TO THE NOTICE**

Particulars and additional information of the Directors seeking Appointment/Re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings:

<b>Particulars</b>	<b>Resolution No 2</b>
Name of the Director	Shri Shashank B Sandu
Date of Birth	20 <sup>th</sup> January 1964
Nationality	Indian
Date of appointment/Reappointment on the Board	01/06/2011
Qualifications	M com, MBA
Expertise in specific functional area	Shri Shashank B Sandu (DIN:00678098) possesses a Masters degree in Commerce and Masters Degree in Marketing. He has wide experience in areas of Marketing, International Marketing and Finance. He is an International speaker in different countries on Ayurveda and Herbal Sector, Member of Ayush Advisory Panel of Pharmexcil, Treasurer of Ayurvedic Drugs Manufacturers Association, Special invitee to Sub-Committee on Research and Industry of the Steering Committee of AYUSH of the 12 <sup>th</sup> five year plan, Commission of Government of India.
Number of shares held in the company	11,32,255
List of the directorship held in other companies	The Bombay Presidency Golf Club Limited
Chairman/Member in the Committee of the Boards of Companies in which he is Director(including Pvt Company)	<ol style="list-style-type: none"> <li>Chairman of Stakeholders Relationship Committee of Sandu Pharmaceuticals Limited.</li> <li>Member of Nomination and Remuneration Committee of Sandu Pharmaceuticals Limited</li> </ol>

## Thirty Seven Annual Report 2021-22

### DIRECTOR'S REPORT

#### TO THE MEMBERS,

The Directors have pleasure in presenting before you the **THIRTY SEVEN** Annual Report of **SANDU PHARMACEUTICALS LIMITED** together with Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2022.

Further This is to inform you that Company has incorporated wholly Owned Subsidiary of Sandu Pharmaceuticals Limited Named M/s SANDU PHYTOCEUTICALS PRIVATE LIMITED on 27<sup>th</sup> August 2022 for expansion of Business Activities.

#### 1. FINANCIAL RESULTS:-

The Company's financial performance, for the year ended March 31, 2022 is summarized below:

(in Lakhs)

Particulars	2021-22	2020-2021
Revenue from Operations (Gross)	6550.05	5875.54
Other Income	8.28	19.34
Total Income	6558.33	5894.89
Total Expenses	6326.66	5726.80
Profit/(loss) before exceptional items and tax	231.67	168.09
Exceptional Items / Prior Period Adjustment	0	0
Profit/Loss Before Tax	231.67	168.09
Tax Expenses		
Current Tax	(69.59)	(55.71)
Deferred Tax	(3.13)	(2.95)
Short/(excess) tax provision	0	(0.17)
Profit/(Loss) for the Period	158.93	109.25
Total Other Comprehensive Income (Net of Tax)	36.75	52.42
Total Comprehensive Income for the period (Net of Tax)	195.68	161.66
<b>Earnings per equity shares</b>		
Basic	1.99	1.54
Diluted	1.87	1.54

#### 2. REVIEW OF OPERATIONS (in lakhs)

In the financial year 2021-22, the company achieved an Income from operations of ₹ 6558.33 as compared to ₹ 5894.89 in the previous year.

Profit before tax was ₹ 231.67- for the year ending 31<sup>st</sup> March, 2022 as compared to Profit of ₹ 168.09 in the previous year.

Profit after tax was ₹ 158.93 for the year ended 31<sup>st</sup> March, 2022 as compared to a Profit of ₹ 109.25 in the previous year.

There were no material changes and commitments affecting the financial position of the Company from the end of the financial year till the date of the Directors Report.

#### 3. SHARE CAPITAL:

##### (A) Authorised Capital:

The Authorised Share Capital of the Company as on 31<sup>st</sup> March 2022 is ₹ 10,00,00,000 (₹ Ten Crores Only).

##### (B) Further Issue of Share Capital

The Company has issued Equity Warrants to be converted into Equity Shares at any time during the period of 18 months from the date of allotment of Warrants convertibles into Equity Shares , in one or more tranches **vide** shareholders approval dated 30<sup>th</sup> September 2020.

The Company has issued 25,79,990 Nos of Equity Warrants to the allottees **vide** approval of Warrants and Share Allotment Committee dated 30<sup>th</sup> March 2021.

1. Further First Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 31<sup>st</sup> March 2021 and 8,39,997 nos of Equity Warrants into Equity Shares were allotted.

The Paid up Capital of the Company has increased from 7,08,10,000 to 7,92,09,970 post first tranche of Equity Warrant conversion into Equity Shares but Authorised Capital of the Company is unchanged.

2. Second Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 02<sup>nd</sup> March 2022 and 8,39,997 nos of Equity Warrants into Equity Shares were allotted.

The Paid up Capital of the Company has increased from 7,92,09,970 to 8,81,06,640 post Second tranche of Equity Warrant conversion into Equity Shares but Authorised Capital of the Company is unchanged.

3. Third Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 14<sup>th</sup> July 2022 and 8,50,326 nos of Equity Warrants into Equity Shares were allotted.

The Paid up Capital of the Company has increased from 8,81,06,640 to 9,66,09,900 post Third tranche of Equity Warrant conversion into Equity Shares but Authorised Capital of the Company is unchanged.

#### **4. DIVIDEND:**

The Board recommend a dividend of 0.75 paisee per equity shares (7.5% to the Equity Share Capital of the Company for the year ended on 31<sup>st</sup> March 2022 As per Finance Act 2020 Dividend is taxable in the hands of the Shareholders .Dividend on Equity Shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting.

#### **5. RISK MANAGEMENT:**

The Board has laid down a clear Risk Management Policy to identify potential business risks and install effective mitigation processes to protect Company's assets and business Risks. Risk Management Policy and the details of this policy are available on the website of the Company under the web link <https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf>

#### **6. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has adequate Internal Financial Control Systems, commensurate with the size, scale and complexity of its operations. The Management evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company on an ongoing basis.

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

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Whistle Blower. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints

were received during the year. Whistleblower Policy approved and adopted by the Board of Directors which can be accessed in our website <https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf>

#### **8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:-**

Shashank B Sandu holding DIN:00678098 (Non Executive Director) retires by rotation and, being eligible offer himself for Re appointment.

All independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

#### **8.1 BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been given in the Corporate Governance Report. The Weblink of familiarization Programme undertaken for Independent Director is also available <https://sandu.in/wp-content/uploads/2022/08/Familiarisation-Programme-for-Independent-Director-2021-22-1.pdf>.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the Management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board Members and motivating and providing guidance to the Managing Director/Executive Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

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### 8.2 NOMINATION AND REMUNERATION POLICY

The policy of the Company on Directors Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matter, as required under sub section (3) of Section 178 of the Companies Act, 2013 is available on our website <https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf>

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

### 8.3 MEETINGS

During the year 6(Six) Board Meetings and 6(Six) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the

Meetings was within the period prescribed under the Companies Act 2013.

### 8.4 AUDIT COMMITTEE

The details of the Composition of the Audit Committee are given in the Corporate Governance Report. During the year all the recommendations of the Audit Committee were accepted by the Board.

### 8.5 POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all Listed companies. All our Corporate Governance policies are available on our website [www.sandu.in](http://www.sandu.in). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

Name of the Policy	Brief Description	Web link
Whistleblower Policy	The Company has adopted the whistleblower mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected frauds, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the fiscal 2016	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf</a>
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Director (Executive/Non Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees.	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf</a>
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	<a href="https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Related_Party_Transaction_Policy.pdf">https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Related_Party_Transaction_Policy.pdf</a>
Insider Trading Policy	The Policy provides framework in dealing with securities of the Company	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf</a>
Policy for determining Materiality of event or Information	This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the Management of Sandu Pharmaceuticals Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Determining_Materiality_of_Events_Information.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Determining_Materiality_of_Events_Information.pdf</a>
Archival Policy	The Policy deals archival of corporate records of Sandu Pharmaceuticals Limited	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Archival_Policy.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Archival_Policy.pdf</a>
Board Diversity Policy	This policy aims to set out the approach to achieve diversity on the Board of Directors ("Board") of Sandu Pharmaceuticals Limited	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy-on-Board-Diversity.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy-on-Board-Diversity.pdf</a>
Risk Management Policy	The Risk management policy of Sandu Pharmaceuticals Limited will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.	<a href="https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf">https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf</a>

**9. DIRECTORS RESPONSIBILITY STATEMENT:-**

In accordance with the provisions of section 134(3) (c) read with section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) In the preparation of annual accounts, for the year ended 31<sup>st</sup> March 2022, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March, 2022 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The annual accounts have been prepared on a 'Going Concern Basis'.
- e) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and are operating effectively and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**10. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

**11. THE AMOUNT IF ANY WHICH IT PROPOSES TO CARRY TO ANY RESERVE**

The Company has not transferred any amount to Reserve and hence it is NIL.

**12 RELATED PARTY TRANSACTIONS:**

The Related Party Contracts entered into between Related Parties, does not fall under the ambit of Section 188(1) of the Act.

All the Related Party Transactions entered during the financial year were at arm's length and in the ordinary course of business. In compliance with the provisions of the Companies Act 2013 and Regulation 23(2) of the SEBI Regulation 2015, all Related Party Transactions had been placed before the Audit Committee for prior approval. Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 information pertaining to Related Parties are given in Form AOC-2 as Annexure I of this Report.

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

There were no significant material orders passed by the Regulators/Courts which could impact the going concern status of the Company and its future operations.

**14. AUDITORS**

**14.1 STATUTORY AUDITORS**

M/s Dileep and Prithvi, are the Statutory Auditor of the Company appointed for the term of 5 years i.e for the Financial Year 2021-2026 as recommended by Members of Audit Committee / Board of Directors and subsequently approved by the Members at the 36<sup>th</sup> Annual General Meeting.

**14.2 SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Shri. Swapnil Dixit, Company Secretary in practice to undertake the Secretarial Audit of the Company for the Financial Year 2021-22. The Secretarial Audit report for the financial year 2021-22 is annexed herewith as "ANNEXURE B".

**15. INTERNAL COMPLAINTS COMMITTEE**

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for Redressal of complaints against sexual harassment and there were no complaints received during the financial year.

**16. DISCLOSURE REQUIREMENTS**

Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015



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- Management Discussion and Analysis is annexed as "ANNEXURE A" to the report
- Secretarial Audit Report as "ANNEXURE B".
- As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, a separate section on the corporate governance is annexed as "Annexure - C"
- Auditors Certificate on Corporate Governance "Annexure -D"
- Certificate from Chief Financial Officer under Regulation 17(8) of SEBI (LODR) Regulation "Annexure -E",
- Declaration from Managing Director "Annexure F"
- Certificate of Non Disqualification of Director "Annexure G"

### 17. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

#### A) CONSERVATION OF ENERGY:

- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- No specific investment has been made in reduction in energy consumption.
- As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
- The required data with regard to conservation of energy as applicable to our company is furnished below:

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
<b>1. ELECTRICITY</b>		
Purchased (units)	298,054	3,47,199
Total Amount ₹	21,33,008	22,43,514
Rate/Units in ₹	7.16	6
<b>2. FUEL CONSUMED</b>		
Quantity- Furnace Oil	58,240	77,230
LDO	24,000	-
Diesel	4,300	3,600
Total amount-		
Furnace Oil	25,25,533	23,30,228
LDO	14,86,080	-
Diesel	38,94,81	2,71,356

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Rate per Ltr-		
Furnace Oil	43.36	30.17
LDO	61.92	-
Diesel	90.58	75.38

#### B) TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

#### C) FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was no foreign exchange earnings or out flow.

### 18. EXTRACT OF ANNUAL RETURN

As provided under section 92 (3) of the Act, the extract of the Annual Return in form MGT- 9 is annexed herewith as "Annexure H" which forms part of this report.

As per the requirement of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management & Administrative) Rule, 2014 .The Annual Return in the prescribed form is available on the Companies Site [www.sandu.in](http://www.sandu.in)

### 19. STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The information required under section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is annexed as "Annexure - H" to this report.

### 20. FIXED DEPOSITS:-

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014 during the financial year 2021-22.

### 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

The Company has not given any loans or guarantees covered under the provisions of section 186 of the

Companies Act, 2013. The details of the Investments made by the Company are given in the notes to the financial statements.

**22. PARTICULARS OF CONTRACT OR ARRANGMENTS WITH RELATED PARTY**

The Company has Related Party Transaction with Sandu Brother Private Limited which is in ordinary course of Business and on Arm Length Basis.

**23. CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code of Conduct for Directors has been posted on <https://sandu.in/image/catalog/info-pages/Announcement/policies/Code-of-Conduct-for-Directors.pdf> and for Senior <https://sandu.in/image/catalog/info-pages/Announcement/policies/Code-of-Conduct-for-Senior-Management.pdf>.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the designated employees and personnel have confirmed compliance with the Code. The Declaration signed by the Managing Director pursuant to Regulation 26(3) read with Schedule V (Part D) of the SEBI (LODR) Regulation 2015 is published in this report.

**24. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and Designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code. Code of Conduct for Prohibition of Insider Trading is available on website of the Company under the web link <https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf>

**25. PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

**26. AUDITORS REPORT AND SECRETARIAL AUDIT REPORT**

The Statutory Audit Report and Secretarial Audit Report doesn't contain any qualification, reservation or adverse remarks.

**27. ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**For and on behalf of Board of Directors  
of Sandu Pharmaceuticals Limited**

Sd/-

**Shri Umesh B Sandu**  
DIN:01132141  
Managing Director

Dated: 12.08.2022  
Place: Mumbai

Sd/-

**Shri Shashank B Sandu**  
DIN:00678098  
Director

**ANNEXURE-A**

**MANAGEMENT DISCUSSION AND ANALYSIS:-**

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, your Directors wish to report as follows:-

**i. Industry Structure & Development:**

The Ayurvedic medicines industry has remained a highly fragmented industry with many cottage industry players. A large part of the medicine manufacture process has been passed on through traditions. The propagation of the industry has been without any significant governmental support for a long time.

The economic policies of the Government and political situation in the country are quite favorable to the present business of your Company. The launch of the National Ayush Mission in the current year can be expected to boost awareness and usage of Ayurvedic medicines in the country.

As one of the first companies to have instituted scientific methods to establish large scale manufacturing practices, Sandu Pharmaceuticals is well poised to take advantage of these developments.

There is also a gradual shift towards Ayurveda and more and more people are opting for Ayurvedic medicines. This is expected to benefit your Company in the long run.

**ii. Opportunities and Threats :**

There are opportunities in the Ayurvedic Industry to develop new products through proper research and development and there is no doubt that the industry will thrive. At Sandu Pharmaceuticals, we have been at the forefront of establishing scientific product development, resulting in superior product quality and efficacy.

Your Company also has good opportunities in the export markets. Your Company has been making concerted efforts to reach out to the export markets through active participation in Exports Industry Trade Shows. The results of these efforts are and we expect success in the coming years.

The industry continues to be plagued by low quality, unorganised players who continue to sell their medicines without quality standards. The lack of minimum quality standards has affected the perception

of Ayurveda as a viable healthcare product.

Another challenge is the continuous increase in the raw material input costs which increases the pressure on the profitability of your Company. As a result, we are forced to increase price of our products although the price increases are not as high as the cost increases, resulting in greater pressures for process efficiency on your Company.

**iii. Segment wise performance:**

Segment wise analysis of performance is not applicable to your Company under Accounting Standards 17 because there is only one segment i.e. Pharmaceutical.

**iv. Outlook:**

The outlook for the industry and consequently for your Company during the current financial year is reasonably good subject however to the effects of government policies, inflationary pressure and general global slowdown which is bound to affect your company.

**v. GST (Goods and Service Tax)**

The Government of India introduced a law Goods and Service Tax, thereby repealing Central Excise Law & also the Sales Tax and all other Indirect Tax Laws. In this long run the company expects a favourable response from the trade but, in the immediate short run alot of apprehension is expressed by various channel partners.

The Company expects that the input credits which it was not getting in the earlier Central Excise Law and various set offs in the Sales Tax and Central Sales Tax will be available thereby this will be a cash flow reduction and will helps the company in the long run.

**vi. Bio-Diversity Act**

The Central Government has promulgated a Bio diversity Act vested all the State Bio-Diversity Boards with the Task of collecting the access benefits sharing from the Company's which are buying their natural resources from the forest or forest producers.

The Company feels that this is an Act whereby unnecessary tax is being levied on the Company's under the guise of access benefit sharing (ABS). The industry with their Association is in the process of protecting the interest of Member Companies to represent before the Government and even take appropriate steps to file proceedings before higher judiciary.

vii. Risk and concerns:

Domestic and international market conditions would be the only risk which may be faced by your Company apart from input costs which are causing adverse impact on your Company's profitability. Other risks and concerns related to finance, production, stocks, insurance etc. are being managed adequately and efficiently by your Company.

viii. Internal Control Systems and their adequacy:

Your Company has put effective Internal Control systems into operation and has an adequate Internal Audit mechanism to monitor and review the same under the overall control and supervision of the Internal Auditor and the Audit Committee of the Independent Directors. Continuous improvements as suggested by our Internal Auditors are being implemented.

ix. Discussion of Financial performance with respect to operational Performance:

The financial performance with respect to the operational performance during the year under review was satisfactory. Your Company was successful in maintaining the profit level only because of the higher volumes and higher sales realization in spite of increased raw material prices.

x. Material Development in Human Resource / Industrial Relations:

Your Company is constantly endeavoring to introduce Human Resource Development activities for overall improvement of its team and induction of professional manpower. Your Company has good industrial relations. Your Company has continued to maintain good relationship with all employees at all the levels which also resulted to achieve higher production and sales. Material Financial and Commercial Transaction:

xi. Material Financial and Commercial Transaction:

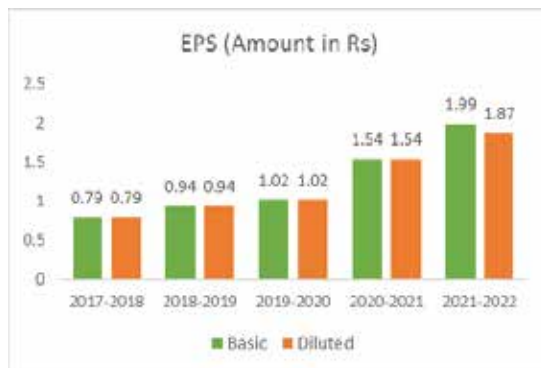
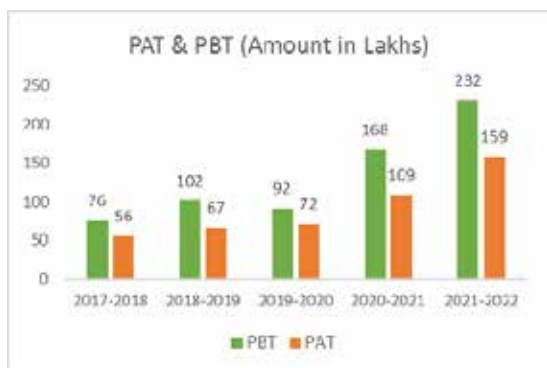
There are no material significant financial and commercial transactions with related parties viz. Promoters, Directors or the Management, their companies / firms or relatives conflicting with

the interest of your Company. The promoters and the Directors are not dealing in the shares of your Company.

X. detail of significant changes (i.e change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore including)

		(in lakhs)
1.	Debtors turnover-	Current Year 14.03 as compared to Previous Year 11.72
2.	Inventory turnover-	Current year 3.19 as well to Previous year 2.71
3.	Interest Coverage Ratio -	NIL
4.	Current Ratio -	Current Year 1.99 as compared to Previous Year 2.44
5.	Debt Equity Ratio -	Current Year 00 as compared to Previous Year 0.001  Small Amount O/s with Axis Bank of ₹ 1,92,679 have been repaid in the FY 2021-22, thus the ratios are Nil as compared to FY 2020-21
6.	Operating Profit Ratio-	Current Year 3.54% as compared to Previous Year 2.86%
7.	Net Profit Ratio or sector specific equivalents ratio as applicable. -	Current year as 2.43% compared to Previous year 1.85%

XI. Return on Net Worth CY 5.78% as compared to LY 4.48% as Net Profit after Tax for the FY 2021-22 have increased due to increase in Sales & reduction of Expenses as compared to FY 2020-21, as compared to marginal increase in Net Worth for the FY 2021-22 as compared to FY 2020-21.



**ANNEXURE – B**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED  
31ST MARCH, 2022**

[[Pursuant to section 204(1) of the Companies Act, 2013 And Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]  
Issued Under UDIN: A034739C000542268

To,  
The Members,  
**Sandu Pharmaceuticals Limited,**  
Pilerne industrial Estate, Marra,  
Bardez, Goa – 403511.

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 (hereinafter referred as to the "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the applicable 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 rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Provisions of Overseas Direct Investment and External Commercial

Borrowings not applicable to the Company as there was no reportable event during the financial year under review;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12<sup>th</sup> August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13<sup>th</sup> August, 2021);

Provisions not applicable to the Company as there was no reportable event during the financial year under review;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15<sup>th</sup> August, 2021) & The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16<sup>th</sup> August, 2021) – Provisions not applicable to the Company as there was no reportable event during the financial year under review;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (upto 09<sup>th</sup> June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10<sup>th</sup> June, 2021) – Provisions not applicable to the Company as there was no reportable event during the financial year under review;

## Thirty Seven Annual Report 2021-22

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Provisions not applicable to the Company as there was no reportable event during the financial year under review; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following Laws and Regulations applicable specifically to the Company (as per the representations made by the Company) Viz.,
  - Drugs and Cosmetics Act, 1940
  - Drugs (Prices Control Order 2013)
  - The Narcotic Drugs and Psychotropic Substances Act, 1985 and the rules made thereunder;
  - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
  - Food Safety and Standards Act, 2006 and the rules made thereunder.
  - The Medicinal and Toilet Preparations (Excise Duties) Act, 1955

### Other Laws covered in the Scope of Audit

- Biological Diversity Act, 2002
- The Indian Copyright Act, 1957
- The Environment (Protection) Act, 1986;
- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981;
- The Electricity Act, 2003;
- The Legal Metrology Act, 2009 and Rules made thereunder;
- Indian Boilers Act 1923
- Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act 2013
- Employees' Pension Provident Fund and Miscellaneous Provisions Act 1952
- Employees State Insurance Act 1948
- Factories Act 1948
- Labour Relations Act 2002
- The Apprentices Act 1961

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to

Board and General Meetings.

- The Listing Agreements entered into by the Company with BSE Limited

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

- Compliance under Section 203 of the Act: The Company has a full time Company secretary and a Chief Financial Officer duly appointed as required under the Act.

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by me 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.

**For For Swapnil J Dixit & Associates,**  
**Company Secretaries**  
**ICSI Unique Code No: S2017GO544800**  
**Sd/-**

**CS Swapnil Jayant Dixit**  
**Proprietor**

M. No. A 34739 / C. P. No. 12942  
ICSI Peer Review Cert. No.: 1499/2021

Place: Bicholim - Goa

Date: 12<sup>th</sup> Day of July, 2022

Issued Under UDIN: A034739C000542268



**Annexure Forming Part of Secretarial Audit Report for  
year ended 31<sup>st</sup> March 2022**

To,  
The Members,  
**Sandu Pharmaceuticals Limited,**  
Pilerne industrial Estate, Marra,  
Bardez, Goa – 403511.

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

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

For **Swapnil J Dixit And Associates,**  
**Company Secretaries**  
Sd/-

**CS Swapnil Jayant Dixit**  
**Proprietor**  
M. No. A34739 / C. P. No. 12942

Place: Bicholim - Goa  
Date: 12<sup>th</sup> Day of July, 2022

ANNEXURE-C

**CORPORATE GOVERNANCE REPORT**

In accordance with Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with BSE Limited (BSE) the report containing the details of Corporate Governance systems and processes at Sandu Pharmaceuticals Limited is as follows:

**1. Company's Philosophy on Corporate Governance:**

Your Company believes in adopting best Corporate Governance practices and envisages the attainment of the highest levels of transparency, accountability and ethics, in all facets of its operations. Company recognizes the rights and interests of its stakeholders and is committed to protect the same. Company considers that all operations and actions must serve the underlying goal of increasing employee and customer satisfaction and enhancing overall shareholder value together with fair treatment to its stakeholders.

**2. Board of Directors**

**A. Composition and Category of Directors**

As on 31<sup>st</sup> March 2022, Board had comprised of 7 Members consisting of 1 Executive Director and 6 Non Executive Directors out of which 4 are Independent Directors. The name and category of each Director are given below.

Name of the Director	Category
K. Vinaykumar	Chairman, Independent Director
Dilip R. Salgaocar	Independent Director
Dr. Krishna B. Deshpande	Independent Director
Dr. Shubhada P. Sandu	Non Executive Director and Women Director
Dr. Madan L. Kapre	Independent Director
Shashank B. Sandu	Non Executive Director
Umesh B. Sandu	Executive Director

**B. Board Training and Induction**

At the time of Appointment/Reappointment of an Independent Directors, a formal letter of appointment are given to them, which inter alia explains the role, function, duties and responsibilities expected of them as a Director of the Company. The Directors are also explained in detail the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and their affirmation taken with respect to the same as per the relevant Act/Regulation.

**C. Board Meetings, Board Committee Meetings and Procedure**

The Board of Directors are the apex body constituted by Shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, Management policies and their effectiveness, and also ensures that shareholder's long term interest are being served.

The Board has Constituted three Committees, namely Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee.

**a) Board Agenda**

The Board meetings are scheduled well in advance and the Board members are given a notice of atleast 7 days prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

**b) Scheduling and selection of agenda items for Board Meeting**

Minimum four Board Meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs.

The meetings are usually held at Company's Corporate office at Sandu Nagar, D.K. Marg, Chembur, Mumbai -400 071 or at Registered Office at Plot No 25,26,29 & 30,Pilerne Industrial Estate,Marra,Saligao,Bardez Goa 403511.

During the year ended on 31<sup>st</sup> March, 2022, the Board of Directors had 6(SIX) meetings 10/06/2021,30/06/2021,14/08/2021,13/11/2021,29/11/2021,14/02/2022.The last Annual General Meeting (AGM) was held on 30/09/2021. The attendance record of the Directors at the Board Meetings during the year ended on 31/03/2022, and at the last AGM is as under:-

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and Number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies (upto 31<sup>st</sup> March 2022)

Name of the Director	Category	Attendance of Directors in the Company		Shareholding of Directors in the Company
		Board	AGM	
Dilip R. Salgaocar	Non Executive Independent Director	4	Yes	NIL
Dr. Krishna B. Deshpande	Non Executive Independent Director	2	Yes	NIL
Dr. Madan L. Kapre	Non Executive Independent Director	5	Yes	NIL
K. Vinaykumar	Non Executive Independent Director	6	Yes	NIL
Shashank B. Sandu	Non Executive Non Independent Director	6	Yes	11,32,255
Umesh B. Sandu	Executive Director	6	Yes	11,52,193
Dr. Shubhada Sandu	Non Executive, Non Independent women Director	5	Yes	10,000

- The Directorship held by Directors as mentioned above, do not include Directorships in foreign Companies.
- None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees [as prescribed in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015] across all the companies in which he/she is a Director.
- None of the Directors held Directorship in more than 10 public limited companies.
- All Independent Directors of the Company have been appointed as per the provisions of the Companies, Act 2013 (the Act). Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website: [https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Terms\\_and\\_Conditions\\_of\\_Independent\\_Directors\\_Appointment.pdf](https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Terms_and_Conditions_of_Independent_Directors_Appointment.pdf)
- Board of Directors hereby confirms that, the Independent Directors fulfills the conditions of been Independent Director and are independent of the Management.

#### c) Other Directorship

The number of Directorships (including Sandu Pharmaceuticals Limited), Memberships/Chairmanships of the Board and Committees of Public Companies and details of Directorships in Listed Entities for each Director of the Company are as follows:

### Thirty Seven Annual Report 2021-22

Name	Directorship	Committee Position		Name of the Listed Companies in which Directors of the Company are Director	Category of Directorship in Listed Company
		Member	Chairperson		
Dilip R. Salgaocar	1. Sandu Pharmaceuticals Limited. 2. Geno Pharmaceuticals Pvt Limited 3. Geno Sports Club Limited.	Member of Audit and Nomination Committee of Sandu Pharmaceuticals Limited	NA	NA	NA
Dr. Krishna B. Deshpande	Sandu Pharmaceuticals Limited	NA	NA	NA	NA
Dr. Madan L. Kapre	1. Sandu Pharmaceuticals Ltd 2. Neeti Clinic Pvt Ltd	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Limited	Chairman of Nomination and Remuneration of Sandu Pharmaceuticals Limited	NA	NA
K. Vinay Kumar	1. Sandu Pharmaceuticals Limited 2. Nexus Flight operations India Pvt Ltd 3. Inclusive Services and Technologies Pvt Ltd 4. Datawise Management Services India Pvt Ltd 5. Eternalgreen Innovations Pvt Ltd	Member Nomination and Remuneration Committee of Sandu Pharmaceuticals Limited	Chairman of Audit Committee of Sandu Pharmaceuticals Limited	NA	NA
Shashank B. Sandu	1. Sandu Pharmaceuticals Limited 2. Bombay Presidency Golf Club Ltd	Member of Nomination and Remuneration Committee	Chairman of Stakeholder Relationship Committee	NA	NA
Umesh B. Sandu	Sandu Pharmaceuticals Limited	Member of Audit Committee and Stakeholder Relationship Committee of Sandu Pharmaceuticals Ltd	NA	NA	NA
Dr. Shubhada Sandu	Sandu Pharmaceuticals Limited	NA	NA	NA	NA

**(d) Key Board Qualifications, expertise and attributes**

The Sandu Pharmaceuticals Limited, Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board Members are committed to ensuring that the Sandu Board is in compliance with the highest standards of Corporate Governance.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nomination below mentioned candidates to serve on the Board.

Definition of Directors Qualification	
Financial	Leadership of financial firm or management of the finance function of an enterprises, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Boards understanding of the needs and viewpoints of our customers, partners, employees, government, and other stakeholder worldwide
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a broad perspective on global market opportunities
Leadership	Extended leadership experience for a significant enterprise resulting in a practical understanding of organization, processes strategic planning, and rich management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Technology	A Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess build or buy decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans.
Board service and governance sales and marketing	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interests and observing appropriate governance practices
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhances enterprise reputation.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However the absence of a mark against a members name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director	Area of Expertise						
	Financial	Diversity	Global Business	Leadership	Technology	Board Service and Governance	Sales and Marketing
Dilip R. Salgaocar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Krishna B. Deshpande	Yes	Yes	Yes	Yes	Yes	Yes	No
Dr. Madan L. Kapre	Yes	Yes	Yes	Yes	Yes	Yes	Yes
K. Vinaykumar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shashank B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Umesh B. Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Shubhada Sandu	Yes	Yes	Yes	Yes	Yes	Yes	Yes

**(d) Number of Board Meeting held with dates**

6(Six) Board Meetings were held during the year, as required under the Act.

The details of Board Meetings are given below:

Date	Board Strength	No. of Directors Present
10/06/2021	7	5
30/06/2021	7	5
14/08/2021	7	5
13/11/2021	7	6
29/11/2021	7	6
14/02/2022	7	7

**D. Independent Directors**

**I. INDEPENDENT DIRECTORS MEETING:**

During the Financial year under review, the Independent Directors met once in the financial year i.e 14<sup>th</sup> February 2022 inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole.
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**II. BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION**

The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees for the FY 2021-22.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, Board structure and composition, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings, Qualification, positive attributes and Independence of a Director. In addition, the Chairman was also

evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of the meetings.

## II. Selection of Independent Director

Considering the requirement of skill sets on the Board, eminent people having independent standing in their respective field/profession, and who can effectively contribute to the company's business and policy decisions are considered by Nomination and Remuneration Committee for appointment, as Independent Directors on the Board. The Committee, inter alia, consider qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for selection of Directors and determining Directors Independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the law.

## III. Independent Directors' Familiarization Programme

The Company has familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs. The Company has adopted the familiarization program for Independent Directors and the details of which are uploaded on the website of the company <https://sandu.in/wp-content/uploads/2022/08/Familiarisation-Programme-for-Independent-Director-2021-22-1.pdf>.

### Information provided to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meetings. The information supplied to the Board as per Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 includes,

- Annual Operating Plans and Budgets.
- Quarterly, half yearly and yearly results of the Company.
- Minutes of the Meeting of the Board, Audit Committee and other Committee of the Board.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Any issue which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed stricture on the conduct of the listed entity or taken adverse view regarding another enterprises that may have negative implications on the listed entity.
- Statement on compliance with code of conduct.
- Quarterly Corporate Governance Report.
- Details of transactions with Related Party.
- Details of inter corporate Loans, Investments and Guarantees made/given by the Company.
- Non Compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board has periodically reviewed compliance reports of all laws applicable to the Company, prepared by the Company.



**E. BOARD COMMITTEES**

Details of Board Committees and other related information are provided hereunder

**a) Composition of Board Committee**
**Composition of Board Committees**
**Audit Committee:**

- |    |                   |            |
|----|-------------------|------------|
| 1. | K. Vinay Kumar    | - Chairman |
| 2. | Dr. Madan L Kapre | - Member   |
| 3. | Dilip R Salgaocar | - Member   |
| 4. | Umesh B. Sandu    | - Member   |

**Stakeholders Relationship Committee:**

- |    |                   |            |
|----|-------------------|------------|
| 1. | Shashank Sandu    | - Chairman |
| 2. | Dr. Madan L Kapre | - Member   |
| 3. | Umesh B. Sandu    | - Member   |

**Nomination and Remuneration Committee**

- |    |                    |            |
|----|--------------------|------------|
| 1. | Dr Madan L. Kapre  | - Chairman |
| 2. | Dilip R. Salgaocar | - Member   |
| 3. | K. Vinay Kumar     | - Member   |
| 4. | Shashank Sandu     | - Member   |

**b) Meetings of Board Committees held during the year and Directors attendance**

Board Committees	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Meeting held			
Directors attendance			
Dilip R Salgaocar	5	3	0
Madan L Kapre	5	3	4
K Vinaykumar	6	3	0
Krishna B Deshpande	0	0	0
Shashank B Sandu	0	0	4
Umesh B Sandu	6	0	4
Shubhada Sandu	0	3	0

**c) Terms of Reference and other details of Board Committees**

Audit Committee

Composition of the Committee

1. K. Vinay Kumar -Chairman, Independent Director
2. Madan L. Kapre -Independent Director
3. Dilip R. Salgaocar-Independent Director
4. Umesh B. Sandu-Managing Director

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and are in line with those prescribed by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise/exposure.

### **Terms of reference as per the Companies Act 2013**

1. The recommendation for appointment, remuneration and terms of the appointment of auditors of the company.
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
3. Examination of the financial statement and auditor's report thereon.
4. Approval or any subsequent modification of transactions of the company with related parties.
5. Scrutiny of inter-corporate Loans and Investments.
6. Valuation of undertakings or assets of the company, wherever it is necessary.
7. Evaluation of internal financial controls and risk management systems.
8. Monitoring the end use of funds raised through public offers and related matters.

Terms of reference as per Regulation 18(3) of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015.

### **Powers of the Audit Committee**

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

### **Role of the Audit Committee, inter alia, includes the following:**

- 1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than

those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the whistle blower mechanism;
- 19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- 22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder.

### **Review of information by Audit Committee**

The Audit Committee shall mandatory review the following information

- (1) Management discussion and analysis of financial condition and results of operations.
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management.
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors.
- (4) Internal audit reports relating to internal control weaknesses

- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations.
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### **Meeting Details**

6 (Six) Meetings of the Audit Committee were held during the year. The details of meetings and attendance are given on page no. 34 of this Report.

## **2. Nomination and Remuneration Committee**

### **Composition of the Committee**

1. Dr Madan L. Kapre - Chairman, Independent Director
2. Shri Dilip R. Salgaocar - Independent Director
3. Shri K Vinay Kumar - Independent Director
4. Shri Shashank Sandu - Non Executive Director

### **1. Terms of Reference**

The Nomination and Remuneration Committee was formed with the responsibility for determining the remuneration for all executive directors and KMP's, including any compensation payments, such as retirement benefits or stock options and also to determine principles, criteria and the basis of remuneration policy of the company and shall also recommend and monitor the level and structure of pay for senior management i.e one level below the Board.

### **2. Nomination and Remuneration Committee shall perform the following role**

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees.
- b) Formulation of criteria for evaluation of independent Directors and the Board.
- c) Devising a policy on Board Diversity
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) Recommend to the board, all remuneration, in whatever form, payable to senior management.

#### **Meeting details**

3 (Three) meetings of the Nomination and Remuneration Committee were held during the year. The Details of meeting and attendance are given on page no. 34 of this Report.

The details relating to remuneration of Directors have been given under a separate section viz "Directors Remuneration in this report."

**Nomination and Remuneration Policy**

- a) The Company has formulated the Nomination and Remuneration Policy to lay down criteria & terms & conditions with regards to identifying persons who are qualified to become Directors and persons who are qualified to be appointed in Senior Management & Key Managerial Positions & to determine their remuneration.
- b) To carry out evaluation of the performance of Director as well as Key Managerial & Senior Managerial Personnel.

**3. Stakeholders Relationship Committee**

Composition of the Committee

1. Shri. Shashank B Sandu
2. Dr. Madan L Kapre
3. Shri. Umesh B. Sandu

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the company's transfer of securities and redressal of shareholders/Investors/security holders' complaints. The Committee also monitors the implementation and compliance with Company's Code of Conduct for prohibition of Insider Trading.

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) and Provisions of the Companies Act 2013.

**Terms of Reference of the Committee, inter alia, includes the following:**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**Meeting Details**

4(Four) meetings of the Committee were held during the year. The details of meetings and attendance are given on page no. 34 of this Report.

**F. Code of Conduct**

The Company has adopted a 'Code of Conduct' for the Directors and Senior Management of the Company as per Regulation 17(5) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Regulation 17(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that the duties of Independent Directors as laid down in the Companies Act, 2013 should be included in the Code of Conduct to Directors. Hence duties of Independent Directors were included in Sandu Pharmaceuticals Code of Conduct. The Code of Conduct has been uploaded on the website of the Company. The code promotes conducting business in an ethical efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders.

**G. Prevention of Insider Trading Code:**

As per SEBI (Prevention of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. Trading Window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mrs. Pratika Mhambray as the Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

**H. Means of Communication**

Quarterly results: The Company's quarterly results are published in Navhind Times and Navprabha (Regional Newspaper) and are displayed on company's website [www.sandu.in](http://www.sandu.in)

Website: The Company's website [www.sandu.in](http://www.sandu.in) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website [www.sandu.in](http://www.sandu.in).

**I. General Shareholders Information.****(a) Location and time, where last three AGM were held:**

Location	Date	Time
Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa 403511	Monday, 30 <sup>th</sup> September 2019	9.30 a.m.
	Wednesday, 30 <sup>th</sup> September 2020 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p. m
	Thursday, 30 <sup>th</sup> September 2021 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m

**(b) Special Resolution passed**

Particulars	Yes/No
Whether Special Resolution passed at the last Annual General Meeting held on 30 <sup>th</sup> September 2021.	Yes
1. Authorisation under Section 186 of the Companies Act 2013.	
Whether Special Resolution passed at the last Annual General Meeting held on 30 <sup>th</sup> September 2020.	Yes
a) Approval for continuation of Dilip R Salgaocar (DIN:00044240) as Non Executive Independent Director	
b) Re appointment of Shri Umesh B Sandu (DIN:01132141) as Managing Director of the Company for a period of Three Year with effect from 01 <sup>st</sup> April 2021	
c) Issuance of Equity Shares to Promoters and NonPromoters on a Preferential Basis.	

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Whether Special Resolution passed at the last Annual General Meeting held on 30 <sup>th</sup> September 2019	Yes
a) Approval for Continuation of Dr. Mrs. Shubhada P Sandu (DIN:07148834) as Non Executive ,Non Independent Director.	
b) Approval for Continuation of Dr Krishna B Deshpande (DIN:06557518) as Non Executive, Independent Director.	
c) Appointment of Shri. Bhaskar G Sandu (DIN:02816792) as Non Executive Director and Chairman of the Company.	
d) Approval for borrowing Money to run Company's Business.	

### (c) Postal Ballot:

For the year ended March 31, 2022 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

### (d) Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under from company and RTA:

Type of Requests	Number of Complain
Opening Balance	0
Received during the year	1
Resolved during the Year	1
Closing Balance	0

## J. Means of Communication

Quarterly Results	Published in Newspaper
Newspaper in which normally published	Navhind Times and Navprabha
Any website ,where displayed	www.sandu.in
Whether it also displays official news releases	No
The presentations made to institution investors or to the analysts	N.A

## K. General Shareholders Information.

### (1) Annual General Meeting

Date	Friday, 30 <sup>th</sup> September 2022
Time	04:30 pm
Venue	Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez Goa-403511

### (2) Financial Calendar (tentative) Results for the quarter ending

June 30, 2022 – Second Week of August 2022

September 30, 2022 - Second week of November, 2022

December 31, 2022 - Second week of February, 2023

March 31, 2023– Fourth week of May, 2023

**(3) Dividend Payment date**

The dividend will be paid on or before Tuesday, 25<sup>th</sup> October 2022.

**(4) Date of Book closure**

Saturday, 24<sup>th</sup> September 2022 to Friday, 30<sup>th</sup> September 2022 (both days inclusive)

**(5) Listing on Stock Exchange (Equity Shares)**

Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
Scrip Code: 524703

**a) Payment of Listing Fees**

Annual listing fee for the year 2022-23 has been paid by the Company to BSE

**b) Payment of Depository Fees**

Annual Custody/Issuer fee for the year 2022-23 has been paid to NSDL and CDSL.

**(6) Stock Market Price Data (Bombay Stock Exchange)**

**(A) MARKET CLOSING PRICE DATA DURING APRIL 2021 TO MARCH 2022 (BSE)**

Date	BSE Index		BSE Price	
	High	Low	High	Low
April 2021	50375.77	47204.5	52.5	29.1
May 2021	52013.22	48028.07	48	37.25
June 2021	53126.73	51450.58	61	39.45
July 2021	53290.81	51802.73	62.9	48
August 2021	57625.26	52804.08	59	45
September 2021	60412.32	57263.9	58.45	48.15
October 2021	62245.43	58551.14	54.85	48.2
November 2021	61036.56	56382.93	53	43.45
December 2021	59203.37	55132.68	71.7	43.35
January 2022	61475.15	56409.63	75.9	59.4
February 2022	59618.51	54383.2	68.5	50.1
March 2022	58890.92	52260.82	73.35	56.5

[Source: This information is compiled from the data available from the websites of BSE]



**(B) PERFORMANCE IN COMPARISON WITH SENSEX IS GIVEN BELOW**

Month	Closing Sensex	% Movement of Sensex Month to Month	Closing Price	% Movement of Share Price Month to Month
April 2021	48782.36	-1.47	46.55	45.70
May 2021	51937.44	6.47	40.9	-12.14
June 2021	52482.71	1.05	55.35	35.33
July 2021	52586.84	0.20	55.45	0.18
August 2021	57552.39	9.44	49.5	-10.73
September 2021	59126.36	2.73	50.15	1.31
October 2021	59306.93	0.31	50	-0.30
November 2021	57064.87	-3.78	45.6	-8.80
December 2021	58253.82	2.08	70.15	53.84
January 2022	58014.17	-0.41	65.7	-6.34
February 2022	56247.28	-3.05	57	-13.24
March 2022	58568.51	4.13	70.35	23.42

**(7) Distributing of Shareholding as on 31<sup>st</sup> March 2022.**

Size of Holdings	No. of Shareholders	Percentage % Holders	No. of Shares	Percentage of Shareholding
1 -5000	10329	99.1077	2445577	27.7570
5001-10000	44	0.4222	316209	3.5889
10001-20000	25	0.2399	367565	4.1718
20001-30000	3	0.0288	83467	0.9473
30001-40000	5	0.0480	176385	2.0019
40001-50000	1	0.0096	43005	0.4881
50001-100000	4	0.0384	281433	3.1942
100001-*****	11	0.1055	5097023	57.8506
<b>Total</b>	<b>10422</b>	<b>100</b>	<b>8810664</b>	<b>100</b>

**(8) Registrars and Transfer Agents**

M/s Link Intime India Private Limited  
C101,247 Park, LBS Marg, Vikhroli West,  
Mumbai, Maharashtra 400083  
Tel: 022 - 4918 6270  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [linkintime.co.in](http://linkintime.co.in)

**(9) Compliance Officer**

Pratika P Mhambray is the Company Secretary and Compliance Officer of the Company.

**(10) Shares held in physical and dematerialized form:**

70,16,547 number of shares amounting to 88.58 % of the total paid up capital are held in dematerialized form and 9,04,450 number of shares amounting to 11.42% in physical form as on March 31, 2022.

**(11) Share Transfer System**

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Managing Director/authorized Representative. A summary of transfer/transmission of securities of the Company so approved by the Managing Director/Company Secretary is placed at every Board meeting.

**(12) SEBI Complaints Redressal System (SCORES)**

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATR) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**(13) General Shareholder Information**

Distribution of Shareholding as on March 31, 2022

Category code	Category of Shareholder	Number of Shareholders	Total number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	10	44,43,637	50.43
(2)	Foreign	0	0	0
	<b>Total Shareholding of Promoter and Promoters Group</b>	<b>10</b>	<b>44,43,637</b>	<b>50.43</b>
(B)	Public Shareholding			
(1)	Institution	1	500	0.01
(2)	Non Institution	10375	43,66,527	9.67
	<b>Total Public Shareholding</b>	<b>10376</b>	<b>43,67,027</b>	<b>49.57</b>
(C)	Shares held by Custodian and against which Depository Receipt have been issued	0	0	0
(1)	Promoter and Promoters Group	0	0	0
(2)	Public	0	0	0
	<b>Total(A)+(B)+(C)</b>	<b>10386</b>	<b>88,10,664</b>	<b>100</b>

**(14) Global depository receipts (GDR) or any Convertible instruments, conversion dates and likely impact on Equity**

N.A

**(15) Dematerialization of Shares and Liquidity**

The total number of shares in dematerialized form as on 31<sup>st</sup> March, 2022 is 70,16,547 representing 88.58 % of the total number of shares of the Company. The equity shares of the Company are actively traded on BSE.

**(16) Reconciliation of Share Capital**

As stipulated by SEBI, a Qualified Practising Company Secretary carried out Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the

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report thereon is submitted to the stock exchange where the company's shares are listed. The audit confirms that the total Listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

### (17) Unclaimed /Undelivered Share Certificates

Pursuant to Regulation 39(4) read with Schedule VI of the SEBI (LODR) Regulations, 2015 the Company is required to send at least three reminders at the last available address as per the records to the shareholders whose certificates were undelivered and returned to the Company.

Thereafter, in case of non receipt of response to the reminder, unclaimed physical shares will be dematerialized and will be held in "Unclaimed Suspense Account", with details of shareholding of each individual allottee whose shares are credited to such unclaimed suspense account. All corporate benefits shall also be credited to such suspense account for a period of 7 years and thereafter shall be transferred to IEPF. There were no unclaimed / undelivered Share Certificate during the financial year ended 31<sup>st</sup> March 2022.

### (18) Plant Location

Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa 403511.

### (19) Address for correspondence

The Company Secretary Plot No 25,26,29 & 30 Pilerne Industrials Estate, Marra, Bardez, Goa 403511 Email:-corp.sec@sandu.in Contact no:0832 6715217	M/s Link Intime India Private Limited C101,247 Park, LBS Marg, Vikhroli West, Mumbai, Maharastra 400083 Tel: 022 - 4918 6270 E-mail: rnt.helpdesk@linkintime.co.in Website: <a href="https://linkintime.co.in/">https://linkintime.co.in/</a>
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### (20) DISCLOSURES

#### (a) Related Party Transactions

The Company has adopted a policy on Related Party Transactions as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, which is disclosed on [https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Related\\_Party\\_Transaction\\_Policy.pdf](https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Related_Party_Transaction_Policy.pdf)

The related party contracts entered into by the Company with below mentioned related parties do not fall under the ambit of Section 188(1) of the Act and all related party transactions during the financial year were at arm's length and in the ordinary course of business. In compliance with the provisions of the Act and Regulation 23(2) of the SEBI Regulation 2015, all related party transactions had been placed before the Audit Committee for prior approval. Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 information pertaining to related parties are given in Form AOC-2 as Annexure - I of this Report.

Accordance with Regulation 27(2) (b) of SEBI (Regulation) 2015 all material transactions with related parties have been disclosed quarterly along with Compliance report on Corporate Governance.

Sr No	Name of the Company	Relationship	Nature of Transaction	Amount
1.	Sandu Brothers Private Limited	Relative of Directors are members	Sales of goods	34.74 Lakhs
			Purchases	2,199.78 Lakhs
			Royalty Paid	1,38.91 Lakhs
			Directors Remuneration	67.39 Lakhs

**(b) Strictures and Penalties**

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

- (c) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the Audit Committee.

**(21) Compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations. The Company has partially adopted the non- mandatory requirements. Disclosures of the extent to which the discretionary requirements have been adopted are given in Item No. 19 of this report

**(22) Commodity price risks or foreign exchange risks and hedging activities**

The Company does not have any exposure to commodity price rise or foreign exchange risk and hedging activities.

**(23) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 37(7A).**

The Company has issued 25,79,990 nos of Equity Warrants to be converted into Equity Shares on 30<sup>th</sup> March 2021, further first trench of 8,39,997 nos of Equity Warrants conversion into Equity Shares was done on 31<sup>st</sup> March 2021.

The company has realized the 25% upfront money amounting to ₹ 1,33,44,999/- on or before 30.03.2021 against the allotment of 25,79,990 warrants at the price of ₹ 20.69 per warrant and further the company has also realized the balance 75% allotment monies amounting to ₹ 1,30,34,654/-, from the bank account of the respective allottees on or before 30.03.2021 against allotment of the equity shares on conversion of the 8,39,997 warrants from the applicants of the aforesaid shares. The Company has not utilized amount raised through first trench of Equity Warrants conversion into Equity Shares as on 31<sup>st</sup> March 2021.

The 02<sup>nd</sup> Tranche of Equity Warrants conversion into Equity shares was done on 28<sup>th</sup> February 2022 wherein 8,89,667 Equity Warrants were converted into Equity Shares. The company has received ₹ 1,38,05,408 from the bank account of the respective allottees amounting to the balance 75% allotment monies against the allotment of 8,89,667 equity shares on the conversion of 8,89,667 Warrants at the price of ₹ 20.69 per warrant on February 28, 2022 and there is no circulation of funds or mere passing of book entries in this regard.

Third Tranche of Equity Warrants conversion into Equity Shares was approved by Warrants and Share Allotment Committee dated 14<sup>th</sup> July 2022 and 8,50,326 nos of Equity Warrants into Equity Shares were allotted.

The company has realized the 25% upfront money amounting to ₹ 43,98,312/- on or before 30.03.2021 against the allotment of 8,50,326 warrants at the price of ₹ 20.69 per warrant and further the company has also realized the balance 75% allotment monies amounting to ₹ 1,31,94,934/-, from the bank account of the respective allottees on or before 14.07.2022 against allotment of the equity shares on conversion of the 8,50,326 warrants from the applicants of the aforesaid shares.

The unutilized amounts of the issue as at 31<sup>st</sup> March 2022 have been temporary deployed in fixed deposit/ current deposit with bank.

**(24) Certificate from PCS undersub-para 10(1) of Part C of Schedule V of Listing Regulations.**

A certificate from Practising Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

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### (25) Confirmation by the Board of Directors acceptance of recommendation of mandatory committees.

In terms of the amended SEBI Listing regulations, the Board of Directors of the Company confirm that during the year under review, it has accepted all recommendations received from its mandatory committees.

### (26) Details of total fees paid to the Statutory Auditors of the Company

The Details of the total fees paid to M/s Dileep and Prithvi, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended 31<sup>st</sup> March 2022 is given below:

Sr No	Description of fees paid to Statutory Auditor	Total Fees (in lakhs)
1.	Quarterly, Statutory Audit & Limited Review, Final Audit, Tax Audit & Filing and uploading of Tax Return Including tax	9.44

### (27) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

A	Number of complaints held during the period.	NIL
B	Number of complaints disposed of during the period 1 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022.	NIL
C	Number of complaints pending as on 1 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022.	NIL

### (28) Details of non-compliance with requirements of Corporate Governance Report

The Company has complied with all the requirements of the Corporate Governance Report as specified in sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.

### (29) Details of compliance with Corporate Governance requirements

The Company has complied with the applicable Corporate Governance requirements as stipulated in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

### (30) Certificate on Corporate Governance

As required by the Listing requirements, the Compliance from the Practising Chartered Accountant regarding Compliance of conditions of the Corporate Governance is annexed to the Directors Report.

### (31) None of the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been adopted

### (32) Credit Rating.

The Company has not obtained any Credit Rating during the Financial Year 2021-22 pertaining to debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

For and on behalf of Board of Directors  
Of Sandu Pharmaceuticals Limited

Sd/-

Sd/-

Shri Umesh B Sandu  
DIN:01132141  
Managing Director

Shri Shashank B Sandu  
DIN:00678098  
Director

Dated: 12.08.2022  
Place: Mumbai

**ANNEXURE – D**  
**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Sandu Pharmaceuticals Limited,**

We have examined the compliance of conditions of Corporate Governance by **SANDU PHARMACEUTICALS LIMITED** (the Company), for the year ended 31<sup>st</sup> March, 2022, as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), pursuant to the Listing Agreement of the Company with Stock exchange.

**Management's Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

Pursuant to the requirements of the above mentioned Listing Regulations, our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the company.

We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised

2016) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the relevant Listing Regulations.

We 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.

**Restriction on Use**

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For Dileep and Prithvi**  
Chartered Accountants  
FRN : 122290W

Place: Mumbai  
Date: 12<sup>th</sup> August, 2022  
UDIN- 21183378AAAACG2739

Sd/-  
**Himmat Mali**  
(Partner)  
M.No 183378

ANNEXURE - E

**CERTIFICATION BY THE CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8)  
READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015.**

To,  
The Board of Directors of  
**Sandu Pharmaceuticals Limited**

- A. I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2022 and that to the best of my knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

These statements together present a true and fair view and are in compliance with existing accounting standards, applicable laws and regulations.

- B. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.

- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and 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 they are aware and the steps have taken or propose to take to rectify the deficiencies if any.

- D. I have indicated to the auditors and the Audit committee

Significant changes in internal control over financial reporting during the year;

Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which i have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Sandu Pharmaceuticals Limited**

Sd/-  
**Rakesh Parekh**  
Chief Financial Officer

Place: Mumbai  
Date: 31/03/2022

ANNEXURE - F

**DECLARATION OF MANAGING DIRECTOR**

As provided under Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. I, Shri Umesh B Sandu, Managing Director (DIN: 01132141) affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the financial year ended 31<sup>st</sup> March 2022.

**For Sandu Pharmaceuticals Limited**

Sd/-  
**Umesh B. Sandu**  
Managing Director  
DIN: 01132141

Place: Mumbai  
Date: 31/03/2022

## ANNEXURE - G

## 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)

Issued under UDIN: A034739D000730500

To,  
The Members,  
**Sandu Pharmaceuticals Limited,**  
Pilerne industrial Estate, Marra,  
Bardez, Goa – 403511.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of by **Sandu Pharmaceuticals Limited** having CIN L24233GA1985PLC001587 and having registered office at **PLOT NO 25,26,29 & 30 PILERNE INDUSTRIAL ESTATE MARRA BARDEZ GOA 403511** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Designation	Date of appointment in Company
1.	Shri. Dilip Salgaocar	00044240	Independent Director	20/09/1993
2.	Dr Krishna Deshpande	06557518	Independent Director	14/08/2013
3.	Dr Madan Kapre	03113515	Independent Director	30/09/2006
4.	Shri. K Vinay Kumar	02322747	Independent Director	17/07/2010
5.	Shri. Shashank Sandu	00678098	Non-Executive Director	01/06/2011
6.	Dr Shubhada Sandu	07148834	Non-Executive Director	01/04/2015
7.	Shri. Umesh Sandu	01132141	Managing Director	23/03/1992

Ensuring the eligibility of 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.

\*\*Shri. Bhaskar Sandu (DIN: 02816792) left for heavenly abode on 21/05/2021.

For Swapnil J Dixit and Associates,  
Company Secretaries  
Sd/-

Cs Swapnil Jayant Dixit  
Proprietor

M. NO. ACS 34739

C. P. NO. 12942

Issued under UDIN: A034739D000730500

Place: Bicholim - Goa  
Date: 2<sup>nd</sup> Day of August, 2022



**ANNEXURE - H**  
**FORM NO. MGT-9**

**Extract of Annual Return**

As on the financial year ended on 31<sup>st</sup> March, 2022

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

<b>I REGISTRATION AND OTHER DETAILS</b>		
1.	CIN	L24233GA1985PLC001587
2.	Registration Date	15/11/1985
3.	Name of the Company	Sandu Pharmaceuticals Limited
4.	Category/Sub category of the Company	Public Company Limited by shares
5.	Whether listed Company(Yes/No)	Yes
6.	Address of the Registered office and contact details	Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez Goa-403511
7.	Name Address and Contact details of Registrar and Transfer Agent	M/s Link Intime India Private Limited C101,247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 Tel: 022 - 4918 6270 E-mail: rnt.helpdesk@linkintime.co.in Website: linkintime.co.in
<b>II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>		
	All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
<b>III</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	As per Attachment B
<b>IV</b>	<b>SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
	i) Category –wise Share Holding	As per Attachment C
	ii) Shareholding of Promoter	As per Attachment D
	iii) Change in promoter's Shareholding	As per attachment E
	iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GD₹ and AD₹)	As per Attachment F
	v) Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V</b>	<b>INDEBTEDNESS</b>	
	Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment H
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
	A) Remuneration to Director ,WTD, and /or Manager	As per Attachment I
	B) Remuneration to other Directors	As per Attachment J
	C) Remuneration to Key Managerial Personnel other than MD/Managers/WTD	As per Attachment K
<b>VII</b>	<b>PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>	As per Attachment L

## ATTACHMENT A

## PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the turnover of the Company shall be stated

Sr. No	Name and Description of main product/services	NIC Code of the Product	% to total turnover of the company
1.	Manufacture of Ayurvedic Medicine	3043	100%

\*As per National Industrial Classification-Ministry of Statistics and Program implementation

## ATTACHMENT B

## PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

Sr. No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

**ATTACHMENT C**
**IV. SHAREHOLDING PATTERN**
**i) Category-wise Share Holding**

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2021				Shareholding at the End of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2231548	0	2231548	31.5146	3177548	0	3177548	36.06	4.55
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0		0.00
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0		0.00
(d)	Any Other (Specify)									
	Bodies Corporate	957590	0	957590	13.5234	1266089	0	1266089	14.37	0.85
	<b>Sub Total (A)(1)</b>	<b>3189138</b>	<b>0</b>	<b>3189138</b>	<b>45.038</b>	<b>4443637</b>	<b>0</b>	<b>4443637</b>	<b>50.43</b>	<b>5.40</b>
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0		0.00
(b)	Government	0	0	0	0	0	0	0		0.00
(c)	Institutions	0	0	0	0	0	0	0		0.00
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0		0.00
(e)	Any Other (Specify)									
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)</b>	<b>3189138</b>	<b>0</b>	<b>3189138</b>	<b>45.038</b>	<b>4443637</b>	<b>0</b>	<b>4443637</b>	<b>50.43</b>	<b>11.17</b>
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0	0	0	0		0.00
(b)	Venture Capital Funds	0	0	0	0	0	0	0		0.00
(c)	Alternate Investment Funds	0	0	0	0	0	0	0		0.00
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0		0.00
(e)	Foreign Portfolio Investor	0	0	0	0	0	0	0		0.00
(f)	Financial Institutions / Banks	0	500	500	0.0071	0	500	500	0.01	0.00
(g)	Insurance Companies	0	0	0	0	0	0	0		0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0		0.00
(i)	Any Other (Specify)									
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>500</b>	<b>500</b>	<b>0.0071</b>	<b>0</b>	<b>500</b>	<b>500</b>	<b>0.01</b>	<b>0.00</b>

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2021				Shareholding at the End of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Central Government/ State Government(s)/ President of India									
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0.00</b>
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1613913	912450	2526363	35.6781	1728125	894650	2622775	29.77	-5.91
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1088117	0	1088117	15.3667	892069	0	892069	10.12	-5.24
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0		0.00
(d)	Overseas Depositories(holding D₹) (balancing figure)	0	0	0	0	0	0	0		0.00
(c)	Any Other (Specify)									
	Trusts	1000	0	1000	0.0141	1000	0	1000	0.01	-0.03
	Hindu Undivided Family	147760	300	148060	2.0909	161725	300	162025	1.84	-0.25
	Non Resident Indians (Non Repat)	4168	0	4168	0.0589	47195	0	47195	0.54	0.48
	Non Resident Indians (Repat)	3492	0	3492	0.0493	19485	0	19485	0.22	0.17
	Body Corp-Ltd Liability Partnership	0	0	0	0	7531	0	7531	0.09	0.09
	Clearing Member	3618	0	3618	0.0511	25442	0	25442	0.29	0.24
	Bodies Corporate	107544	9000	116544	1.6459	580005	9000	589005	6.69	5.04
	<b>Sub Total (B)(3)</b>	<b>2969612</b>	<b>921750</b>	<b>3891362</b>	<b>54.955</b>	<b>3462577</b>	<b>903950</b>	<b>4366527</b>	<b>49.56</b>	<b>-5.40</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>2969612</b>	<b>922250</b>	<b>3891862</b>	<b>54.962</b>	<b>3462577</b>	<b>904450</b>	<b>4367027</b>	<b>49.57</b>	<b>-5.40</b>
	<b>Total (A)+(B)</b>	<b>6158750</b>	<b>922250</b>	<b>7081000</b>	<b>100</b>	<b>7906214</b>	<b>904450</b>	<b>8810664</b>	<b>100.00</b>	<b>0.00</b>
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying D₹									
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0.00	0.00
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0.00	0.00
	<b>Total (A)+(B)+(C)</b>	<b>6158750</b>	<b>922250</b>	<b>7081000</b>	<b>100</b>	<b>7906214</b>	<b>904450</b>	<b>8810664</b>	<b>100.00</b>	

**ATTACHMENT D**
**V. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)**

Shareholding Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2021			Shareholding at the End of the year - 2022			% change in share-holding during the year
		No of Shares Held	% of the Total of the Company	%of Shares Pledged / encum-bered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encum-bered to total shares	
1	BHASKAR GOVIND SANDU	737000	10.4081	'0.0000	737000	8.3649	'0.0000	-2.0433
2	UMESH B SANDU	679193	9.5918	'0.0000	1152193	13.0773	'0.0000	3.4855
3	SHASHANK BHASKAR SANDU	659255	9.3102	'0.0000	1132255	12.8510	'0.0000	3.5408
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	7.6815	'0.0000	543930	6.1735	'0.0000	-1.5080
5	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	3.0929	'0.0000	219010	2.4857	'0.0000	-0.6072
6	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	2.2026	'0.0000	155963	1.7702	'0.0000	-0.4324
7	GEETA U SANDU	85000	1.2004	'0.0000	85000	0.9647	'0.0000	-0.2357
8	MINAL SHASHANK SANDU	61100	0.8629	'0.0000	61100	0.6935	'0.0000	-0.1694
9	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	38687	0.5463	'0.0000	347186	3.9405	'0.0000	3.3942
10	SHUBHADA PRABHAKAR SANDU	10000	0.1412	'0.0000	10000	0.1135	'0.0000	-0.0277
	<b>Total</b>	<b>3189138</b>	<b>45.0380</b>	<b>'0.0000</b>	<b>4443637</b>	<b>50.4348</b>	<b>'0.0000</b>	<b>5.3968</b>

## ATTACHMENT E

## VI. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Change in Promoter's Shareholdings (please specify if there is no change)

Sr No	Name & Type of Transaction	Shareholding At The Beginning Of The Year - 2021		Transactions During The Year		Cumulative Shareholding At The End Of The Year - 2022	
		No. of Shares Held	% of Total Shares Of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares Of The Company
1	UMESH B SANDU	679193	7.7088			915693	10.393
	Transfer			02 Mar 2022	236500	1152193	13.08
	AT THE END OF THE YEAR					1152193	13.08
2	SHASHANK BHASKAR SANDU	659255	7.4825			895755	10.1667
	Transfer			02 Mar 2022	236500	1132255	12.85
	AT THE END OF THE YEAR					1132255	12.85
3	BHASKAR GOVIND SANDU	737000	8.3649			737000	8.3649
	AT THE END OF THE YEAR					737000	8.3649
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	6.1735			543930	6.1735
	AT THE END OF THE YEAR					543930	6.1735
5	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.4857			219010	2.4857
	AT THE END OF THE YEAR					219010	2.4857
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	38687	0.4391			180519	2.0489
	Transfer			02 Mar 2022	166667	347186	3.94
	AT THE END OF THE YEAR					347186	3.94
7	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.7702			155963	1.7702
	AT THE END OF THE YEAR					155963	1.7702
8	GEETA U SANDU	85000	0.9647			85000	0.9647
	AT THE END OF THE YEAR					85000	0.9647
9	MINAL SHASHANK SANDU	61100	0.6935			61100	0.6935
	AT THE END OF THE YEAR					61100	0.6935
10	SHUBHADA PRABHAKAR SANDU	10000	0.1135			10000	0.1135
	AT THE END OF THE YEAR					10000	0.1135

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 8810664 Shares.
  2. The details of holding has been clubbed based on PAN.
  3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

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SR NO	SHAREHOLDER NAME	DPID/Folio	SHARES	BENPOS_ DATE
1	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2020
2	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2021
3	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2020
4	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2021
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	38687	31/03/2020
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	38687	31/03/2021
7	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2020
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2021
9	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2020
10	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2021
11	UMESH B SANDU	IN30133018748151	677100	31/03/2020
12	UMESH B SANDU	IN30133018748151	677100	31/03/2021
13	UMESH BHASKAR SANDU	IN30154957543660	100	31/03/2020
14	UMESH BHASKAR SANDU	IN30154957543660	2093	31/03/2021
15	SHASHANK BHASKAR SANDU	IN30133017696833	657900	31/03/2020
16	SHASHANK BHASKAR SANDU	IN30133017696833	657900	31/03/2021
17	SHASHANK BHASKAR SANDU	IN30154957542396	1355	31/03/2021
18	BHASKAR GOVIND SANDU	IN30048414150106	737000	31/03/2020
19	BHASKAR GOVIND SANDU	IN30048414150106	737000	31/03/2021
20	MINAL SHASHANK SANDU	IN30048414165680	61100	31/03/2020
21	MINAL SHASHANK SANDU	IN30048414165680	61100	31/03/2021
22	GEETA U SANDU	IN30133018748134	85000	31/03/2020
23	GEETA U SANDU	IN30133018748134	85000	31/03/2021

## ATTACHMENT F

## VII. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDR AND ADR)

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	TANVI JIGNESH MEHTA	326597	3.7068			326597	3.7068
	Transfer			09 Apr 2021	(368)	326229	3.7027
	Transfer			23 Apr 2021	1222	327451	3.7165
	Transfer			30 Apr 2021	1000	328451	3.7279
	Transfer			07 May 2021	4500	332951	3.7790
	Transfer			14 May 2021	(50)	332901	3.7784
	Transfer			28 May 2021	(5241)	327660	3.7189
	Transfer			04 Jun 2021	(4619)	323041	3.6665
	Transfer			10 Sep 2021	646	323687	3.6738
	Transfer			17 Sep 2021	(2000)	321687	3.6511
	Transfer			12 Nov 2021	(2500)	319187	3.6227
	Transfer			19 Nov 2021	(6145)	313042	3.5530
	Transfer			26 Nov 2021	(7511)	305531	3.4677
	Transfer			10 Dec 2021	(4643)	300888	3.4150
	Transfer			17 Dec 2021	(1300)	299588	3.4003
	Transfer			24 Dec 2021	(200)	299388	3.3980
	Transfer			31 Dec 2021	(1000)	298388	3.3867
	AT THE END OF THE YEAR					298388	3.3867
2	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			28 Jan 2022	141832	141832	1.6098
	AT THE END OF THE YEAR					141832	1.6098
3	HITESH KUVELKAR	119187	1.3528			119187	1.3528
	Transfer			21 May 2021	297	119484	1.3561
	Transfer			28 May 2021	444	119928	1.3612
	Transfer			18 Jun 2021	300	120228	1.3646
	Transfer			25 Jun 2021	1196	121424	1.3781
	Transfer			30 Jun 2021	450	121874	1.3833
	Transfer			02 Jul 2021	750	122624	1.3918
	Transfer			08 Oct 2021	(660)	121964	1.3843



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Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
	Transfer			15 Oct 2021	(300)	121664	1.3809
	Transfer			14 Jan 2022	120	121784	1.3822
	AT THE END OF THE YEAR					121784	1.3822
4	SANBRO MARKETING SERVICES PVT LTD	0	0.0000			0	0.0000
	Transfer			28 Jan 2022	83333	83333	0.9458
	AT THE END OF THE YEAR					83333	0.9458
5	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	52000	0.5902			52000	0.5902
	AT THE END OF THE YEAR					52000	0.5902
6	RITESH KUMAR BAGARIA	0	0.0000			0	0.0000
	Transfer			29 Oct 2021	17272	17272	0.1960
	Transfer			05 Nov 2021	3733	21005	0.2384
	Transfer			12 Nov 2021	5000	26005	0.2952
	Transfer			19 Nov 2021	10537	36542	0.4147
	Transfer			26 Nov 2021	6463	43005	0.4881
	AT THE END OF THE YEAR					43005	0.4881
6	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	54000	0.7626			54000	0.7626
	Transfer			21 Aug 2020	(1000)	53000	0.7485
	Transfer			04 Sep 2020	(1000)	52000	0.7344
	AT THE END OF THE YEAR					52000	0.7344
7	AMIT DATATRAY KHANDEKAR	39239	0.4454			39239	0.4454
	Transfer			18 Jun 2021	(8)	39231	0.4453
	AT THE END OF THE YEAR					39231	0.4453
8	RAVINDRA VINAYAK BHATAVADEKAR	30339	0.3443			30339	0.3443
	Transfer			06 Aug 2021	1598	31937	0.3625
	Transfer			13 Aug 2021	512	32449	0.3683
	Transfer			07 Jan 2022	5459	37908	0.4303
	AT THE END OF THE YEAR					37908	0.4303
9	AMIT KUMAR SARAOGI	0	0.0000			0	0.0000
	Transfer			17 Sep 2021	6118	6118	0.0694
	Transfer			01 Oct 2021	622	6740	0.0765
	Transfer			08 Oct 2021	1260	8000	0.0908
	Transfer			05 Nov 2021	1242	9242	0.1049

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
	Transfer			12 Nov 2021	8066	17308	0.1964
	Transfer			26 Nov 2021	911	18219	0.2068
	Transfer			03 Dec 2021	531	18750	0.2128
	Transfer			17 Dec 2021	5670	24420	0.2772
	Transfer			24 Dec 2021	3925	28345	0.3217
	Transfer			28 Jan 2022	655	29000	0.3291
	Transfer			04 Feb 2022	3365	32365	0.3673
	Transfer			11 Feb 2022	1179	33544	0.3807
	Transfer			18 Feb 2022	24	33568	0.3810
	Transfer			25 Feb 2022	976	34544	0.3921
	AT THE END OF THE YEAR					34544	0.3921
10	GUNJAN BAGARIA	12681	0.1439			12681	0.1439
	Transfer			17 Sep 2021	1996	14677	0.1666
	Transfer			24 Sep 2021	6376	21053	0.2389
	Transfer			15 Oct 2021	1467	22520	0.2556
	Transfer			14 Jan 2022	4000	26520	0.3010
	Transfer			21 Jan 2022	6740	33260	0.3775
	AT THE END OF THE YEAR					33260	0.3775
11	MAHAN INDUSTRIES LTD	28698	0.3257			28698	0.3257
	AT THE END OF THE YEAR					28698	0.3257
12	MUKESH RAOJIBHAI PATEL	172729	1.9605			172729	1.9605
	Transfer			23 Apr 2021	(22729)	150000	1.7025
	Transfer			30 Apr 2021	(10000)	140000	1.5890
	Transfer			04 Jun 2021	(2000)	138000	1.5663
	Transfer			11 Jun 2021	(28405)	109595	1.2439
	Transfer			18 Jun 2021	(6595)	103000	1.1690
	Transfer			25 Jun 2021	(15000)	88000	0.9988
	Transfer			30 Jun 2021	(15000)	73000	0.8285
	Transfer			09 Jul 2021	(500)	72500	0.8229
	Transfer			16 Jul 2021	(14083)	58417	0.6630
	Transfer			20 Aug 2021	(5005)	53412	0.6062
	Transfer			27 Aug 2021	(8500)	44912	0.5097
	Transfer			17 Sep 2021	(1193)	43719	0.4962
	Transfer			30 Sep 2021	(5000)	38719	0.4395
	Transfer			31 Dec 2021	(18117)	20602	0.2338
	Transfer			07 Jan 2022	(9102)	11500	0.1305
	Transfer			14 Jan 2022	(1833)	9667	0.1097
	Transfer			21 Jan 2022	(667)	9000	0.1021

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Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
	Transfer			11 Mar 2022	(160)	8840	0.1003
	Transfer			18 Mar 2022	(1045)	7795	0.0885
	Transfer			25 Mar 2022	(1795)	6000	0.0681
	AT THE END OF THE YEAR					6000	0.0681
13	AJIT T DALAL	24330	0.2761			24330	0.2761
	Transfer			30 Apr 2021	(728)	23602	0.2679
	Transfer			12 Nov 2021	(1620)	21982	0.2495
	Transfer			19 Nov 2021	(5844)	16138	0.1832
	Transfer			24 Dec 2021	(1138)	15000	0.1702
	Transfer			11 Feb 2022	(6000)	9000	0.1021
	Transfer			18 Feb 2022	(6000)	3000	0.0340
	AT THE END OF THE YEAR					3000	0.0340
14	JAYENDRA SHRIKANT KULKARNI	59489	0.6752			59489	0.6752
	Transfer			07 May 2021	810	60299	0.6844
	Transfer			11 Jun 2021	(9900)	50399	0.5720
	Transfer			30 Jun 2021	(7200)	43199	0.4903
	Transfer			09 Jul 2021	1620	44819	0.5087
	Transfer			16 Jul 2021	(2610)	42209	0.4791
	Transfer			30 Jul 2021	(1800)	40409	0.4586
	Transfer			13 Aug 2021	1482	41891	0.4755
	Transfer			20 Aug 2021	1530	43421	0.4928
	Transfer			27 Aug 2021	1467	44888	0.5095
	Transfer			17 Sep 2021	(16000)	28888	0.3279
	Transfer			30 Sep 2021	(4000)	24888	0.2825
	Transfer			08 Oct 2021	(5000)	19888	0.2257
	Transfer			15 Oct 2021	(2000)	17888	0.2030
	Transfer			22 Oct 2021	(3500)	14388	0.1633
	Transfer			19 Nov 2021	(2000)	12388	0.1406
	Transfer			26 Nov 2021	(1500)	10888	0.1236
	Transfer			31 Dec 2021	(1300)	9588	0.1088
	Transfer			07 Jan 2022	(2500)	7088	0.0804
	Transfer			14 Jan 2022	(2200)	4888	0.0555
	Transfer			21 Jan 2022	(1500)	3388	0.0385
	Transfer			04 Feb 2022	(1100)	2288	0.0260
	Transfer			11 Feb 2022	(700)	1588	0.0180
	Transfer			11 Mar 2022	(1588)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
15	PORINJU VELIYATH	52000	0.5902			52000	0.5902
	Transfer			09 Jul 2021	(52000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 8810664 Shares.
  2. The details of holding has been clubbed based on PAN.
  3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	SHARES	BENPOS_ DATE
1	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2021
2	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	219010	31/03/2022
3	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2021
4	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	155963	31/03/2022
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	38687	31/03/2021
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	180519	31/03/2022
7	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2021
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	543930	31/03/2022
9	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2021
10	SHUBHADA PRABHAKAR SANDU	IN30051319693845	10000	31/03/2022
11	UMESH B SANDU	IN30133018748151	677100	31/03/2021
12	UMESH B SANDU	IN30133018748151	913600	31/03/2022
13	UMESH BHASKAR SANDU	IN30154957543660	2093	31/03/2021
14	UMESH BHASKAR SANDU	IN30154957543660	2093	31/03/2022
15	SHASHANK BHASKAR SANDU	IN30133017696833	657900	31/03/2021
16	SHASHANK BHASKAR SANDU	IN30133017696833	894400	31/03/2022
17	SHASHANK BHASKAR SANDU	IN30154957542396	1355	31/03/2021
18	SHASHANK BHASKAR SANDU	IN30154957542396	1355	31/03/2022
19	BHASKAR GOVIND SANDU	IN30048414150106	737000	31/03/2021
20	BHASKAR GOVIND SANDU	IN30429514150106	737000	31/03/2022
21	MINAL SHASHANK SANDU	IN30048414165680	61100	31/03/2021
22	MINAL SHASHANK SANDU	IN30429514165680	61100	31/03/2022
23	GEETA U SANDU	IN30133018748134	85000	31/03/2021
24	GEETA U SANDU	IN30133018748134	85000	31/03/2022

**ATTACHMENT G**
**VIII. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)**

Shareholding of Directors abd Key Managerial Personneel:

Sr. No	Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares at the beginning	% of the Shares of the company	No.of shares	% of total Shares of the company
1.	Bhaskar G Sandu	737000	10.408	737000	10.408
2.	Shashank B Sandu	659255	9.31.	1132255	12.851
3.	Umesh B Sandu	679193	9.591	1152193	13.074
4.	Shubhada Sandu	10000	0.141	10000	0.141
5.	Dilip R Salgaocar	NIL	NIL	NIL	NIL
6.	Dr Krishna Deshpande	NIL	NIL	NIL	NIL
7.	Dr Madan Kapre	NIL	NIL	NIL	NIL
8.	K Vinaykumar	NIL	NIL	NIL	NIL
9.	Pratika Mhambray (KMP)	NIL	NIL	NIL	NIL
10.	Rakesh Parekh (KMP)	NIL	NIL	NIL	NIL

## ATTACHMENT H

## IX. INDEBTEDNESS

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

Particulars	Secured Loans Excluding Deposits ( ₹ )	Unsecured Loans	Deposits	Total Indebtedness ( ₹ )
Indebtedness at the beginning of the financial year 01.04.2021				
1. Principal Amount	192679.36	NIL	NIL	192679.36
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. interest accrued but not due	NIL	NIL	NIL	2,18,503
<b>Total of (1+2+3)</b>	<b>192679.36</b>	<b>NIL</b>	<b>NIL</b>	<b>192679.36</b>
Change in indebtedness during the financial year				
+Addition				
-Reduction	192679.36	NIL	NIL	192679.36
Net Change	192679.36	NIL	NIL	192679.36
Indebtedness at the end of the financial year 31.03. 2022				
1. Principal Amount	NIL	NIL	NIL	NIL
2. Interest due but not paid	NIL	NIL	NIL	NIL
3. interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total of (1+2+3)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**ATTACHMENT I**
**X. REMUNERATION TO MANAGING DIRECTOR/WHOLETIME DIRECTOR/MANAGER**

		(In ₹)
Sr. No	Particulars of Remuneration	Shri. Umesh Sandu Managing Director
1.	Gross Salary	
	(a) Salary as per provisions in section 17(1) of the Income Tax Act.	
	(b) Value of perquisites u/s 17(2) Income Tax, 1961.	67,32,000
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	NIL
2.	Stock option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
	- As % of profit	
	- Others, specify	
5.	Others, please specify	
	Provident Fund & other fund	3,86,480
	<b>Total (A)</b>	<b>71,18,480</b>
	Ceiling as per the Act	84,00,000

**ATTACHMENT J**
**XI. REMUNERATION OF DIRECTOR**

(a) Independent Directors:-

Particulars of Remuneration	Name of Directors				Total Amount (In ₹)
	<b>Dilip R. Salgaocar</b>	<b>Krishna B. Deshpande</b>	<b>Madan L. Kapre</b>	<b>K. Vinay Kumar</b>	
Fees for attending Board /Committee Meetings	41,500/-	NIL	53,500/-	58,500/-	1,53,500/-
Commission	NIL	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	41,500/-	NIL	53,500/-	58,500/-	1,53,500/-

(b) Other Non-Executive Directors:-

Other Non Executive Director	Shashank B Sandu	Shubhada P Sandu	Total Amount (In ₹)
Fees for attending Board /Committee Meetings	47,500/-	25,000/-	72,500/-
Commission	NIL	NIL	NIL
Others	NIL	NIL	NIL
<b>Total</b>	47,500/-	25,000/-	72,500/-

## ATTACHMENT K

## XII. REMUNERATION OF KEY MANAGERIAL PERSONNEL AND OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel		(In ₹)
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	12,11,952	3,32,318	15,44,270
	(b) Value of perquisites u/s 17(2) Income Tax Act	NIL	NIL	NIL
	(c) Profit in lieu of salary under section 17(3) Income Tax Act	NIL	NIL	NIL
2.	Stock option	NIL	NIL	NIL
3.	Sweat Equity Shares	NIL	NIL	NIL
4.	Commission -As % of profit -others, specify	NIL	NIL	NIL
5.	Others, please specify contribution to PF	NIL	16060	16060
6.	Performance Bonus	NIL	NIL	NIL
	<b>Total</b>	<b>12,11,952</b>	<b>3,16,258</b>	<b>15,60,330</b>

## ATTACHMENT L

## XIII. Penalties /Punishment/Compounding of Offences (under the Companies Act)

Type	Section Of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding					
<b>B. Directors</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. Any other officer in default</b>					
	NA				



**ANNEXURE - H**
**STATEMENT OF PARTICULARS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) The Ratio of the Remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year 2021-22.

Sr No	Directors	Ratio to Median Remuneration
1.	K.Vinaykumar Non Executive Independent Director	-
2.	Dilip R. Salgaocar-Non Executive/Independent Director	-
3.	Krishna B. Deshpande Non Executive/Independent Director	-
4.	Dr Madan L. Kapre Non Executive/Independent Director	-
5.	Shashank B. Sandu- Non Executive Director	-
6.	Shubhada P Sandu Non Executive Director	-
7.	Umesh B Sandu Managing Director	24.03%

The Median remuneration of all employees of the Company for the Financial year 2021-22 was ₹ 2,96,235.

- (ii) The percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2021-22.

Sr No	Director, Chief Financial Officer, Company Secretary	% Increase /(Decrease) of remuneration in the Financial Year.
1.	Bhaskar G Sandu- Chairman and Non Executive Director	-
2.	Dilip R Salgaocar-Non Executive Independent Director	-
3.	Krishna B Deshpande Non Executive Independent Director	-
4.	Dr Madan L Kapre Non Executive Independent Director	-
5.	K Vinaykumar Non Executive Independent Director	-
6.	Shashank B Sandu- Non Executive	-
7.	Shubhada P Sandu Non Executive	-
8.	Umesh B Sandu Managing Director	48.96%
9.	Rakesh Parekh Chief Financial Officer	9.43%
10.	Pratika Mhambray Company Secretary	6.90%

- (iii) The percentage increase in the median remuneration of employees in the Financial Year: 33.16%

- (iv) The Number of permanent employees on roll of the Company: 437

- (v) The explanation on the relationship between average increase in remuneration and company Performance Average Increase in remuneration of all employees was 38.10%

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

<b>Aggregate of Remuneration paid to Key Managerial Personnel (KMP)</b>	91,68,480
Total Revenue	65,58,33,000
Remuneration of KMP's as a % of total revenue	1.40%
Profit Before Tax (PBT)	2,31,67,000
Remuneration of KMP's as a % PBT	39.58%

- (vii) Variations in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer, the variation in the net worth of the company as at the close of the current financial year and previous financial year.

Particulars	As on 31.03.2022	As on 31.03.2021	% Increase
<b>Share Price</b>			
BSE	70.35	31.95	54.58
Market Capitalization	619830212.4	226237950	63.50
BSE			
Price Earning Ratio	35.35	20.75	41.30
Net worth	268,050,333	24,19,53,251	9.74

\*Share Price at BSE is considered for calculation of Price Earnings Ratio

- (viii) Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereto and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average salary increase of Non Managerial Employees is 18.71%

Average Salary increase of Managerial employees is 51.02%

There is no exceptional circumstances in increase in Managerial Remuneration.

- (ix) Comparison of each remuneration of the key managerial personnel (KMPs) against the performance of the Company.

KMPs	Remuneration in FY 2021-22	Total Revenue	Remuneration a % of Revenue	Profit Before Tax(PBT)	Remuneration of KMPs as a % of PBT
Umesh B. Sandu Managing Director	71,18,480	65583300	10.85%	23167000	30.73%
Rakesh Parekh Chief Financial Officer	1325020		2.02%		5.72%
Pratika Mhambray Company Secretary	725000		1.11%		3.13%

- x) The Key parameter for any variable component of remuneration availed by the Director
- There are no variable payment is made to the Whole Time Director based on the performance during the year.
- xi) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year
- Managing Director is highest paid Director. No employee received remuneration higher than the Managing Director.
- xii) Affirmation that the remuneration is as per the remuneration policy of the Company
- Remuneration paid during the year ended 31.03.2022 is as per remuneration policy of the Company

**ANNEXURE -I  
FORM NO. AOC- 2**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**I. Details of contracts or arrangements or transactions not at Arm's length basis.- N. A**

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/arrangements/transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions'	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**II. Details of contracts or arrangements or transactions at Arm's length basis.**

Particulars	Details
Name of the related party	Sandu Brothers Private Limited
Nature of relationship	Director and Relative of Director are member
Nature of contracts/arrangements/transaction	Directors/Relatives of Directors are Member
Duration of Contracts/arrangements/transaction	Purchase and sale of finished Ayurvedic Medicine is valid upto 30 <sup>th</sup> September 2024
Salient terms of the contracts or arrangements or transactions including value ,if any	Royalty agreement is valid upto 30 <sup>th</sup> September 2024
Date of board approval	Note 1
Amount paid as advances if any	1) 14 <sup>th</sup> February 2019 2) 14 <sup>th</sup> August 2021 Nil

**Note 1:**

M/s Sandu Brothers Private Limited manufacture's and process and pack the Ayurvedic Drugs and Formulation in accordance with specifications provided to it by M/s Sandu Pharmaceuticals Limited and pack them in bulk or in such other packs in the manner as may be stipulated or specified by M/s Sandu Pharmaceuticals Limited to enable to market the same by buying the said products on its account.

**Note 2:**

M/s Sandu Brothers Pvt Ltd is the owner, proprietor and prior user for some of the proprietary products of which some are duly registered under The Trade Mark Act, 1999 (the said Act) and some of the mark is applied for and/or in process to apply for some of the products. Your Company is desirous to manufacture various products under the said Trade Mark and for this purpose have requested M/s Sandu Brothers Pvt Ltd to assign the said products and pay Royalty for the assignment of the said Trademark.

The other related information as envisaged under the company's (Meeting of Board and its Power) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished Hereunder.

For and on behalf of Board of Directors

Sd/-

Sd/-

**Shri Umesh B Sandu  
Managing Director  
DIN:01132141**

**Shri Shashank B Sandu  
Director  
DIN:00678098**

Dated: 12/08/2022  
Place: Mumbai

## INDEPENDENT AUDITORS' REPORT

To the Members of,  
**SANDU PHARMACEUTICALS LIMITED**  
**Report on the Audit of the Financial Statements**

**Opinion**

1. We have audited the accompanying financial statements of Sandu Pharmaceuticals Limited ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and notes to the financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").
2. 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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2022, and its profit including other comprehensive income, its cash flows and the changes in equity and for the year ended on that date.

**Basis for Opinion**

3. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.
4. 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**

5. 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 on 31<sup>st</sup> March, 2022. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

S. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	<p><b>Revenue Recognition</b></p> <p>Revenue Recognition Revenue of the Company consists primarily of sale of products and is recognized when control of products being sold is transferred to customer and there is no unfulfilled obligation.</p> <p>Revenue is measured at fair value of the consideration received or receivable and is accounted for net of rebates, trade discounts etc. Considering the materiality of amounts involved, significant judgements related to estimation of rebates and discounts, the same has been considered as a key audit matter.</p> <p>(Refer Sub-note No. M of Note 2 of Accounting Policy).</p>	<p>Our audit procedures included and were not limited to the following –</p> <ul style="list-style-type: none"> <li>Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to rebates and trade discounts and breakage and leakage by comparing with the applicable accounting standards</li> <li>Tested the design and operating effectiveness of the general IT control environment and the manual controls for recognition of revenue, calculation of discounts and rebates etc.</li> <li>On a sample basis we performed testing to verify sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents.</li> <li>We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and</li> <li>Selected a sample of sales invoices/contracts and read, analyzed and identified the distinct performance obligations in these invoices/contracts.</li> </ul> <p>Based on our audit procedures we have concluded that revenue is appropriately recognized, and that there was no evidence of management bias.</p>

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

- The Company's Board of Directors is responsible for the preparation of the other information. The other Information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexure to Director's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this Auditors' Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to 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.
- When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

**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 changes in equity of the

Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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

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

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

12. 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.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal financial controls 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 system 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.

### Communication with those charged with governance

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

12. 1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Government of India -Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable.
- 2) As required by Section 143 (3) of the Act, based on our audit, we report, to the extent applicable that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance sheet, the statement of Profit and Loss including other comprehensive income, the Statement Cash Flow and statement of changes in equity 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 specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us:
    - I. The Company does not have any pending litigation which would impact its financial position.
    - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- III. The Company is not liable to make any payments towards Investor Education and Protection Fund.
- IV. a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv) (a) and (iv) (b) contain any material misstatement.
- V. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

Till the date of Audit Report company has not declared any dividend for the financial Year.

**For Dileep & Prithvi**  
Chartered Accountants  
Firm Reg. No. 122290W

**Himmat Mali**  
(Partner)  
M. No. 183378  
UDIN-22183378AJWTPR5382

Place: Mumbai  
Date: 30<sup>th</sup> May, 2022



## Thirty Seven Annual Report 2021-22

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

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on 31<sup>st</sup> March, 2022 of Sandu Pharmaceuticals Limited )

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

- (i) (a) (i.) The Company has maintained proper records showing full particulars including quantitative details and situation of plant, property and equipment, (Capital work-in- progress and relevant details of right-of-use assets).
- (ii.) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the plant, property and equipment have been physically verified by the management in a phased manner at regular intervals based on program designed to cover all the material items. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed by the management on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. In case of leasehold land, that has been taken on lease and disclosed as right to use assets in the Ind AS financial statements, the lease agreement is in the name of the company, where the company is the lessee in the agreement.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.

According to the information and explanations given to us, the company has submitted quarterly returns or statements comprising stock statements, working capital position and statements on ageing analysis of the debtors/other receivables to the respective banks, which are not in agreement with the books of accounts.

However, the said differences between the amount furnished to the banks and those as per books of accounts are have been reconciled as under:-

(Amount in Lakh)

Name of the Bank	Quarter ended	Amount disclosed as per quarterly return/ statement*	Inventories	Trade Payable	Total
Axis Bank/HDFC Bank	30 <sup>th</sup> June, 2021	1,150	941	209	The differences are on account of statement filed with the banks prepared based on provisional financial statement.
HDFC Bank	30 <sup>th</sup> Sept, 2021	940	588	352	
HDFC Bank	31 <sup>st</sup> Dec, 2021	1,002	972	30	

\*The above figures consist of book debts and inventory less trade payable as on end of respective quarters.

Further ,according to the information and explanations given to us , the company has not utilised any amount from the said credit facilities at any time during the year and later on the company has closed all its credit facilities in Jan 2022..

- (iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:
  - (a) According to the information and explanations given to us, at the beginning and during the year, the Company has not provided any loans, guarantees and securities to companies and other parties. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
  - (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
  - (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 & 186 of the Companies Act, 2013 in respect of loans, investments, guarantees or securities, as applicable. Further, the Company has not entered into any transaction covered under section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits, hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the accounts and records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, Sales Tax, Custom Duty, Excise Duty, Goods and Service Tax and other material statutory dues, as applicable. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31<sup>st</sup> March, 2022, for a period of more than six months from the date they became payable, except dues of Tax Deducted at source aggregating to ₹13,675/- (P.Y. ₹ 1,38,516/-) on account of defaults pertains to prior years.
- (b) According to the information and explanations given to us and records of the Company, no dues of Income-tax, Sales tax, Service Tax, VAT are outstanding in the books of the Company on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including confirmations received from banks (if any) and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.

## Thirty Seven Annual Report 2021-22

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis (if any) have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any private placement of shares or fully or partly convertible debentures during the year.

According to the information and explanations given to us and on an overall examination of the financial statements of the Company, in respect of preferential allotment of equity shares made during the previous year, the Company has duly complied with the requirements of Section 42 and Section 62 of the Act.

Further, in previous year, the company has realised Amount of ₹ 2,63,79,653/-, which was not utilized during the previous year and during the current financial year, the company has further realised amount of ₹ 1,38,05,408/-. Out of total realisation of 4,01,85,059/- from conversion of share warrant upto March, 2022, the company has utilised to the extent of ₹ 74,88,527/- for the purposes for which the funds were raised and balance amount of ₹ 3,26,96,532/- was kept in Fixed deposits for the time being and same amount will be used as and when required by the company.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable.

Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.

- (b) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management 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 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) Since the Company doesn't satisfy any of the criteria prescribed under Section 135(1) of the Companies Act, 2013 during the immediately preceding financial year, thus there was no requirement for the Company to spend any amount on CSR activities during the year ended 31<sup>st</sup> March, 2022. Accordingly, the requirement to report on clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg. No. 122290W

**Himmat Mali**

(Partner)

M. No. 183378

UDIN-22183378AJWTPR5382

Place: Mumbai

Date: 30<sup>th</sup> May, 2022

### Annexure-B to Auditors report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls of Sandu Pharmaceuticals Limited ("the Company") as of 31<sup>st</sup> March, 2022 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

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

### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls & financial reporting based on our audit. We Conducted our audit in accordance with the Guidance Note on Audit of internal Financial Controls over Financial Reporting (the "Guidance. Note.") Issued by ICAI and the Standards on Auditing, and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial Controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the Company's internal financial control system over financial reporting.

### Meaning of internal financial controls over Financial Reporting

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

**Inherent Limitations of Internal Financial Control over Financial Reporting**

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

**Opinion**

8. In our opinion, the Company has, in all material respects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg. No. 122290W

**Himmat Mali**

(Partner)

M. No. 183378

UDIN-22183378AJWTPR5382

Place: Mumbai

Date: 30<sup>th</sup> May, 2022

# Thirty Seven Annual Report 2021-22

## Balance Sheet as at 31<sup>st</sup> March 2022

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 <sup>st</sup> March, 2022 Amount (₹)	As at 31 <sup>st</sup> March, 2021 Amount (₹)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3(a)	647.42	646.57
Right of use assets	3(b)	949.38	963.98
Capital Work in Progress	3(c)	48.18	-
Other Intangible Assets	4	3.46	6.81
<b>Financial Assets</b>			
Investments	5	910.68	24.17
Other Financial Asset	6	4.62	0.43
		<b>2,563.75</b>	<b>1,641.97</b>
<b>Current assets</b>			
Inventories	7	1,127.22	1,113.79
<b>Financial Assets</b>			
Trade Receivables	8	399.14	534.78
Cash and Cash Equivalents	9 (a)	93.86	452.76
Bank Balances other than 9(a) above	9 (b)	323.26	712.84
Other Current Assets	10	421.22	240.18
		<b>2,364.70</b>	<b>3,054.34</b>
		<b>4,928.45</b>	<b>4,696.31</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	881.07	792.10
Other Equity	12	2,766.39	2,557.02
<b>Total equity</b>		<b>3,647.45</b>	<b>3,349.12</b>
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Deferred Tax Liabilities (Net)	13	93.65	95.27
		<b>93.65</b>	<b>95.27</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	14	-	1.93
<b>Trade payables Due to :</b>	15		
Micro and Small Enterprises		8.15	2.34
Other than Micro and Small Enterprises		673.65	664.69
Other Financial Liabilities	16	3.71	-
Other Current Liabilities	17	116.76	109.76
Provisions	18	385.08	473.20
		<b>1,187.35</b>	<b>1,251.93</b>
		<b>4,928.45</b>	<b>4,696.31</b>

### Significant Accounting policies

2

The accompanying Notes from 29 to 36 are an integral part of Financial Statements.

As per our report of even date attached.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg No 122290W

By the hand of

**Himmat Mali**

(Partner)

M.No:183378

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

**Sandu Pharmaceuticals Limited**

CIN : L24233GA1985PLC001587

**Umesh B. Sandu**

Managing Director

DIN:01132141

Sd/-

**Rakesh Parekh**

Chief Financial Officer

**Shashank B. Sandu**

Director

DIN:00678098

Sd/-

**Pratika Mhambray**

Company Secretary &  
Compliance Officer

Place: Mumbai

Dated : 30/05/2022

Place: Mumbai

Dated : 30/05/2022

Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2022

(₹ In Lakhs)

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2022 Amount (₹)	Year ended 31 <sup>st</sup> March, 2021 Amount (₹)
<b>INCOME</b>			
Revenue From Operations	19	6,550.05	5,875.54
Other Income	20	8.28	19.34
<b>Total Income</b>		<b>6,558.33</b>	<b>5,894.89</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	1,419.58	1,187.18
Purchases of Stock-in-Trade	22	2,200.14	1,924.13
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	23	(45.43)	338.70
Employee benefits expense	24	891.21	801.82
Finance costs	25	11.00	11.49
Depreciation and amortization expense	3	53.01	55.67
Other expenses	26	1,797.15	1,407.80
<b>Total expenses</b>		<b>6,326.66</b>	<b>5,726.80</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>231.67</b>	<b>168.09</b>
Exceptional Items / Prior Period Adjustment		-	-
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>231.67</b>	<b>168.09</b>
<b>Tax expense:</b>	27		
Current tax		(69.59)	(55.71)
Deferred tax		(3.13)	(2.95)
Short / ( Excess ) Tax Provision		-	(0.17)
<b>PROFIT (LOSS) FOR THE PERIOD</b>		<b>158.93</b>	<b>109.25</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to profit or loss in Subsequent Periods :			
Remeasurement gains/(losses) on post employment defined benefit plans		3.62	1.91
Fair value changes of investments		28.38	58.31
Income tax relating to items that will not be reclassified to profit or loss		4.75	(7.80)
<b>TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)</b>		<b>36.75</b>	<b>52.42</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)</b>		<b>195.68</b>	<b>161.66</b>
<b>EARNINGS PER EQUITY SHARE</b>	28		
Basic		1.99	1.54
Diluted		1.87	1.54

**Significant Accounting policies**

2

The accompanying Notes from 29 to 36 are an integral part of Financial Statements.

As per our report of even date attached.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg No 122290W

By the hand of

**Himmat Mali**

(Partner)

M.No:183378

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

CIN : L24233GA1985PLC001587

**Umesh B. Sandu**

Managing Director

DIN:01132141

Sd/-

**Rakesh Parekh**

Chief Financial Officer

**Shashank B. Sandu**

Director

DIN:00678098

Sd/-

**Pratika Mhambray**Company Secretary &  
Compliance Officer

Place: Mumbai

Dated : 30/05/2022

Place: Mumbai

Dated : 30/05/2022



## Thirty Seven Annual Report 2021-22

### Statement of changes in equity for the Period ended 31<sup>st</sup> March, 2022

#### A. Equity Share Capital

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Opening Balance	79.21	792.10	70.81	708.10
Add: Shares Issued during the year *	8.90	88.97	8.40	84.00
<b>Closing Balance</b>	<b>88.11</b>	<b>881.07</b>	<b>79.21</b>	<b>792.10</b>

#### B. Other Equity

(₹ In Lakhs)

Particulars	Share Application Pending Allotment/ Money received against share warrants (₹) *	Reserves and Surplus (₹)				Other Comprehensive Income(₹)		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 1 <sup>st</sup> April ,2020	-	950.28	327.22	-	4.11	925.59	8.36	2,215.56
Profit for the Year	-	-	109.25	-	-	-	-	109.25
Other Comprehensive Income (Net of tax)	-	-	-	-	51.25	-	1.17	52.42
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Issue of preferential allotments	90.00	-	-	-	-	-	-	90.00
Allotment under preferential allotments scheme	-	-	-	89.80	-	-	-	89.80
Transfer to retained earnings on disposal of Equity Instruments	-	-	47.08	-	(47.08)	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2021</b>	<b>90.00</b>	<b>950.28</b>	<b>497.35</b>	<b>89.80</b>	<b>8.28</b>	<b>911.78</b>	<b>9.53</b>	<b>2,557.02</b>
Profit for the Year	-	-	158.93	-	-	-	-	158.93
Other Comprehensive Income (Net of tax)	-	-	-	-	34.13	-	2.61	36.75
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Dividend Paid	-	-	(35.41)	-	-	-	-	(35.41)
Allotment under Preferential Allotments Scheme	(46.02)	-	-	95.11	-	-	-	49.09
Transfer to retained earnings on disposal of Equity Instruments	-	-	28.38	-	(28.38)	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	4.64	-	(4.64)	-	-	-
<b>Balance as at 31<sup>st</sup> March , 2022</b>	<b>43.98</b>	<b>950.28</b>	<b>667.70</b>	<b>184.90</b>	<b>9.40</b>	<b>897.98</b>	<b>12.14</b>	<b>2,766.39</b>

#### Significant Accounting policies

2

The accompanying Notes from 29 to 36 are an integral part of Financial Statements.

As per our report of even date attached.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg No 122290W

By the hand of

**Himmat Mali**

(Partner)

M.No:183378

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

**Sandu Pharmaceuticals Limited**

CIN : L24233GA1985PLC001587

**Umesh B. Sandu**

Managing Director

DIN:01132141

Sd/-

**Rakesh Parekh**

Chief Financial Officer

**Shashank B. Sandu**

Director

DIN:00678098

Sd/-

**Pratika Mhambray**

Company Secretary & Compliance Officer

Place: Mumbai

Dated : 30/05/2022

Place: Mumbai

Dated : 30/05/2022

Statement of Cash Flow for the year ended 31<sup>st</sup> March, 2022

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022		Year ended 31 <sup>st</sup> March, 2021	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		231.67		168.09
<b>Adjustments for:</b>				
Depreciation and amortisation expenses	53.01		55.67	
Finance costs	11.00		11.49	
Interest income	(7.63)		(18.89)	
Dividend income from equity instruments designated at FVTOCI	(0.60)		(0.46)	
Allowance for doubtful debts / expected credit losses - trade receivable	3.96		12.52	
Re-Measurement gains/ Losses on Employee Defined Benefit Plans	3.62	63.36	1.91	62.25
		<b>295.04</b>		<b>230.34</b>
<b>Operating profit / (loss) before changes in operating assets &amp; liabilities</b>				
<b>Changes in operating assets</b>				
(increase) / decrease in inventories	(13.43)		322.39	
(increase) / decrease in Trade receivables	131.68		(79.18)	
(increase) / decrease in other operating assets	(94.79)		60.79	
<b>Changes in operating liabilities</b>				
(increase) / decrease in trade payables	14.76		91.16	
(increase) / decrease in other operating liabilities	(150.72)	(112.51)	179.35	574.51
		<b>182.52</b>		<b>804.84</b>
<b>Cash Generated from operation</b>				
Income Tax Paid		(87.65)		(45.84)
<b>Net Cash flow from Operating activities</b>		<b>94.87</b>		<b>759.01</b>
<b>B. Cash flow from investing activities</b>				
Purchases of Property, Plant and Equipment	(84.10)		(12.70)	
Fixed deposits placed with banks	-		(680.77)	
Proceeds from maturity of Fixed Deposit placed with banks	386.79		-	
Interest received	7.63		18.89	
Dividend income from equity instruments designated at FVTOCI	0.60		0.46	
Purchases of Mutual funds	(1,051.41)		-	
Proceeds from Sales of Mutual Funds /Shares	193.28		116.49	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(547.20)</b>		<b>(557.64)</b>

## Thirty Seven Annual Report 2021-22

(₹ In Lakhs )

Particulars	Year ended 31 <sup>st</sup> March, 2022		Year ended 31 <sup>st</sup> March, 2021	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>C. Cash flow from financing activities</b>				
Repayment of Short-term borrowings	(1.93)		(122.58)	
Finance cost	(11.00)		(11.49)	
Proceeds from Issue of Equity Share Capital	138.05		173.80	
Dividend Paid	(31.69)		-	
Share Application Money pending allotment	-		90.00	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>93.43</b>		<b>129.73</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(358.90)</b>		<b>331.09</b>
Cash and cash equivalents at the beginning of the year		452.76		121.66
<b>Cash and cash equivalents at the end of the year</b>		<b>93.86</b>		<b>452.76</b>

### Notes:

- The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'
- For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
As per Balance Sheet -note 11(a)	93.86	452.76
<b>Balance as per statement of cash flows</b>	<b>93.86</b>	<b>452.76</b>

Significant Accounting policies

2

The accompanying Notes from 29 to 36 are an integral part of Financial Statements.

As per our report of even date attached.

**For Dileep & Prithvi**

Chartered Accountants

Firm Reg No 122290W

By the hand of

**Himmat Mali**

(Partner)

M.No:183378

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

**Sandu Pharmaceuticals Limited**

CIN : L24233GA1985PLC001587

**Umesh B. Sandu**

Managing Director

DIN:01132141

Sd/-

**Rakesh Parekh**

Chief Financial Officer

**Shashank B. Sandu**

Director

DIN:00678098

Sd/-

**Pratika Mhambray**

Company Secretary &  
Compliance Officer

Place: Mumbai

Dated : 30/05/2022

Place: Mumbai

Dated : 30/05/2022

**NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS OF SANDU PHARMACEUTICALS LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

**NOTE 1. Corporate Information**

**Sandu Pharmaceuticals Limited** referred as “the Company” is domiciled in India and was incorporated in India on November 15, 1985. The registered office of the company is at Plot nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa - 403511. Its equity shares are listed in India on the Bombay Stock Exchange (BSE).

The Company is mainly engaged in the business of manufacturing and trading of Ayurvedic medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

**NOTE 2. Significant Accounting Policies**

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

**a. Basis of Accounting and preparation of financial statements:**

- The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies and in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.
- Accounting Policies, not specifically referred to, otherwise are consistent with generally accepted accounting policies. In applying the accounting policies, considerations have been given to prudence, substance over form and materiality. The accounting policies adopted in the presentation of the financial statements are consistent with those followed in the previous year.

**b. Presentation of financial statements:**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013. The statement of cash flow has been prepared and presented as per the requirements of Ind AS-7 “Statement of Cash flows”. The disclosure requirements with respect to items in the balance sheet and statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

**c. Functional and Presentation Currency:**

These financial statements are presented in Indian National Rupee (‘INR’) which is the Company’s functional currency.

**d. Current versus Non-current classificatio :**

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

An assets is treated as current when it is :

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

All Other assets are classified as non-current.

A liability is treated as current when it is :

- Expected to be settled in normal operating cycle;

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- Held primarily for the purpose of trading;
- 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.

All Other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

### e. **Use of Judgements and Estimates:**

In preparing these financial statements, management has made judgements, estimates and assumptions that effect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

- **Recoverability of advances / receivables:**

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

- **Provisions:**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

- **Fair value measurements:**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and share based payments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to standalone financial statements.

- **Inventories:**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

- **Classification of financial assets:**

Assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

- **Useful lives of depreciable / amortizable assets:**

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

- **Income taxes:**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for

the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognized is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilized.

**f. Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):**

The spread of COVID-19 is having an unprecedented impact on people and economy. This has impacted our operations and results for the year ended March 31,2022. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of trade receivables, tangible assets, intangible assets and investments. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information. The impact assessment of COVID-19 is a continuing process given the uncertainties and the Company will continue to closely monitor the developments.

**g. Property, Plant and Equipment and Depreciation:**

**Recognition and Measurement :**

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives then they are accounted for as a separate items ( major components ) of property, plant and equipment.

**Subsequent Measurement**

Expenditure is capitalised only if it is probable that there is an increase in future economic benefits associated with the expenditure will flow to the company.

**Depreciation on property, plant and equipment :**

Based on a technical assessment and a review of past history of asset usage, management of the company has not revised its useful lives to those referred to under schedule III to the Companies Act, 2013.

Depreciation on property, plant and equipments is provided using Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II to the Companies Act, 2013. The estimate of useful life of the assets has been taken as per Part C of Schedule II to the Companies Act, 2013 and has also been assessed by the management which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support etc.

The estimated useful life of property, plant and equipments is mentioned below

Type of Asset	Period (Years)
a. Leasehold Land	72
b. Buildings & Sheds	60
c. Plant & Machinery	20
d. Furniture & Fixtures	10
e. Electrical Installations	10
f. Motor Vehicles	8
g. Office Equipments	5

### **Capital work-in-progress**

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment.

### **De-recognition**

An item of property, plant and equipment is de recognized upon disposal or when no future benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the assets and it recognized in the statement of profit and loss.

#### **h. Intangible Assets and amortization :**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation. All cost and expenses incidental to acquisition and installation attributable to the intangible assets are capitalized.

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation. All cost and expenses incidental to acquisition and installation attributable to the intangible assets are capitalized.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

### **Computer Software**

Costs incurred towards purchase of computer software are depreciated using the straight-line method over a period based on management's estimate of useful lives of such software being 3 years, or over the license period of the software, whichever is shorter.

#### **i. Non-Current assets held for sale:**

Non- current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at lower of their carrying amount and fair value less costs to sell. An impairment loss is recognized for any initial or subsequent write –down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognised by the date of the sale of the non –current asset is recognized at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortized or depreciated.

#### **j. Impairment of Assets:**

At each reporting date, the company reviews the carrying amounts of its PPE, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ('CGU') fair value less costs of disposal and its value in use. The 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.

Where 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 cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. 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 recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

**k. Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**Subsequent measurement**

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

- a. Debt instruments at amortized cost.
- b. Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- c. Equity instruments at fair value through other comprehensive income (FVTOCI)

**Debt instruments at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. The Company does not have any financial asset under this category.



### Debt instrument and equity instrument at FVTPL

FVTPL is a residual category for debt instruments and equity instruments. Any debt and equity instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt and equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and loss account. The Company does not have any financial asset under this category.

In addition, the Company may elect to classify a debt and equity instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, the Company doesn't have any debt and instruments that qualify for FVTPL classification.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL, if any. For all other equity instruments, the Company decides to classify the same as at FVTOCI.

Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the OCI.

For financial assets that are measured at FVTOCI, income by way of interest, dividend and exchange difference (on debt instrument) is recognized in profit or loss and changes in fair value (other than on account of such income) are recognized in Other Comprehensive Income and accumulated in other equity. On disposal of debt instruments measured at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments measured at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.

### Derecognition

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

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
  - (a) the Company has transferred substantially all the risks and rewards of the asset, or
  - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

### Impairment of financial assets

The company assesses on a forward-looking basis the expired credit loss associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable the company applied the simplified approach as permitted by Ind AS 109, financial instruments which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

### Financial liabilities

#### Initial recognition and measurement

- The Company's financial liabilities include deposits, and trade and other payables. These are recognized initially at amortized cost net of directly attributable transaction costs.

### **Subsequent measurement**

After initial recognition, they are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

The EIR amortization is included as finance costs in the statement of profit and loss.

### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

### **l. Inventories:**

Inventories such as Raw Materials, Work in Progress, Finished Goods, Stock in Trade and Stores & Spares are valued at lower of cost and net realizable value. Except scrap /waste which are value at net realizable value. The cost is computed on FIFO basis, finished goods and Process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Materials and other items held for use in the production of inventories are not written down below cost, if finished goods in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and to make the sale.

### **m. Revenue Recognition:**

Revenue from contracts with customers is recognized when control of the goods and services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and services.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods are net of discounts, applicable taxes, rebates and estimated returns.

The transaction price is documented on the sales invoice and payment is generally due as per agreed credit terms with customer.

The consideration can be fixed or variable. Variable consideration is only recognised when it is highly probable that a significant reversal will not occur.

Sales return is variable consideration that is recognised and recorded based on historical experience, market conditions and provided for in the year of sale as reduction from revenue.

Provision for sales returns are estimated on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.

Interest income are recognised on an accrual basis using the effective interest method.

Dividends are recognised when the Company's right to receive the amount has been established.

Other incomes have been recognized on accrual basis in the financial statements, except when there is uncertainty of collection.

### **n. Foreign Currency Transactions:**

#### **Initial recognition**

Foreign currency transactions, if any, are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

### **Conversion**

Foreign currency monetary items, if any, are reported using the spot rate of exchange at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the fair values were determined.

### **Exchange differences**

Exchange differences, if any, 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 recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Exchange differenced arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

#### **o. Employee Benefits:**

Employee benefits include provident fund, gratuity fund and compensated absences.

#### **Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

1. in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
2. in case of non-accumulating compensated absences, when the absences occur.

Provision for Bonus & Ex-Gratia is made on accrual basis. Expenditure on leave travel concession to employees is recognized in the year of availment due to uncertainties of accruals. Leave encashment is provided on actual basis.

#### **Defined contribution plan**

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### **Defined benefit plan**

For defined benefit plan in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognized in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

The company is contributing to the plan taken from LIC of India to mitigate its liability towards payment of Gratuity to the eligible employees. The liability for Gratuity payments has been set off with the fair value of plan assets (i.e. fund balance) and the net value has been recognized in the Balance Sheet accordingly.

#### **p. Taxation:**

Tax expense is the aggregate of current tax and deferred tax charged or credited, as the case may be to the statement of Profit and Loss for the year except to the extent is related to items recognised directly in equity or in other comprehensive income for the year in accordance with the Indian Accounting Standard - 12 "Taxes on income."

**CURRENT TAX:**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and 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.

Short/Excess provision for tax being result of change in estimates of prior period or any subsequent payment of tax..

**DEFERRED TAX :**

Deferred taxes are recognized for the future tax consequences attributable to timing differences between the carrying amount of assets and liabilities in the company's financial statements and corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax expense/income is the result of changes in the net deferred tax assets and liabilities. Deferred tax assets are recognized and carried forward only if in opinion of the management there is reasonable/virtual certainty of its realization.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and 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..

**q. Borrowing Costs:**

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose as part of cost of that asset. All other Borrowing costs are reduced from corresponding income or recognized as expense in the period in which they are incurred.

**r. Leases:**

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

To assess whether a contract conveys the right to control the use of an identified asset the Company assesses whether contract involves the use of an identified asset, the Company has a right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use and the Company has the right to direct the use of the asset.

At the inception date, right-of-use asset is recognised at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any.

It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

Right-of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term. When the Company has purchase option available under lease and cost of right-of-use assets reflects that purchase option will be exercised, right-of-use asset is depreciated over the useful life of underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

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At the inception date, lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting carrying amount to reflect interest, lease payments and remeasurement, if any.

Lease payments will be discounted using the incremental borrowing rate or interest rate implicit in the lease, if the rate can be determined.

The Company has elected not to apply requirements of Ind AS 116 to leases that has a term of 12 months or less and leases for which the underlying asset is of low value. Lease payments of such lease are recognised as an expense on straight line basis over the lease term.

### s. **Provisions, Contingent Liabilities and Contingent Assets**

The company creates a provision when there is a present obligation (legal or constructive) because of past event that will probably result in the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of such obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

### m. **Cash and cash equivalents**

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

### n. **Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

### o. **Mesurement of fair value**

#### **Financial instrument**

The estimated fair value of the company's financial instruments is based on market Prices and valuation techniques.

Valuations are made with the objective to include relevant factors that market participants would consider in setting a price and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

### p. **Derivatives**

Fair value of financial derivatives is estimated as the present value of future cash flows, calculated by reference to quoted price curves and exchange rates as of the balance sheet date

### P. **Government subsidy / grants:**

Government grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received.

- Subsidy related to assets is recognized as deferred income which is recognized in the Standalone Statement of Profit and Loss on systematic basis over the useful life of the assets
- Purchase of assets and receipts of related grants are separately disclosed in Standalone Statement of Cash Flow.
- Grants related to income are treated as other operating income in Standalone Statement of Profit and Loss subject to due disclosure about the nature of grant.

**Note 3 (a) PROPERTY, PLANT AND EQUIPMENT**

Particulars	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets
<b>Gross Carrying Amount</b>								
At 1 <sup>st</sup> April, 2020	813.11	403.84	50.83	45.83	144.35	58.25	2.50	1,518.70
Additions	-	8.27	0.43	-	4.01	-	-	12.70
Adjustments								-
Disposals								-
At 31 <sup>st</sup> March, 2021	813.11	412.11	51.26	45.83	148.35	58.25	2.50	1,531.40
Additions	-	27.90	4.13	-	3.80	0.09	-	35.92
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March, 2022	813.11	440.01	55.38	45.83	152.15	58.34	2.50	1,567.32
<b>Depreciation/Amortization</b>								
At 1 <sup>st</sup> April, 2020	295.92	322.43	36.80	14.89	133.88	40.80	2.37	847.10
Additions	10.35	9.23	3.81	5.44	5.31	3.58	-	37.72
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March, 2021	306.27	331.67	40.61	20.32	139.19	44.38	2.37	884.82
Additions	10.35	9.53	3.68	5.44	2.50	3.58	-	35.07
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March, 2022	316.62	341.20	44.29	25.76	141.69	47.96	2.37	919.90
<b>Net Carrying Amount</b>								
At 1 <sup>st</sup> April, 2020	517.18	81.41	14.02	30.95	10.47	17.44	0.12	671.59
At 31 <sup>st</sup> March, 2021	506.83	80.44	10.64	25.51	9.16	13.86	0.12	646.57
At 31 <sup>st</sup> March, 2022	496.49	98.82	11.09	20.07	10.46	10.37	0.12	647.42

## Note 3 (b) RIGHT OF USE ASSETS

(₹ In Lakhs)

Particulars	Right of Use Assets	Total Right of use Assets
<b>Gross Carrying Amount</b>		
At 1 <sup>st</sup> April, 2020	1,037.00	1,037.00
Additions	-	-
Disposals	-	-
At 31 <sup>st</sup> March, 2021	1,037.00	1,037.00
Additions	-	-
Disposals	-	-
At 31 <sup>st</sup> March, 2022	1,037.00	1,037.00
<b>Depreciation/Amortization:</b>		
At 1 <sup>st</sup> April, 2020	58.42	58.42
Additions	14.60	14.60
Disposals	-	-
At 31 <sup>st</sup> March, 2021	73.02	73.02
Additions	14.60	14.60
Disposals	-	-
At 31 <sup>st</sup> March, 2022	87.62	87.62
<b>Net Carrying Amount</b>		
At 1 <sup>st</sup> April, 2020	978.58	978.58
At 31 <sup>st</sup> March, 2021	963.98	963.98
At 31 <sup>st</sup> March, 2022	949.38	949.38

## Note 3 (c) CAPITAL WORK IN PROGRESS

(₹ In Lakhs)

Particulars	Capital WIP	Capital WIP
<b>Gross Carrying Amount</b>		
At 1 <sup>st</sup> April, 2020	-	-
Additions	-	-
Disposals	-	-
At 31 <sup>st</sup> March, 2021	-	-
Additions	48.18	48.18
Disposals	-	-
At 31 <sup>st</sup> March, 2022	48.18	48.18



(₹ In Lakhs)

Particulars	Capital WIP	Capital WIP
<b>Depreciation/Amortization:</b>		
<b>At 1<sup>st</sup> April, 2020</b>	-	-
Additions	-	-
Disposals	-	-
<b>At 31<sup>st</sup> March, 2021</b>	-	-
Additions	-	-
Disposals	-	-
<b>At 31<sup>st</sup> March, 2022</b>	-	-
<b>Net Carrying Amount</b>		
<b>At 1<sup>st</sup> April, 2020</b>	-	-
<b>At 31<sup>st</sup> March, 2021</b>	-	-
<b>At 31<sup>st</sup> March, 2022</b>	<b>48.18</b>	<b>48.18</b>

Capitall work in Progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	48.18	0	0	0	48.18

**Note 4 INTANGIBLE ASSETS**

(₹ In Lakhs)

Particulars	Softwares	Total Intangible Assets
<b>Gross Carrying Amount</b>		
<b>At 1<sup>st</sup> April, 2020</b>	33.26	33.26
Additions	-	-
Adjustments	-	-
Disposals	-	-
<b>At 31<sup>st</sup> March, 2021</b>	<b>33.26</b>	<b>33.26</b>
Additions	-	-
Disposals	-	-
<b>At 31<sup>st</sup> March, 2022</b>	<b>33.26</b>	<b>33.26</b>
<b>Depreciation/Amortization:</b>		
<b>At 1<sup>st</sup> April, 2020</b>	23.10	23.10
Additions	3.35	3.35
Adjustments	-	-
Disposals	-	-
<b>At 31<sup>st</sup> March, 2021</b>	<b>26.45</b>	<b>26.45</b>

(₹ In Lakhs)

Particulars	Softwares	Total Intangible Assets
Additions	3.35	3.35
Disposals	-	-
<b>At 31<sup>st</sup> March, 2022</b>	<b>29.79</b>	<b>29.79</b>
		-
<b>Net Carrying Amount</b>		
<b>At 1<sup>st</sup> April, 2020</b>	<b>10.16</b>	<b>10.16</b>
<b>At 31<sup>st</sup> March, 2021</b>	<b>6.81</b>	<b>6.81</b>
<b>At 31<sup>st</sup> March, 2022</b>	<b>3.46</b>	<b>3.46</b>

**Note 5 INVESTMENTS**

Description	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Nos.	Amount (₹)	Nos.	Amount (₹)
<b>Investments in equity instruments</b>				
Carried at Fair Value Through Other Comprehensive Income :				
<u><b>Quoted</b></u>				
Kerala Ayurveda Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.003	0.15
Powergrid Corporation of India Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.02	3.70
Tata Chemicals Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.01	3.76
Tata Consumer Product Ltd.				
(Share of ₹ 1 each Fully Paid)	-	-	0.01	3.64
The Indian Hotels Company Ltd.				
(Share of ₹ 1 each Fully Paid)	-	-	0.07	7.60
NTPC Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.004	0.38
PTC India Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.01	0.39
Indraprastha Medical Corporation Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.05	2.69
Kamat Hotels (India) Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.02	0.47
NHPC Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.05	1.22
Nagarjuna Fertilizers and Chemicals Ltd.				
(Share of ₹ 10 each Fully Paid)	-	-	0.01	0.03
Nagarjuna Oil Refinery				
(Share of ₹ 1 each Fully Paid)	0.01	0.01	0.01	0.001

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Description	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Nos.	Amount (₹)	Nos.	Amount (₹)
<b>Investments in debt instruments</b>				
<b><u>Quoted</u></b>				
<b>Non Convertible Debentures ( NCD ) ( Fully Paid )</b>				
NTPC ( 8.49 % NCD of Face Value of 12.5 /- )	-	-	0.003	0.04
	<b>0.01</b>	<b>0.01</b>	<b>0.24</b>	<b>24.07</b>
<b><u>Unquoted</u></b>				
Carried at Cost				
The Shamrao Vithal Co-op.Bank Ltd. (Share of ₹ 25 each Fully Paid)	0.004	0.10	0.004	0.10
<b>Total Investment in Equity Instruments</b>	<b>0.009</b>	<b>0.105</b>	<b>0.241</b>	<b>24.17</b>
<b>Units of Schemes of Various Funds: (Quoted)</b>				
Carried at Fair Value Through Other Comprehensive Income :				
Aditya Birla Sun Life Arbitrage Fund - Growth-Direct Plan	22.65	499.98	-	-
Edelweiss Arbitrage Fund - Regular Plan Growth	3.27	51.38	-	-
ICICI Prudential Equity Arbitrage Fund - Growth	1.84	51.31	-	-
Tata Arbitrage Fund - Regular Plan-Growth	4.38	51.22	-	-
UTI Arbitrage Fund - Regular Growth Plan Growth	1.80	51.30	-	-
IDFC Arbitrage Fund-Growth-(Regular Plan)	3.88	102.50	-	-
Kotak Equity Arbitrage Fund - Growth (Regular Plan)	1.70	51.39	-	-
SBI Arbitrage Opportunities Fund - Regular Plan - Growth	1.89	51.49	-	-
<b>Total of Investment in Mutual Funds</b>	<b>41.43</b>	<b>910.57</b>	-	-
<b>Total Non Current Investments</b>	<b>41.44</b>	<b>910.68</b>	<b>0.24</b>	<b>24.17</b>

### Notes:

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Aggregate amount of Unquoted Investments	910.58	24.07
Aggregate Market value of Unquoted Investments	910.58	24.07
Aggregate amount of unquoted Investments -at Cost	0.10	0.10
Aggregate amount of Impairment in value of investments	-	-

### Note 6 Other Non Current Financial Assets

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date )	3.22	0.43
Excess Contribution to Gratuity Fund	1.41	
<b>Total</b>	<b>4.62</b>	<b>0.43</b>

## Note 7 Inventories

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Closing Stock of Inventories:</b> (Valued at lower of cost and net realisable value)		
(a) Raw materials	134.27	166.27
(b) Work-in-progress	57.19	29.10
(c) Finished goods	360.06	299.18
(d) Stock in Trade	575.70	619.24
<b>Total</b>	<b>1,127.22</b>	<b>1,113.79</b>

## Note 8 Trade receivables

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Trade receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	399.14	534.78
Balance having significant increase in credit risk	6.17	12.52
Allowances for Expected Credit loss / Impaired	-6.17	-12.52
Credit impaired	-	-
<b>Total</b>	<b>399.14</b>	<b>534.78</b>

## Trade Receivables Ageing Schedule are as below

(₹ In Lakhs)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2022					Total
		Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	192.80	162.01	7.51	36.83	0	0	399.14
Undisputed trade receivables – which have significant increase in credit risk	0	0	0	0	0	0	0
Undisputed trade receivables – credit impaired	0	0	0	0	1.01	5.15	6.168
Disputed trade receivables – considered good	0	0	0	0	0	0	0
Disputed trade receivables – which have significant increase in credit risk	0	0	0	0	0	0	0
Disputed trade receivables – credit impaired	0	0	0	0	0	0	0
<b>Sub-total</b>	<b>192.80</b>	<b>162.01</b>	<b>7.51</b>	<b>36.83</b>	<b>1.01</b>	<b>5.15</b>	<b>405.31</b>
Less: Allowance for credit impaired	0	0	0	0	1.01	5.15	6.17
<b>Total</b>	<b>192.80</b>	<b>162.01</b>	<b>7.51</b>	<b>36.83</b>	<b>0.00</b>	<b>0.00</b>	<b>399.14</b>

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(₹ In Lakhs)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2021					Total
		Upto 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	230.01	257.65	15.25	31.86	0	0	534.78
Undisputed trade receivables – which have significant increase in credit risk	0	0	0	0	0	0	0
Undisputed trade receivables – credit impaired	0	0	0	0	8.19	4.33	12.52
Disputed trade receivables – considered good	0	0	0	0	0	0	0
Disputed trade receivables – which have significant increase in credit risk	0	0	0	0	0	0	0
Disputed trade receivables – credit impaired	0	0	0	0	0	0	0
<b>Sub-total</b>	<b>230.01</b>	<b>257.65</b>	<b>15.25</b>	<b>31.86</b>	<b>8.19</b>	<b>4.33</b>	<b>547.30</b>
Less: Allowance for credit impaired	0	0	0	0	8.19	4.33	12.52
<b>Total</b>	<b>230.01</b>	<b>257.65</b>	<b>15.25</b>	<b>31.86</b>	<b>0.00</b>	<b>0.00</b>	<b>534.78</b>

### Note 9 (a) Cash and Bank Balances

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Balances with banks:</b>		
In current accounts	85.23	410.52
Deposits with original maturity of less than 3 months	-	22.17
Cash on hand	8.63	20.06
<b>Total</b>	<b>93.86</b>	<b>453.76</b>

\*Cash and cash equivalents include cash on hand, cheques, drafts on hand, cash at bank and deposits with banks with original maturity of 3 months or less.

### (b) Other Bank Balances

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Balances with banks:</b>		
Deposits with original maturity of more than 3 months but having remaining maturity of less than 12 months from the balance sheet date.	323.26	712.84
<b>Total</b>	<b>323.26</b>	<b>712.84</b>

**Note 10 Other Current Assets**

(Unsecured, considered good unless otherwise stated)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Security deposits	5.51	5.51
Capital Advance to GIDC(Plot Allotment)	18.05	2.90
Loans and advances to employees	8.91	2.06
Balances with government authorities	328.79	187.29
Advances paid to Suppliers	8.40	11.91
Prepaid expenses	8.74	18.11
Accrued Interest on Bank deposits	3.43	12.40
Amount Receivable against sales of Shares	39.39	-
<b>Total</b>	<b>421.22</b>	<b>240.18</b>

**Break-up of Security details**

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Other Current Assets considered Good -Secured	-	-
Other Current Assets considered Good - Unsecured	421.22	240.18
Other Current Assets which have significant increase in credit risk	-	-
Other Current Assets -credit impaired	-	-
Less: Allowance for Doubtful advance/Debts	-	-
<b>Total</b>	<b>421.22</b>	<b>240.18</b>

**Note 11 Share Capital****a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b><u>Authorised Share Capital</u></b>		
1,00,00,000 Equity Shares of ` 10/- Each (31 <sup>st</sup> March 2021 : 1,00,00,000 Equity shares of ₹ 10/-Each)	1,000.00	1,000.00
	<b>1,000.00</b>	<b>1,000.00</b>
<b><u>Issued, Subscribed &amp; Paid up Share Capital</u></b>		
88,10,664 Equity Shares of ` 10/- Each (31 <sup>st</sup> March 2021 ,79,20,997 Equity shares of ₹ 10 Each)	881.07	792.10
<b>Total</b>	<b>881.07</b>	<b>792.10</b>

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### b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	79.21	792.10	70.81	708.10
Add: Shares Issued during the year *	8.90	88.97	8.40	84.00
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>88.11</b>	<b>881.07</b>	<b>79.21</b>	<b>792.10</b>

\* The Company through preferential basis allotted 8,89,667 equity shares to the eligible Allottees at a issue price of ` 20.69/- per equity share (including a premium of ` 10.69 per equity share) aggregating to approximately ` 88.96 lakhs on 28<sup>th</sup> February, 2022. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

### c. Terms / Rights attached to equity shares

The Company is having only one class of shares i.e. Equity carrying a nominal value of ` 10/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

### d. Details of shareholders holding more than 5 percent shares in the company:

(₹ In Lakhs )

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares of ` 10/- each fully paid</b>				
Late Bhaskar Govind Sandu	7.37	8.36	7.37	9.30
Shashank Bhaskar Sandu	11.32	12.85	8.96	11.30
Umesh Bhaskar Sandu	11.52	13.08	9.16	11.56
Sanmark Realty And Finance Private Ltd.	5.44	6.17	5.44	6.87

### Details of shares held by Promoters and Promoter Group in the Company:

(₹ In Lakhs )

Name of Promoters	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021		% change from March 31, 2021 to March 31, 2022
	No. of Shares held	% of holding	No. of shares	% of holding	
Late BHASKAR GOVIND SANDU *	7.37	8.36	7.37	10.41	2.04
UMESH B SANDU	11.52	13.08	6.79	9.59	(3.49)
SHASHANK BHASKAR SANDU	11.32	12.85	6.59	9.31	(3.54)
SANMARK REALTY AND FINANCE PRIVATE LIMITED	5.44	6.17	5.44	7.68	1.51

NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	2.19	2.49	2.19	3.09	0.61
PHYBRICHEM ENGINEERS PRIVATE LIMITED	1.56	1.77	1.56	2.20	0.43
GEETA U SANDU	0.85	0.96	0.85	1.20	0.24
MINAL SHASHANK SANDU	0.61	0.69	0.61	0.86	0.17
AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	3.47	3.94	0.39	0.55	(3.39)
SHUBHADA PRABHAKAR SANDU	0.10	0.11	0.10	0.14	<b>0.03</b>
<b>Total</b>	<b>44.44</b>	<b>50.43</b>	<b>31.89</b>	<b>45.04</b>	<b>(5.40)</b>

\* Transfer of Shares of Late Shri Bhaskar Govind Sandu will be transferred to his Nominee Account , process is on & it will done shortly.

- e. The company had not issued any bonus shares for consideration other than cash and no shares have been bought back during the period of five years immediately preceding the reporting date.
- f. There are no calls unpaid on equity shares.
- g. No Equity Shares are forfeited.

#### Note 12 Other Equity

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
General Reserve	950.28	950.28
Retained Earnings ( Net Surplus in The Statement of Profit & Loss )	667.70	497.35
Security Premium	184.90	89.80
Share Application Money Pending Allotment	43.98	90.00
<b>OCI -</b>		
Equity Instruments through Other Comprehensive Income	9.40	8.28
Revaluation Surplus	897.98	911.78
Other Comprehensive Income - Employee Benefits	12.14	9.53
<b>Total</b>	<b>2,766.39</b>	<b>2,557.02</b>

#### Notes :- Nature and Purpose of reserves:

##### 1. General Reserve

General Reserve forms part of the retained earnings and is permitted to be distributed to sharholders as part of dividend

##### 2. Equity Instrument through Other Comprehensive Income

Equity instrument through other Comprehensive income is the increase / decrease in the value of the investments at the end of the year.

##### 3. Revaluation Surplus

Revaluation surplus shows the details of the changes in the fair value of the right -to-use assets such as lease hold land including transfer of depreciation to retained earnings in the year end.



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### 4. Other Comprehensive Income -Employee Benefits

Employee Benefit such as Gratuity valuation is done on yearly basis by the actuary & increase /decrease in the liability is shown through this account.

### 5. Security Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with provisions of the Companies Act, 2013

\* The Company through preferential basis allotted 889667 equity shares to the eligible Allottees at a issue price of ` 20.69/- per equity share (including a premium of ` 10.69 per equity share) aggregating to approximately ` 88.96 lakhs on 31<sup>st</sup> March, 2022. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

### Note 13 Deferred tax Liabilities (net)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Deferred tax (liability) / asset</b>		
Opening Balance (difference between book balance and tax balance of fixed assets)	95.27	84.51
Add- Deferred Tax recognised during the period in statement of P & L	3.13	2.95
Add- Deferred Tax recognised during the period in OCI	-4.75	7.80
<b>Net deferred tax Liabilities</b>	<b>93.65</b>	<b>95.27</b>

### Movement in Deferred tax Assets/Liabilities

### Deferred tax assets and liabilities in relation to the year ended 31<sup>st</sup> March 2022

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	Recognised in the statement of Profit & Loss	Recognised in OCI	As at 31 <sup>st</sup> March , 2022
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Deferred tax asset</b>				
Provision for Gratuity	0.44	(0.43)	-	0.01
Provision for doubtful trade receivables	3.48	(1.77)	-	1.71
<b>Deferred tax liabilities</b>				
Property Plant & Equipment	88.58	0.93	-	89.51
Remeasurement gains/(losses) on post employment defined benefit plans	3.67	-	1.01	4.68
Fair value changes of investments	6.93	-	(5.75)	1.18
<b>Net deferred tax liabilities</b>	<b>95.27</b>	<b>3.13</b>	<b>(4.75)</b>	<b>93.65</b>

Deferred tax assets and liabilities in relation to the year ended 31<sup>st</sup> March 2021

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2020	Recognised in the statement of Profit & Loss	Recognised in OCI	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Deferred tax asset</b>				
Provision for Gratuity	0.32	0.12	-	0.44
Provision for doubtful trade receivables		3.48	-	3.48
<b>Deferred tax liabilities</b>				
Property Plant & Equipment	82.03	6.55	-	88.58
Remeasurement gains/(losses) on post employment defined benefit plans	2.94	-	0.74	3.67
Fair value changes of investments	(0.13)	-	7.06	6.93
<b>Net deferred tax liabilities</b>	<b>84.51</b>	<b>2.95</b>	<b>7.80</b>	<b>95.27</b>

## Note 14 Short-term borrowings

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Loans repayable on demand</b>		
From banks :		
(Secured against exclusive charge on entire current assets of the company and personal guarantee of Directors )	-	1.93
	-	<b>1.93</b>

## Note 15 Trade payable

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Trade payables(refer note below)</b>		
Dues to related Parties	291.34	147.25
Dues to Micro & Small Enterprises	8.15	2.68
Other Than Small & Micro Enterprises	382.30	517.10
<b>Total</b>	<b>681.80</b>	<b>667.04</b>

## Note :-

The Company has certain dues to suppliers registered under micro , small and medium enterprises Development Act 2006 (MSMED Act) .the Disclosures pursuant to the said MSMED Act are as follows.

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(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
a.) The Principal amount remaining unpaid to any supplier at the end of the year.	7.36	2.34
b.) Interest due remaining to any supplier at the end of the year.	-	-
c.) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year.	-	-
d.) 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.	-	-
e.) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.79	0.33
f.) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
<b>Total</b>	<b>8.15</b>	<b>2.68</b>

Disclosure of amount payable to vendors as defined under the " Micro Small and Medium Enterprises Development Act .2006 ", is based on the information available with the company regarding the status of registration of such vendors under the said Act ,as per the intimation received from them on requests made by the company. there are interest accrued and remaining unpaid is of `78626-(P.Y. 33399 ) for delayed payments to such vendors at the Balance sheet date.Outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

**Trade Payables Ageing Schedule are as below:**

(₹ In Lakhs)

Particulars	Outstanding from due date of payment as at March 31, 2022					Total
	Not due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises		8.15				8.15
Total outstanding dues of creditors other than micro, small & medium enterprises	408.43	243.01	9.40	2.78	10.02	673.65
Disputed dues of micro, small and medium enterprises						0
Disputed dues of creditors other than micro, small and medium enterprises						0
	<b>408.43</b>	<b>251.16</b>	<b>9.40</b>	<b>2.78</b>	<b>10.02</b>	<b>681.80</b>

(₹ In Lakhs)

Particulars	Outstanding from due date of payment as at March 31, 2021					Total
	Not due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	2.68	-	-	-	2.68
Total outstanding dues of creditors other than micro, small & medium enterprises	311.63	327.29	18.45	1.29	5.72	664.36
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
<b>Total</b>	<b>311.63</b>	<b>329.97</b>	<b>18.45</b>	<b>1.29</b>	<b>5.72</b>	<b>667.04</b>

**Note 16 Other Current Financial liabilities**

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Unpaid Dividend	3.71	-
<b>Total</b>	<b>3.71</b>	<b>-</b>

**Note 17 Other Current liabilities**

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Advances Received from Customers	15.48	14.79
<b>Other payables :</b>		
Statutory Dues	22.76	17.33
Trade / security deposits received	60.60	53.35
Outstanding Liabilities	12.60	14.98
Retention Money of Assets Vendors	3.89	7.86
Gratuity Payable to Employees	1.44	1.44
<b>Total</b>	<b>116.76</b>	<b>109.75</b>

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### Note 18 Short-term provisions

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>(a) Provision for employee benefits:</b>		
(i) Provision for salaries	117.91	118.64
(ii) Provision for Gratuity (As per Actuarial Report)	-	0.12
	<b>117.91</b>	<b>118.77</b>
<b>(b) Provision - Others:</b>		
(i) Provision for Tax	152.81	83.21
(ii) Provision for Expenses	114.35	271.22
	<b>267.15</b>	<b>354.44</b>
<b>Total</b>	<b>385.06</b>	<b>473.20</b>

### Note 19 Revenue from operations

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>(a) Sale of Ayurvedic Products</b>	7,491.47	6,993.88
Less:		
(b) Trade Discount	770.70	741.70
(c) Sales discount	225.59	308.54
(d) Business Promotion	(54.88)	71.22
<b>Sale of Ayurvedic Products</b>	<b>6,550.05</b>	<b>5,872.41</b>
<b>Other Operating Revenues</b>		
Subsidy from Ayush Department	-	1.08
Refund from Vat Department	-	2.05
<b>Total</b>	<b>6,550.05</b>	<b>5,875.54</b>

### Reconciliation of Revenue from Operation with contract price

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Contract Price	7,491.47	6,993.88
Reduction towards variables considerations components*	941.42	1,118.33
<b>Revenue from Operations</b>	<b>6,550.05</b>	<b>5,875.54</b>

\* The reduction towards variable consideration comprises of volume discounts, scheme discounts, price concessions etc.

## Note 20 Other income

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Interest income:</b>		
Deposit with Banks	7.63	18.89
<b>Dividend income:</b>		
From Financial Instruments	0.60	0.46
Other Misc. Income	0.04	0.001
<b>Total</b>	<b>8.28</b>	<b>19.34</b>

## Note 21 Cost of materials consumed

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Opening stock</b>	166.27	149.96
Add: Purchases	1,387.58	1,203.50
	<b>1,553.85</b>	<b>1,353.46</b>
Less: Closing stock	134.27	166.27
<b>Cost of material consumed</b>	<b>1,419.58</b>	<b>1,187.18</b>

## Note 22 Cost of traded goods

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Purchases of traded goods	2,200.14	1,924.13
<b>Total</b>	<b>2,200.14</b>	<b>1,924.13</b>

## Note 23 Changes in inventories of finished goods and work-in-progress\*

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b><u>Inventories at the end of the year:</u></b>		
Finished goods	360.06	299.18
Work-in-progress	57.19	29.10
Stock in Trade	575.70	619.24
	<b>992.95</b>	<b>947.52</b>
<b><u>Inventories at the beginning of the year:</u></b>		
Finished goods	299.18	465.44
Work-in-progress	29.10	225.42
Stock in Trade	619.24	595.36
	<b>947.52</b>	<b>1,286.22</b>
<b>Net (increase) / decrease</b>	<b>-45.43</b>	<b>338.70</b>

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### Note 24 Employee benefits expense

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Salaries and wages	823.60	749.86
Contributions to provident and other funds	33.52	26.50
Staff welfare expenses	29.95	21.21
Gratuity Expense (Refer Note 30 (b) )	4.13	4.25
<b>Total</b>	<b>891.21</b>	<b>801.82</b>

### Note 25 Finance costs

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Interest expense on:</b>		
Borrowings	3.31	2.95
Security Deposits	4.08	3.52
	<b>7.40</b>	<b>6.47</b>
Bank Charges	3.61	5.03
<b>Total</b>	<b>11.00</b>	<b>11.49</b>

### Note 26 Other expenses

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Power and fuel	34.25	32.68
R & D Expenses	16.14	14.14
Rent	21.15	26.57
Repairs and maintenance - Buildings	18.06	20.44
Repairs and maintenance - Machinery	52.06	32.84
Repairs and maintenance - Others	138.65	130.56
Rates and taxes	13.14	8.60
Travelling and conveyance	338.90	207.29
Printing and stationery	18.11	9.31
Freight and forwarding	377.47	333.88
Business promotion	473.91	355.96
Royalty Expenses	138.91	115.77
Legal and professional	53.63	32.98
<i>Payments to auditors</i>		
For Statutory Audit	5.00	4.00
For Tax Audit	2.00	2.00
For Other Matters	1.00	0.75

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Telephone / Internet Expenses	22.94	23.85
Insurance	13.19	10.56
Security Service Charges	10.82	8.29
Laboratory Expenses	11.91	3.21
Provisions for expected credit loss/impaired	3.96	12.52
Donations and contributions	0.20	-
Postage & Telegram	2.13	1.04
Membership & Subscription	10.06	5.82
Packing Expenses	2.74	2.53
Office Expenses	1.69	1.08
Miscellaneous expenses	15.13	11.15
<b>Total</b>	<b>1,797.15</b>	<b>1,407.80</b>

**Note 27 Income Tax Expenses**

The Major components of the income tax expenses for the year ended on 31<sup>st</sup> March, 2022 and March 31, 2021

**Statement of Profit & loss Section**

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Current Tax :</b>		
Current Income tax Charges	69.59	55.71
Tax reversal of earlier year	-	0.17
<b>Deferred Tax :</b>		
Relating to the origination and reversal of temporary differences	3.13	2.95
<b>Income Tax expenses recognised in Statement of Profit &amp; Loss</b>	<b>72.72</b>	<b>58.84</b>

**Other comprehensive income Section**

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	1.01	0.74
Fair value changes of investments	-5.75	7.06
<b>Income Tax charged to OCI</b>	<b>-4.75</b>	<b>7.80</b>



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The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Accounting Profit before tax	231.67	168.09
Income tax expense calculated at 27.82%	64.45	46.76
<b>Effect of:</b>		
Expenses that are not deductible in determining taxable profit	2.89	3.61
Dep Expenses that are not deductible in determining taxable profit	3.13	3.25
Effect of income that is exempt from taxation	-	-
Effect of lower tax rates for the long term capital gain	2.25	1.92
Others	-	3.13
Tax Reversal of earlier years	-	0.17
<b>Income tax expense recognised in Statement of Profit and Loss</b>	<b>72.72</b>	<b>58.84</b>

### Note 28 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

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

The following reflects the income and share data used in basic and diluted EPS computations :

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Net profit / (loss) for the year (after Tax)	158.93	109.25
<b>Weighted average number of equity shares</b>		
Basic	79.99	70.81
Diluted	85.03	70.81
Par value per share	10.00	10.00
<b>Weighted average number of equity shares for Diluted EPS (F=D+E)</b>		
Face value per equity share (₹)	10	10
<b>Earnings per share</b>		
Basic	1.99	1.54
Diluted	1.87	1.54

### Note 29 Contingent liabilities, contingent assets and commitments

There are demands of Income tax aggregating to 283` lakhs, against which the company had filed an appeal to Hon'ble Mumbai ITAT and the demand has been deleted in view of favourable decision of Mumbai ITAT. Further, against the decision of ITAT, the department filed an appeal to High Court of Mumbai. The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

## Note 30 Employee Benefits

## a. Disclosures related to defined contribution plan

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	18.78	13.97

## b. Disclosures related to defined benefit plan

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

The plan is funded with Life Insurance Corporation under their Group Gratuity Scheme. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss, the fund status and amounts recognized in the balance sheet:

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Net employee benefit expense (included under employee benefit expenses)</b>		
Current Service Cost	4.20	4.30
Interest on defined benefit obligation	(0.07)	(0.06)
Past Service Cost (vested benefits)	-	-
<b>Net employee benefit expenses</b>	<b>4.13</b>	<b>4.25</b>
<b>Details of the employee benefits obligations and plan assets are as follows:</b>		
Present value of opening funded obligation	39.11	34.93
Fair value of opening plan assets	39.04	34.37
<b>Net defined benefit (assets)/liability at the beginning of the year</b>	<b>0.07</b>	<b>0.56</b>
<b>Details of changes in present value of defined benefit obligation are as follows:</b>		
Opening defined benefit obligation	39.11	34.93
Current service cost	4.20	4.30
Interest on defined benefit obligation	2.63	2.35
Past Service Cost (vested benefits)	-	-
Contribution paid	(0.76)	(0.05)
Benefits due but not settled / paid		(0.78)
<b>Remeasurement due to:</b>		
Actuarial (Gain)/Loss arising from changes in experience	(2.71)	(1.67)
Actuarial (Gain)/Loss arising from changes in financial assumptions	(0.88)	0.03
Return on Plan Assets excluding net interest		
<b>Closing defined benefit obligation</b>	<b>41.59</b>	<b>39.11</b>

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Amount (₹)	Amount (₹)
<b>Details of changes in fair value of plan assets are as follows:</b>		
Opening fair value of plan assets	39.04	34.37
Interest on plan assets	2.69	2.41
Employer contribution	2.06	2.06
Benefits paid	-0.76	(0.05)
Remeasurement due to - actual return on plan assets less interest on plan assets	0.04	0.26
Closing fair value of plan assets	43.07	39.04
Present value of funded obligation	41.59	39.11
Fair value of plan assets	43.07	39.04
<b>Net defined benefit liability/(Assets) at the end of the year</b>	<b>1.48</b>	<b>(0.07)</b>
<b>Sensitivity analysis</b>		
Defined benefit obligation	41.59	39.11
Defined benefit obligation, using discount rate plus 100 basis points	39.00	36.73
Defined benefit obligation, using discount rate minus 100 basis points	44.56	41.82
Defined benefit obligation, using salary growth rate plus 100 basis points	44.16	41.28
Defined benefit obligation, using salary growth rate minus 100 basis points	39.27	37.21
<b>The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:</b>		
Funds managed by insurers	100%	100%
<b>The principal assumptions used in determining gratuity obligations for the Company's plans are shown below</b>		
Discount rate (p.a.)	7.10	6.79
Expected salary increase (p.a.)	3.00	3.00
Expected average remaining service	17.00	15.97
Retirement Age	58 years	58 years
Employee Attrition Rate		
Upto Age of 44	2%	2%
Upto Age of 45 and above	1%	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

**Note 31 Financial instruments – Fair values and risk management****I Fair value measurements****A. Accounting Classifications and Fair Values**

The carrying amounts and fair values of financial instruments by class are as follows:

Particulars	Note	(₹ In Lakhs)	
		Carrying Value/Fair Value	
		As at 31 <sup>st</sup> March, 2022 Carrying Value	As at 31 <sup>st</sup> March, 2021 Carrying Value
<b>Financial assets</b>			
<b>Financial assets measured at fair value</b>			
<b>Investments measured at OCI</b>			
Investments in equity instruments	5		24.07
Investments in mutual fund	5	910.68	-
<b>Financial Assets measured at amortised cost</b>			
Investments in Equity Instruments	5	0.10	0.10
<b>Current</b>			
Trade receivables	8	399.14	534.78
Cash and cash equivalents	9(a)	93.86	452.76
Bank balances other than 10(a)	9(b)	323.26	712.84
<b>Other</b>			
Non current		3.22	0.43
Current		-	-
<b>Total</b>		<b>1,730.26</b>	<b>1,724.98</b>
<b>Financial liabilities:</b>			
<b>Borrowings</b>			
Non-Current	14	-	1.93
Current	15		
<b>Trade payables</b>			
Dues to Micro & Small Enterprises		8.15	2.34
Other Than Micro & Small Enterprises		673.65	664.69
<b>Total</b>		<b>681.80</b>	<b>668.96</b>

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

**B. Fair Value Hierarchy**

The fair value of financial instruments as referred to in note (A) above have 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:** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**C. Fair Value measurements**

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(₹ In Lakhs )

Particulars	Carrying Value	Level 1	Level 3	Total
<b>Fair value measurements as at 31<sup>st</sup> March, 2022</b>				
<b>Financial assets:</b>				
<b>Investments- Non Current</b>				
Investments in equity instruments	0.10	0.10	-	0.10
Investments in mutual fund	910.58	910.58	-	910.58
<b>Fair value measurements as at 31<sup>st</sup> March, 2021</b>				
<b>Financial assets:</b>				
<b>Investments- Non Current</b>				
Investments in equity instruments	24.17	24.07	-	24.07
Investments in mutual fund	-	-	-	-
	<b>24.17</b>	<b>24.07</b>	<b>-</b>	<b>24.07</b>

**Financial assets and liabilities measured at fair value as at Balance Sheet date:**

1. The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
2. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

**Other financial assets and liabilities**

1. Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
2. Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

**II. Financial risk management**
**Financial risk management objectives and policies**

The Company's principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations.

The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

**(i) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Trade Receivables	399.14	534.78
Allowance for doubtful debts(expected credit loss allowance)	6.17	12.52
<b>Percentage</b>	<b>1.55</b>	<b>2.34</b>

**(ii) Liquidity risk:**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**(iii) Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

**Note 32 Leases**

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

**Note 33 Impact of COVID-19**

In March 2020, the World Health Organisation declared COVID-19 to be a pandemic. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Company has considered internal and external information while finalizing various estimates in relation to its financial statement captions upto the date of approval of the financial statements by the Board of Directors. The actual impact of the global health pandemic may be different from that which has been estimated, as the COVID -19 situation evolves in India and globally. The Company will continue to closely monitor any material changes to future economic conditions.

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### Note 34 Financial Ratios

Explanations have been given where the change in more than 25 %

		Numerator	Denominator	March 31, 2022	March 31, 2021	Variation %
1)	<b>Net Profit Ratio</b>	Net Profit After Tax	Revenue from Operations	2.43	1.85	31.35
	There is a slight increase in the Net Profit for the FY 2021-22 as compared to FY 2020-21 as sales have increased and Costs have reduced due to operational efficiency and reduction of expenses such as Employee Benefit Expenses & Finance Cost .					
2)	<b>Net Capital Turnover Ratio</b>	Net Sales	Average Working Capital	4.40	4.04	8.91
3)	<b>Return on Capital Employed</b>	Net Profit Before Taxes & Interest	Total Assets -Current Liabilities	6.19	4.88	26.84
	Net Profit before Taxes have increased in FY 2021-22 as there is increase in Sales with control in costs & reduction in liabilities as compared to FY 2020-21					
4)	<b>Return on Equity Ratio</b>	Net Profit After Tax	Net Worth *	5.78	4.48	28.97
	*In Net Worth Revaluation Surplus is not considered. Net Profit after Tax for the FY 2021-22 have increased due to increase in Sales & reduction of Expenses as compared to FY 2020-21 as compared to marginal increase in Net Worth for the FY 2021-22 as compared to FY 2020-21.					
5)	<b>Debt Equity Ratio</b>	Debt	Shareholders Equity *	0	0.001	(1)
	*In Shareholders Equity Revaluation Surplus have not been considered. Small Amount O/s with Axis Bank of ₹ 1,92,679 have been repaid in the FY 2021-22 , thus the ratios are Nil as compared to FY 2020-21					
6)	<b>Current Ratio</b>	Current Assets	Current Liabilities	1.99	2.44	(18.44)
7)	<b>Inventory Turnover Ratio</b>	Cost of Goods Sold	Average Inventory	3.19	2.71	17.71
8)	<b>Trade Receivable Turnover Ratio</b>	Net Sales	Average Receivables	14.03	11.72	19.71
9)	<b>Trade Payable Ratio</b>	Net Purchases	Average Payables	2.40	5.03	(52.29)
	Purchases in FY 2021-22 have reduced drastically as compared to FY 2020-21, With increase in O/s in FY 2021-22 as compared to FY 2020-21.					

**Note 35 Other Statutory Information**

- i) The Company does not have any Benami Property where any proceedings have been initiated or pending against the Company for holding nay benami property
- ii) The Company does not have any transaction with struck off company
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v) No funds have been received by the Company from, any person or entity, including foreign entity ("Funding Parlies"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner r,vhatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Company has not been declared a willful defaulter by any bank or financial institution,or other lender.

**Note 36 Related party disclosures**

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

**Names of related parties and description of relationship**

**A. Enterprises over which key management personnel or their relatives exercise significant influence**

Sandu Brothers Private Limited

**B Key managerial personnel**

Umesh .B .Sandu	Managing Director
Rakesh Parekh	Chief Financial Officer
Pratika Mhambray	Company Secretary
Dilip R Salgoacar	Independent Director
Dr Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director
Shri K Vinay Kumar	Independent Director



## Thirty Seven Annual Report 2021-22

### C Relative to key managerial personnel

Shashank B. Sandu

Relative of key managerial personnel

#### Transactions with related parties

Sr. No.	Name of the related party	Relationship	Description of transactions	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022	Balance as at 31 <sup>st</sup> March, 2022	1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March, 2021	Balance as at 31 <sup>st</sup> March, 2021
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A.	Remuneration paid to Key Management Personnel [refer note (1) below]						
1	Umesh B. Sandu	Managing Director	Salary and perquisites <i>Balance Payable/ Receivable</i>	67.39	-3.35	34.15	(2.43) -
2	Shashank Sandu	Non Executive Director	Directors Sitting Fees	0.48	0.00	0.30	-
3	Dilip R Salgoacar	Non Executive Director	Director's Sitting Fees	0.42	0.00	0.25	-
4	Dr Madan L Kapre	Non Executive Director	<i>Balance Payable/ Receivable</i> <i>Director's Sitting Fees</i>	0.54	0.00	0.30	-
5	Shri K Vinay Kumar	Non Executive Director	<i>Balance Payable/ Receivable</i> <i>Director's Sitting Fees</i>	0.59	0.00	0.25	-
6	Shubhada P. Sandu	Non Executive Director	<i>Balance Payable/ Receivable</i> <i>Director's Sitting Fees</i>	0.25	0.00	0.30	-
7	Rakesh Parekh	Chief Financial Officer	<i>Salary and perquisites</i> <i>Balance Payable/ Receivable</i>	12.12	-0.66	10.78	(0.71) -
8	Pratika Mhambray	Company Secretary	<i>Salary and perquisites</i> <i>Balance Payable/ Receivable</i>	3.16	-0.45	6.51	(0.56) -
B.	Loans/Deposit given and repayment thereof						
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Interest accrued			2.30	
			Deposit Given		-		-
			<i>Balance receivable</i>		-		-
C.	Sale/purchase of goods, services and other transactions						
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods*	34.74		77.46	
			Purchases*	2,199.78		1,931.02	
			Royalty Paid*	138.91		115.77	
			<i>Balance (Payable)/ Receivable</i>		(291.34)		(147.25)

**Note :**

1. All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2022 (March 31, 2021 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
2. \* Sales, Purchase & Royalty paid figures mentioned are Net of GST.

**Significant Accounting policies**

The accompanying Notes from 29 to 36 are an integral part of Financial Statements.

As per our report of even date attached.

**For Dileep & Prithvi**  
Chartered Accountants  
Firm Reg No 122290W  
By the hand of

**Himmat Mali**  
(Partner)  
M.No:183378

**For and on behalf of the Board of Directors**  
**Sandu Pharmaceuticals Limited**  
CIN : L24233GA1985PLC001587

**Umesh B. Sandu**  
Managing Director  
DIN:01132141  
Sd/-  
**Rakesh Parekh**  
Chief Financial Officer

**Shashank B. Sandu**  
Director  
DIN:00678098  
Sd/-  
**Pratika Mhambray**  
Company Secretary &  
Compliance Officer

Place: Mumbai  
Dated : 30/05/2022

Place: Mumbai  
Dated : 30/05/2022

NOTES



# KUMARVIN<sup>TM</sup>

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APPETIZER & DIGESTIVE
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**Dosage:**  
1 teaspoon full  
2 times a day



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